SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 10-K

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

For the fiscal year ended May 2, 1999

Commission File No. 0-12781

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

NORTH CAROLINA	56-1001967
(State or other jurisdiction of incorporation or other organization)	(I.R.S. Employer Identification No.)
101 S. Main St., High Point, North Carolina	27261-2686
(Address of principal executive offices)	(zip code)

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

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

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, Par Value $.05/Share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to the filing requirements for at least the past 90 days. YES X NO ____

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

As of July 19, 1999, 12,040,484 shares of common stock were outstanding. The aggregate market value of the voting stock held by non-affiliates of the registrant on that date was $94,787,273 based on the closing sales price of such stock as quoted on the New York Stock Exchange (NYSE), assuming, for purposes of this report, that all executive officers and directors of the registrant are affiliates.

DOCUMENTS INCORPORATED BY REFERENCE

Part II
Portions of the Company's Annual Report to Shareholders for the fiscal year ended May 2, 1999 are incorporated by reference into Items 5,6,7 and 8.

Part III
Portions of the Company's Proxy Statement dated August 13, 1999 in connection with its Annual Meeting of Shareholders to be held on September 21, 1999 are incorporated by reference into Items 10, 11, 12 and 13.

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ITEM 1. BUSINESS

Overview

Culp, Inc. (the Company) manufactures and markets upholstery fabrics and mattress tickings primarily for use in the furniture (residential, commercial and juvenile) and bedding industries on a worldwide basis. The Company's executive offices are located in High Point, North Carolina. The Company was organized as a North Carolina corporation in 1972 and made its initial public offering in 1983. Since 1997, the Company has been listed on the New York Stock Exchange and traded under the symbol "CFI."

Culp is one of the largest manufacturers and marketers of furniture upholstery fabrics in the world and is a leading global producer of mattress fabrics (known as mattress ticking). The Company's fabrics are used principally in the production of residential and commercial furniture and bedding products, including sofas, recliners, chairs, loveseats, sectionals, sofa-beds, office seating, panel systems and mattress sets. Culp markets one of the broadest product lines in its industry, with a wide range of fabric constructions, patterns, colors, textures and finishes. This breadth is made possible by Culp's extensive manufacturing capabilities that include a variety of weaving, printing and finishing operations and the ability to produce various yarns and unfinished base fabrics (known as greige goods) used in its products. Although most of the Company's competitors emphasize one particular type of fabric, Culp competes in every major category except leather, which accounts for a relatively small portion of the residential furniture market. Culp's staff of over 75 designers and support personnel utilize Computer Aided Design (CAD) systems to develop the Company's own patterns and styles. Culp's product line currently includes more than 3,000 upholstery fabric patterns and 1,000 mattress-ticking styles. Although Culp markets fabrics at most price levels, the Company has emphasized fabrics that have a broad appeal in the "good" and "better" price categories of furniture and bedding.

Culp markets its products worldwide, with sales to customers in over 50 countries. While total sales have grown from $308.0 million in fiscal 1995 to $483.1 million in fiscal 1999, the Company's international sales have increased from $58.0 million to $113.4 million during the same period. Although shipments to U.S.-based customers continue to account for most of the Company's sales, Culp's success in building a global presence has led to a significant proportion of sales to international accounts (23% of net sales for fiscal 1999). The Company's network of approximately 30 international sales agents represents Culp's products in major furniture and bedding markets outside the United States.

Culp has seventeen (17) manufacturing facilities, with a combined total of 2.7 million square feet, that are located in North Carolina (10), South Carolina (2), Pennsylvania (2), Tennessee (1), Alabama (1) and Quebec, Canada (1). The Company's distribution system is designed to offer customers fast, responsive delivery. Products are shipped directly to customers from the Company's manufacturing facilities, as well as from three regional distribution facilities strategically located in High Point, North Carolina, Los Angeles, California, and Tupelo, Mississippi, which are areas of high concentration of furniture manufacturing. Additionally, the Company maintains an inventory of upholstery fabrics at a warehouse facility in Grand Rapids, Michigan to supply large commercial furniture manufacturers in that area.

Culp's position as a leading global marketer of upholstery fabrics and mattress ticking has been achieved through internal expansion and strategic acquisitions. The most recent acquisitions include Rayonese in fiscal 1995 and Phillips Mills, Wetumpka Yarn and Artee Industries in fiscal 1998.

Segments

The Company's operating segments are upholstery fabrics and mattress ticking, with related divisions organized within those segments. The divisions within upholstery fabrics are Culp Decorative Fabrics, Culp Velvets/Prints and Culp Yarn. The division within mattress ticking is Culp Home Fashions. Each division is accorded considerable autonomy and is responsible for designing, manufacturing and marketing its respective product lines. Considerable synergies exist among the divisions, including the sharing of common raw materials made internally, such as polypropylene yarns, certain dyed and spun yarns, greige goods and printed heat-transfer paper. Products manufactured at one division's facility are commonly transferred to another division's facility for additional value-added processing steps. The following table sets forth certain information for each of the Company's segments/divisions.

Culp's Segments/Divisions

SEGMENT	DIVISION	FISCAL 1999 NET SALES (in millions)	PRODUCT LINES (BASE CLOTH, IF APPLICABLE)
Upholstery Fabrics	Culp Decorative Fabrics	$222.1	Woven jacquards Woven dobbies
	Culp Velvets/Prints	$144.1	Wet prints (flocks) Heat-transfer prints (jacquard, flock) Cotton prints Woven velvets Tufted velvets (woven polyester)
	Culp Yarn	$21.5	Pre-dyed spun yarns Chenille yarns
Mattress Ticking	Culp Home Fashions	$95.4	Woven jacquards Heat-transfer prints (jacquard, knit, sheeting) Pigment prints (jacquard, knit, sheeting, non-woven)

CULP DECORATIVE FABRICS. Culp Decorative Fabrics manufactures and markets jacquard and dobby woven fabrics used primarily for residential and commercial furniture. Culp Decorative Fabrics' manufacturing facilities are located in Burlington, Graham and Monroe, North Carolina, Pageland, South Carolina, Chattanooga, Tennessee and West Hazleton, Pennsylvania. Culp Decorative Fabrics has become increasingly vertically integrated, complementing its extensive weaving capabilities with the ability to extrude, dye and texturize yarn. The designs marketed by Culp Decorative Fabrics range from intricate, complicated patterns such as floral and abstract designs to patterns associated with casual living styles that are popular with motion furniture. Culp Decorative Fabrics accounts for the majority of the Company's sales to the commercial furniture market. The Company maintains an inventory at a third-party warehouse in Grand Rapids, Michigan to supply fabrics marketed by Culp Decorative Fabrics to large commercial furniture manufacturers on a "just in time" basis.

CULP VELVETS/PRINTS. Culp Velvets/Prints manufactures and markets a broad range of printed and velvet fabrics. These include wet-printed designs on flock base fabrics, heat-transfer prints on jacquard and flock base fabrics, cotton prints, woven velvets and tufted velvets. These fabrics typically offer manufacturers richly colored patterns and textured surfaces. Recent product development improvements in manufacturing processes have significantly enhanced the quality of printed flock fabrics which are principally used for residential furniture. These fabrics are also used for other upholstered products such as baby car seats. These fabrics are manufactured at Burlington, North Carolina, Anderson, South Carolina, and Lumberton, North Carolina.

CULP YARN. Culp Yarn manufactures and markets a variety of pre-dyed spun yarns, including WrapSpun(TM), open-end spun, ring spun and chenille yarns. Culp Yarn operates manufacturing facilities in Shelby, Cherryville, and Lincolnton, North Carolina and Wetumpka, Alabama. The Wetumpka facility was acquired in December 1997 and the other Culp Yarn plants were purchased in February 1998. Over half of the production of Culp Yarn is used internally by other Culp divisions. The external sales are directed to the upholstery fabric, carpet and apparel markets, and a portion of these shipments are to competitors of Culp. Culp Yarn has provided Culp more control over its supply of spun and chenille yarns and complemented the Company's increased emphasis on developing new designs.

CULP HOME FASHIONS. Culp Home Fashions principally markets mattress ticking to bedding manufacturers. These fabrics encompass woven jacquard ticking as well as heat-transfer and pigment-printed ticking on a variety of base fabrics, including jacquard, knit, poly/cotton sheeting and non-woven materials. Culp Home Fashions has successfully blended its diverse printing and finishing capabilities with its access to a variety of base fabrics to offer innovative designs to bedding manufacturers for mattress products. Printed jacquard fabrics offer customers better values with designs and textures of more expensive fabrics. Jacquard greige goods printed by Culp Home Fashions are primarily provided by the division's Rayonese facility. Culp Home Fashions' manufacturing facilities are located in Stokesdale, North Carolina and St. Jerome, Quebec.

BUSINESS STRATEGY

The Company's plan to maintain leadership in the global upholstery fabric and mattress ticking segments is based on a business strategy that includes five main initiatives:

CUSTOMER SERVICE AND VERTICAL INTEGRATION - continuing to enhance the competitive value of its upholstery fabrics and mattress ticking through a company-wide initiative to raise efficiency and improve customer service. Important aspects of this program have included attaining more consistent product quality, improving delivery standards and offering more innovative designs. The Company's ability to realize progress in these areas in the past has been aided significantly by becoming more vertically integrated through capital expansion projects and strategic acquisitions. Representative steps have included adding capacity for producing unfinished jacquard greige goods, extruding polypropylene yarn and most recently, manufacturing spun and specialty yarn.

BROAD PRODUCT OFFERING - continuing to market one of the broadest product lines in upholstery fabrics and mattress ticking. Through its extensive manufacturing capabilities, the Company competes in every major category except leather.

DIVERSE GLOBAL CUSTOMER BASE - increasing its penetration into other end-use markets in addition to U.S. residential furniture, such as bedding, international, commercial furniture and juvenile furniture.

DESIGN INNOVATION - continuing to invest in the design of upholstery fabrics and ticking with appealing patterns and textures. An integral component of the value Culp provides to customers is supplying fabrics that are fashionable and meet current consumer preferences. The Company's principal design resources are now consolidated in a single facility that provides advanced CAD systems and promotes a sharing of innovative designs among the divisions.

ADDITIONAL ACQUISITIONS - investing in selective acquisitions complementary to existing segments/divisions.

CAPITAL EXPENDITURES

Since fiscal 1994, the Company has invested $106 million in capital expenditures to expand its manufacturing capacity, install more efficient production equipment and vertically integrate its operations. These expenditures have included, among other things, the installation of narrow and wide-width weaving machines and additional printing equipment to support the growth in woven and printed upholstery fabrics and mattress ticking. The Company spent approximately $10.7 million in capital expenditures during fiscal 1999 for expansion, vertical integration and modernization. This level of capital spending was well below the $35.9 million in capital expenditures during fiscal 1998. During 1999, the principal expansion project involved expansion of facilities (Stokesdale, North Carolina and St. Jerome, Quebec, Canada) at Culp Home Fashions. The key project relating to vertical integration included expanding polypropylene extrusion capacity. Projects to modernize existing facilities encompassed a number of smaller investments throughout the Company's operations.

During 1999, much of the Company's managerial focus shifted to realizing higher efficiencies from the investments made during fiscal 1998. As a result, capital expenditures for fiscal 1999 were less than a third spent in fiscal 1998. The Company is currently planning on capital expenditures for fiscal 2000 of approximately $20 million.

OVERVIEW OF INDUSTRY

Culp markets products worldwide to a broad array of manufacturers that operate in three principal markets and several specialty markets:

RESIDENTIAL FURNITURE. This market includes upholstered furniture sold to consumers. Products include sofas, sleep sofas, chairs, motion/recliners, sectionals and occasional furniture items.

Commercial furniture. This market includes upholstered office seating and modular office systems sold primarily for use in offices (including home offices) and other institutional settings.

BEDDING. This market includes mattress sets as well as other related home furnishings.

SPECIALTY MARKETS. These markets include juvenile furniture (baby car seats and other baby items), hospitality (furniture used in hotels and other lodging establishments), "top of the bed" (comforters and bedspreads), outdoor furniture, recreational vehicle seating, automotive aftermarket (slip-on seat covers), retail fabric stores and specialty yarn.

OVERVIEW OF RESIDENTIAL FURNITURE INDUSTRY

The upholstery fabric industry is highly competitive, particularly among manufacturers in similar market niches. American Furniture Manufacturers Association, a trade association, reports that manufacturers of residential furniture in the United States shipped products valued at approximately $23.5 billion (wholesale) during 1998. Approximately 40% of this furniture is believed to consist of upholstered products. The upholstered furniture market has grown from $5.4 billion in 1991 to $9.4 billion in 1998.

Trends in demand for upholstery fabric and mattress ticking generally parallel changes in consumer purchases of furniture and bedding. Factors influencing consumer purchases of home furnishings include the number of household formations, growth in the general population, the demographic profile of the population, consumer confidence, employment levels, the amount of disposable income, geographic mobility, housing starts and existing home sales. The long-term trend in demand for furniture and bedding has been one of moderate growth, although there have been some occasional periods of a modest downturn in sales due principally to changes in economic conditions.

The Company believes that demographic trends support the outlook for continued long-term growth in the U.S. residential furniture and bedding industries. In particular, as "baby boomers" (people born between 1946 and 1964) mature to the 35-to-64 year age range over the next decade, they will be reaching their highest earning power. Consumers in these age groups tend to spend more on home furnishings, and the increasing number of these individuals favors higher demand for furniture and related home furnishings. Statistics also show that the average size of new homes has increased in recent years, and that is believed to have resulted in increased purchases of furniture per home.

There is an established trend toward consolidation at all levels within the home furnishings industry. Furniture/Today has reported that the ten largest residential furniture manufacturers accounted for over 37% of the industry's total shipments in 1998, up from a 23% share in 1985. This trend is expected to continue, particularly because of the need to invest increasing capital to maintain modern manufacturing and distribution facilities as well as to provide the sophisticated computer-based systems and processes necessary to interface in the supply chain between retailers and suppliers. This trend toward consolidation is resulting in fewer, but larger, customers for upholstery fabric manufacturers. The Company believes that this environment favors larger upholstery fabric manufacturers capable of supplying a broad range of product choices at the volumes required by major furniture manufacturers on a timely basis.

Today's furniture customers prefer more casual and comfortable furniture, including motion furniture, than did consumers ten years ago. In addition, customers are placing increasing emphasis on product quality. The increasing importance of product quality has allowed fabric manufacturers with effective quality control systems to gain a competitive advantage. Modern furniture buyers are also demanding faster delivery. To meet this demand, the furniture industry as a whole has increased its focus on just-in-time manufacturing methods and shorter delivery lead times.

After a decade of consistent yearly growth, Culp's international sales declined 17% in 1999 to $113.4 million. The Company believes that this experience mirrors that of other suppliers of fabrics to markets in Europe and Asia that were adversely affected by serious economic turbulence during the year. The Company does not believe that this decline suggests any structural shift in the competitive position of Culp or in the long-term opportunities that are presented by rising demand for furniture in developing countries. Consumers in these areas are often attracted to those designs and fashions that mirror American tastes, and U.S.-based manufacturers such as Culp have been able to capitalize on this preference. Production costs of fabrics involve a relatively low labor component, which provides an advantage for a company with modern, efficient manufacturing equipment and systems. The large size of the furniture market within the United States has helped establish an upholstery fabrics industry that features ready access to a variety of raw materials, larger manufacturers with lower costs resulting from economies of scale and the availability of new designs and patterns. The Company believes that these characteristics assist Culp in competing effectively in international markets.

OVERVIEW OF COMMERCIAL FURNITURE INDUSTRY

The commercial furniture market in the United States represents annual shipments by manufacturers valued at approximately $12 billion. Seating and office systems, which represent the primary uses of upholstery in this industry, represented annual sales of approximately $7 billion annually. At the manufacturing level, the industry is highly concentrated. The top five manufacturers of commercial furniture account for an estimated 65% of total industry shipments. Although demand for commercial furniture can be affected by general economic trends, the historical pattern has been one of generally steady growth.

Dealers aligned with specific furniture brands account for over half of industry shipments of commercial furniture. Some shift in the distribution of commercial furniture has occurred in recent years in conjunction with the growth in national and regional chains featuring office supplies.

OVERVIEW OF BEDDING INDUSTRY

According to data compiled by the International Sleep Products Association ("ISPA"), the domestic conventional bedding market, which generated estimated wholesale revenues of $3.8 billion during calendar year 1998, includes approximately 800 manufacturers of mattress sets. The conventional bedding market accounts for approximately 90% of the domestic bedding market. Approximately 71% of the conventional bedding manufactured in the U.S. is sold to furniture stores and specialty sleep shops. Most of the remaining 29% is sold to department stores, national mass merchandisers, membership clubs and factory direct stores. Approximately two-thirds of conventional bedding is sold for replacement purposes and the average time lapse between mattress purchases is approximately 10 to 12 years.

PRODUCTS

As described above, the Company's products include upholstery fabrics and mattress ticking.

UPHOLSTERY FABRICS. The Company derives the majority of its revenues from the sale of upholstery fabrics primarily to the residential and commercial (contract) furniture markets. Sales of upholstery fabrics totaled 80% of sales for fiscal 1999. The Company has emphasized fabrics and patterns that have broad appeal at promotional to medium prices, generally ranging from $2.20 per yard to $9.50 per yard.

MATTRESS TICKING. The Company also manufactures mattress ticking (fabric used for covering mattresses and box springs) for sale to bedding manufacturers. Sales of mattress ticking constituted 20% of sales in fiscal 1999. The Company has emphasized fabrics and patterns which have broad appeal at prices generally ranging from $1.20 to $8.00 per yard.

The Company's upholstery fabrics and mattress ticking can each be broadly grouped under the three main categories of wovens, prints and velvets. The following table indicates the product lines within each of these categories, a brief description of their characteristics and identification of their principal end-use markets.

Culp Fabric Categories

Upholstery Fabrics	Characteristics	Principal Markets
Wovens:		
Jacquards	Elaborate, complex designs such as florals and tapestries in traditional, transitional and contemporary styles. Woven on intricate looms using a wide variety of synthetic and natural yarns.	Residential furniture Commercial furniture
Dobbies	Geometric designs such as plaids, stripes and solids in traditional and country styles. Woven on less complicated looms using a variety of weaving constructions and primarily synthetic yarns.	Residential furniture Commercial furniture
Prints:		
Wet prints	Contemporary patterns with deep, rich colors on a nylon flock base fabric for a very soft texture and excellent wearability. Produced by screen printing directly onto the base fabric.	Residential furniture Juvenile furniture
Heat-transfer prints	Sharp, intricate designs on flock or jacquard base fabrics. Plush feel (flocks), deep colors (jacquards) and excellent wearability. Produced by using heat and pressure to transfer color from printed paper onto base fabric.	Residential furniture Juvenile furniture
Cotton prints	A broad variety of designs featuring deep, rich colors printed on woven cotton base fabrics with excellent wearability. Produced by screen printing directly onto the base fabric.	Residential furniture
Velvets:		
Woven velvets	Basic designs such as plaids and semi-plains in traditional and contemporary styles with a plush feel. Woven with a short-cut pile using various weaving methods and synthetic yarns.	Residential furniture
Tufted velvets	Lower cost production process of velvets in which synthetic yarns are punched into a base polyester fabric for texture. Similar designs as woven velvets.	Residential furniture

Mattress Ticking	Characteristics	Principal Markets
Wovens:		
Jacquards	Florals and other intricate designs. Woven on complex looms using a wide variety of synthetic and natural yarns.	Bedding
Prints:		
Heat-transfer prints	Sharp, detailed designs. Produced by using heat and pressure to transfer color from printed paper onto base fabrics, including woven jacquards, knits and poly/cotton sheetings.	Bedding
Pigment prints	Variety of designs produced economically by screen printing pigments onto a variety of base fabrics, including jacquards, knits, poly/cotton sheeting and non-wovens.	Bedding

Although fabrics marketed for upholstery applications and those used for mattress ticking may have similar appearances, mattress ticking must be manufactured on weaving and printing equipment in wider widths to accommodate the physical size of box springs and mattresses. The Company's products include all major types of coverings, except for leather, that manufacturers use today for furniture and bedding. The Company also markets fabrics for certain specialty markets, but these do not currently represent a material portion of the Company's business.

MANUFACTURING

Substantially all of the upholstery fabric and mattress ticking currently marketed by Culp is produced at the Company's seventeen (17) manufacturing facilities. These plants encompass a total of 2.7 million square feet and include yarn extrusion, spinning, dyeing and texturizing equipment, narrow and wide-width jacquard looms, dobby and woven velvet looms, tufting machines, printing equipment for pigment, heat-transfer and wet printing, fabric finishing equipment and various types of surface finishing equipment (such as washing, softening and embossing). Culp is actively pursuing ISO certification for its manufacturing facilities. ISO certification is an international recognition of a company's ability to deliver high quality products and services. Culp's facilities at Stokesdale, North Carolina, which produces mattress ticking, and at Anderson, South Carolina, which produces woven velvet upholstery fabric, were awarded ISO-9002 certification during fiscal 1997. Additionally, the Company's facility at Pageland, South Carolina, which produces jacquard and dobby upholstery fabric, and the finishing facility in Burlington, North Carolina were awarded ISO-9002 certification in fiscal 1998. During fiscal 1999, the Company's weaving facility in Graham, North Carolina and the Culp Velvets/Prints plant in Burlington, North Carolina successfully completed ISO-9002 registration. The Company is planning to complete the ISO certification process at its other facilities over the next several years.

The Company's woven fabrics are made from various types of synthetic and natural yarn, such as polypropylene, polyester, acrylic, rayon, nylon or cotton. Yarn is woven into various fabrics on jacquard, dobby or velvet weaving equipment. Once the weaving is completed, the fabric can be printed or finished using a variety of processes. The Company currently extrudes and spins a portion of its own needs for yarn and purchases the remainder from outside suppliers. As a result of the acquisition of the Culp Yarn plants during fiscal 1998, Culp produces internally a substantial amount of its needs for spun and chenille yarns. The Company also supplies other fabric manufacturers with spun yarns manufactured by Culp Yarn. Culp purchases a significant amount of greige goods (unfinished, uncolored base fabrics) from other suppliers to be printed at the Company's plants, but has increased its internal production capability for jacquard greige goods. The acquisition of Rayonese in fiscal 1995 increased the Company's capacity to produce its own jacquard greige goods. Culp has installed additional airjet weaving machines at Rayonese to significantly increase its capacity for jacquard greige goods.

During the fourth quarter of fiscal 1997, the Company installed its first flock coating line to produce flock greige goods to be used primarily as the base cloth for wet and heat-transfer-printed flock products. Flock fabrics are produced by the application of very short nylon fibers onto a poly/cotton woven base fabric to create a velvet effect. During the flock coating process, the fibers are bonded onto the base fabric with an adhesive substance by utilizing an electrostatic charging procedure which causes the fibers to vertically align with the base fabric.

Tufted velvet fabrics are produced by tufting machines which insert an acrylic or polypropylene yarn through a polyester woven base fabric creating loop pile surface material which is then sheared to create a velvet surface. Tufted velvet fabrics are typically lower-cost fabrics utilized in the Company's lower-priced product mix.

The Company's printing operations include pigment and heat-transfer methods, as well as wet printing. The Company also produces its own printed heat-transfer paper, another component of vertical integration. Wet printing is the most recent addition to the Company's printing capabilities.

PRODUCT DESIGN AND STYLING

Consumer tastes and preferences related to upholstered furniture and bedding change, albeit gradually, over time. The use of new fabrics and designs remains an important consideration for manufacturers to distinguish their products at retail and to capitalize on even small changes in preferred colors, patterns and textures. Culp's success is largely dependent on the Company's ability to market fabrics with appealing designs and patterns. Culp has a staff of over 75 designers and support personnel involved in the design and development of new patterns and styles, including designers with experience in designing products for specific international markets. Culp uses computer aided design (CAD) systems in the development of new fabrics which assists the Company in providing a very flexible design program. These systems have enabled the Company's designers to experiment with new ideas and involve customers more actively in the process. The use of CAD systems also has supported the Company's emphasis on integrating manufacturing considerations into the early phase of a new design. The completion of the Howard L. Dunn, Jr. design center in January 1998 has enabled most of the Company's designers to be located in the same facility to support the sharing of design ideas and CAD and other technologies. The design center has enhanced the Company's merchandising and marketing efforts by providing an environment in which customers can be shown new products as well as participate in product development initiatives.

The process of developing new designs involves maintaining an awareness of broad fashion and color trends both in the United States and internationally. These concepts are blended with input from the Company's customers to develop new fabric designs and styles. Most of these designs are introduced by Culp at major trade conferences that occur twice a year in the United States (January and July) and annually in several major international markets.

DISTRIBUTION

The majority of the Company's products are shipped directly from its distribution centers at or near manufacturing facilities. This "direct ship" program is primarily utilized by large manufacturers. Generally, small and medium-size residential furniture manufacturers use one of the Company's three regional distribution facilities which have been strategically positioned in areas which have a high concentration of residential furniture manufacturers High Point, North Carolina, Los Angeles, California and Tupelo, Mississippi. In addition, the Company maintains an inventory of upholstery fabric at a warehouse in Grand Rapids, Michigan to supply large commercial furniture manufacturers in that area on a "just in time" basis. The Company closely monitors demand in each distribution territory to decide which patterns and styles to hold in inventory. These products are available on demand by customers and are usually shipped within 48 hours of receipt of an order. Substantially all of the Company's shipments of mattress ticking are made from its manufacturing facilities in Stokesdale, North Carolina and St. Jerome, Quebec, Canada.

In international markets, Culp sells primarily to distributors that maintain inventories of upholstery fabrics for resale to furniture manufacturers. The Company plans to explore the establishment of distribution facilities in certain areas outside the United States to support international sales.

SOURCES AND AVAILABILITY OF RAW MATERIALS

Raw materials account for more than half of the Company's total production costs. The Company purchases various types of synthetic and natural yarns (polypropylene, polyester, acrylic, nylon, rayon and cotton), synthetic staple fibers (acrylic, rayon, polypropylene, polyester), various types of greige goods (poly/cotton wovens and flocks, polyester wovens, poly/rayon and poly/cotton jacquard wovens, polyester knits, poly/cotton sheeting and non-wovens), polypropylene resins, nylon flock fibers, rayon staple, latex adhesives, dyes and chemicals from a variety of suppliers. The Company has made a significant investment in becoming more vertically integrated and producing more of its jacquard greige goods, polypropylene yarns, package dyed yarns and printed heat-transfer paper internally. As a result, a larger portion of its raw materials are comprised of more basic commodities such as rayon staple, undyed yarns, polypropylene resin chips, certain polyester warp yarns, unprinted heat-transfer paper and unflocked poly/cotton base fabric. Although the Company is dependent upon one supplier for all of its nylon flock fibers and upon one supplier of acrylic staple, most of the Company's raw materials are available from more than one primary source. The prices of such materials fluctuate depending upon current supply and demand conditions and the general rate of inflation. Many of the Company's basic raw materials are petrochemical products or are produced from such products, and therefore the Company's raw material costs are particularly sensitive to changes in petrochemical prices. Generally, the Company has not had significant difficulty in obtaining raw materials.

COMPETITION

In spite of the trend toward consolidation in the upholstery fabric market, the Company competes against a large number of producers, ranging from large manufacturers comparable in size to the Company to small producers and marketers of specialty fabrics. The Company believes its principal upholstery fabric competitors are the Burlington House Fabrics division of Burlington Industries, Inc., Joan Fabrics Corporation (including its Mastercraft division), Microfibres, Inc., and Quaker Fabric Corporation. Conversely, the mattress ticking market is concentrated in a few relatively large suppliers.

The Company believes its principal mattress ticking competitors are Bekaert Textiles B.V., Blumenthal Print Works, Inc., Burlington House Fabrics division of Burlington Industries, Inc. and Tietex, Inc. Although the Company is one of the largest suppliers of furniture upholstery fabrics and a leading supplier of mattress ticking to the bedding industry, some of the Company's competitors are larger overall and have greater financial resources than the Company. Competition for the Company's products is based primarily on price, design, quality, timing of delivery and service.

TECHNOLOGY

Culp views the use of technology as a very important element in the Company's efforts to achieve higher levels of service to its customers and to produce and deliver its products in an efficient and cost-effective manner. Some of Culp's key initiatives in this area include:

- The Company has created a home page on the Internet (WWW.CULPINC.COM). Through the Internet and the Culp home page, customers can use a system known as CulpLink to view their current order status, shipping and invoice information, and twelve months of sales history. The CulpLink system was developed internally by the Company's MIS department and provides superior communication with customers throughout the world.

- Culp has implemented significant upgrades to its design technology and has opened the state-of-the-art Howard L. Dunn, Jr. Design Center. The Company has used computer aided design (CAD) technology for many years, and recent upgrades in hardware and software in the CAD department have made the process of moving from design to a finished project both faster and simpler. The Company also has implemented an image archiving system that will allow electronic storage of all artwork and easy access to artwork for designers.

- Local Area Networks (LANs) have been installed at individual plants, and all of these are combined into one Wide Area Network (WAN), allowing easy information exchange among various Culp locations and communication with customers and suppliers through the Internet. Culp has installed fiber optic cable networks as the communication backbone throughout the Company, placing the Company in position to easily expand the user base and to take advantage of this faster data transfer medium for potential future uses such as video conferencing and transferring large files like those required for digital images.

- The Company has recently completed the installation of new shop floor data collection systems to track inventory movement. This initiative includes the use of fixed laser scanners, hand-held radio frequency devices, and industrialized keyboards and display stations at key points throughout the manufacturing process to record the movement of goods through production and shipping. The Company makes extensive use of bar-coding to track products throughout its manufacturing and distribution systems, and the Company has recently installed new thermal transfer printers for high quality printing of bar-coded labels and work orders.

ENVIRONMENTAL AND OTHER REGULATIONS

The Company is subject to various federal and state laws and regulations, including the Occupational Safety and Health Act and federal and state environmental laws, as well as similar laws governing its Rayonese facility in Canada. The Company periodically reviews its compliance with such laws and regulations in an attempt to minimize the risk of material violations.

The Company's operations involve a variety of materials and processes that are subject to environmental regulation. Under current law, environmental liability can arise from previously owned properties, leased properties and properties owned by third parties, as well as from properties currently owned and leased by the Company. Environmental liabilities can also be asserted by adjacent landowners or other third parties in toxic tort litigation.

In addition, under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"), and analogous state statutes, liability can be imposed for the disposal of waste at sites targeted for cleanup by federal and state regulatory authorities. Liability under CERCLA is strict as well as joint and several. The Company has accrued reserves for environmental matters based on information presently available. Based on this information and the Company's established reserves, the Company does not believe that environmental matters will have a material adverse effect on either the Company's financial condition or results of operations. However, there can be no assurance that the costs associated with environmental matters will not increase in the future.

EMPLOYEES

As of May 2, 1999, the Company had approximately 4,000 employees. All of the hourly employees at the Company's facility in West Hazleton, Pennsylvania and all of the hourly employees at the Rayonese facility in Canada (approximately 13% of the Company's workforce) are represented by a union. The collective bargaining agreement with respect to the hourly employees at the Pennsylvania plant expires in 1999, while the collective bargaining agreement with respect to the Rayonese hourly employees expires in 2002. The Company is not aware of any efforts to organize any more of its employees and believes its relations with its employees are good.

CUSTOMERS AND SALES

Culp's size, broad product line, diverse manufacturing base and effective distribution system enable it to market products to over 2,000 customers. Major customers are leading manufacturers of upholstered furniture, including Bassett, Furniture Brands International (Broyhill, Thomasville and Lane), Lifestyles International (Berkline, Universal, Benchcraft, Drexel, Henredon and others), Flexsteel, La-Z-Boy and LADD (Clayton Marcus, Barclay, Pennsylvania House and American Drew). Representative customers for the Company's fabrics for commercial furniture include Herman Miller, HON Industries and Steelcase. In the mattress ticking area, Culp's customer base includes leading bedding manufacturers such as Sealy, Serta, Simmons and Spring Air. Culp's customers also include many small and medium-size furniture and bedding manufacturers. In international markets, Culp sells upholstery fabrics primarily to distributors that maintain inventories for resale to furniture manufacturers.

The following table sets forth the Company's net sales by geographic area by amount and percentage of total net sales for the three most recent fiscal years.

Net Sales by Geographic Area
(dollars in thousands)

	Fiscal 1999		Fiscal 1998		Fiscal 1997	
United States	$369,730	76.5%	$339,492	71.2%	$297,308	74.5%
North America (excluding U.S.)	31,102	6.5	31,160	6.5	27,479	6.9
Europe	19,578	4.1	30,775	6.5	25,245	6.3
Middle East	33,996	7.0	34,412	7.2	23,505	5.9
Asia and Pacific Rim	21,371	4.4	32,344	6.8	19,646	4.9
South America	3,484	0.7	5,158	1.1	2,604	0.7
All other areas	3,823	0.8	3,374	0.7	3,092	0.8
Subtotal	113,354	23.5	137,223	28.8	101,571	25.5
Total	$483,084	100.0%	$476,715	100.0%	$398,879	100.0%

BACKLOG

Because a large portion of the Company's customers have an opportunity to cancel orders, it is difficult to predict the amount of the backlog that is "firm." Many customers may cancel orders before goods are placed into production, and some may cancel at a later time. In addition, the Company markets a significant portion of its sales through its Regional Warehouse System from in-stock order positions. On May 2, 1999, the portion of the backlog with confirmed shipping dates prior to June 6, 1999 was $38.6 million, and on May 3, 1998, the portion of the backlog with confirmed shipping dates prior to June 7, 1998 was $40.2 million.

YEAR 2000 CONSIDERATIONS

Management has developed a plan to modify the Company's information technology to recognize the year 2000. The plan has three distinct areas of focus; namely, traditional information systems, technology used in support areas, and preparedness of suppliers and customers.

The initiative for traditional information systems, which started in 1992, has led to substantial completion of the assessment, required changes and testing of the Company's operational systems (order entry, billing, sales, finished goods) and financial systems (payroll, human resources, accounts payable, accounts receivable, general ledger, fixed assets). The Company is currently focused on modifying the remaining systems that support the Company's manufacturing processes. The programming and testing of these systems was substantially completed by April 1, 1999, and implementation of these systems was substantially completed by June 30, 1999. The remaining system implementations are scheduled for completion during the second quarter of fiscal 2000.

The second area of focus has been an assessment of non-traditional information technology, which includes the electronics in equipment such as telephone switches and manufacturing equipment. Inventories of this equipment have been completed and correspondence has been initiated with vendors and suppliers of this equipment. The Company is currently evaluating the vendor responses and testing the equipment. After the testing phase is complete, the Company will conduct a review of the inventories and the testing procedures, with this phase expected to also be completed during the second quarter of fiscal 2000.

The third area of focus is communications with suppliers and customers to understand their level of readiness and assure a constant flow of materials to support business plans. Communication to date has shown a high level of awareness and planning by these parties. The Company has a response rate in the 60% - 70% range, and at the present time no material problems or concerns are indicated by these responses. However, if a significant vendor or customer is non-compliant, the Company can give no assurance that such occurrence will not have an adverse affect on the Company's results. The Company believes its action plans will minimize these risks and prevent any major interruptions in the flow of materials and products.

Formal contingency plans will not be formulated unless the Company has identified specific areas where there is a substantial risk of year 2000 problems occurring. No such areas have been identified.

The plan is being administered by a team of internal staff and management. Costs incurred in the Company's readiness effort are being expensed as incurred. Anticipated costs are expected to approximate $800,000 and to date an estimated $500,000 has been spent. This project, and the year 2000 issue in general, are not expected to have a significant effect on the Company's operations, though no assurance can be given in this regard.

ITEM 2. PROPERTIES

The Company's headquarters are located in High Point, North Carolina, and the Company currently operates seventeen (17) manufacturing facilities and three (3) regional distribution facilities. The following is a summary of the Company's principal administrative, manufacturing and distribution facilities. The manufacturing facilities are organized by segment.

Location	Principal Use	Approx. Total Area (Sq. Ft.)	Expiration of Lease (2)
o Headquarters and Distribution Centers: (1)			
High Point, North Carolina	Corporate headquarters	40,000	2015
Burlington, North Carolina	Design Center	30,000	Owned
Los Angeles, California	Regional distribution	33,000	2007
o Upholstery Fabrics:			
Graham, North Carolina	Manufacturing	341,000	Owned
Burlington, North Carolina	Manufacturing and distribution	302,000	Owned
Pageland, South Carolina	Manufacturing	96,000	Owned
Burlington, North Carolina	Distribution and Yarn Warehouse	112,500	Owned
Chattanooga, Tennessee	Manufacturing and distribution	290,000	2018
West Hazleton, Pennsylvania	Manufacturing	110,000	2013
West Hazleton, Pennsylvania	Manufacturing and distribution	100,000	2008
Monroe, North Carolina	Manufacturing	70,000	2007
Monroe, North Carolina	Manufacturing	70,000	2004
High Point, North Carolina	Sales and Design	12,000	2007
Burlington, North Carolina	Manufacturing and distribution	275,000	2021
Lumberton, North Carolina	Manufacturing	107,000	Owned
Anderson, South Carolina	Manufacturing	99,000	Owned
High Point, North Carolina	Regional distribution	65,000	2008
Tupelo, Mississippi	Regional distribution	57,000	2018
Shelby, North Carolina	Manufacturing	101,000	Owned
Lincolnton, North Carolina	Manufacturing	78,000	Owned
Cherryville, North Carolina	Manufacturing	135,000	Owned
Wetumpka, Alabama	Manufacturing	145,000	Owned
o Mattress Ticking:			
Stokesdale, North Carolina	Manufacturing and distribution	220,000	Owned
St. Jerome, Quebec, Canada	Manufacturing and distribution	202,000	Owned

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(1) Properties are used jointly by Upholstery Fabrics and Mattress Ticking
(2) Includes all options to renew

ITEM 3. LEGAL PROCEEDINGS

There are no legal proceedings to which the Company, or its subsidiaries, is a party or of which any of their property is the subject that are required to be disclosed under this item.

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

There were no matters submitted to a vote of shareholders during the fourth quarter ended May 2, 1999.

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED STOCKHOLDER MATTERS

Information with respect to the market for the Company's common stock and related shareholder matters is included in the Company's Annual Report to Shareholders for the year ended May 2, 1999, in the Consolidated Statements of Shareholders' Equity (dividend information), in the Selected Quarterly Data under the caption "Stock Data," in the Selected Annual Data under the caption "Stock Data," in the Shareholder Information under the caption "Stock Listing" on the back cover page, which information is herein incorporated by reference.

ITEM 6. SELECTED FINANCIAL DATA

This information is included in the Company's above referenced Annual Report to Shareholders, under the caption "Selected Annual Data," and is herein incorporated by reference.

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

Management's Discussion and Analysis of Financial Condition and Results of Operations is included in the Company's above referenced Annual Report to Shareholders under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations," and is herein incorporated by reference.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company is exposed to market risk from changes in interest rates on debt and foreign currency exchange rates. See additional disclosures about interest rate swap agreements in the Management's Discussion and Analysis of Financial Condition and Results of Operations in item 7 above. The Company's market risk sensitive instruments are not entered into for trading purposes. The Company has not experienced any significant changes in market risk since May 2, 1999.

The Company's exposure to interest rate risk consists of floating rate debt based on the London Interbank Offered Rate plus an adjustable margin under the Company's revolving credit agreement and variable rate debt in connection with the industrial revenue bonds. To lower or limit overall borrowing costs, the Company enters into interest rate swap agreements to modify the interest characteristics of portions of its outstanding debt. The agreements entitle the Company to receive or pay to the counterparty (a major bank), on a quarterly basis, the amounts, if any, by which the Company's interest payments covered by swap agreements differ from those of the counterparty. These amounts are recorded as adjustments to interest expense. The fair value of the swap agreements and changes in fair value resulting from changes in market interest rates are not recognized in the consolidated financial statements. The annual impact on the Company's results of operations of a 100 basis point interest rate change on the May 2, 1999 outstanding balance of the variable rate debt would be approximately $580,000 irrespective of any swaps associated with this debt.

The Company's exposure to fluctuations in foreign currency exchange rates is due primarily to a foreign subsidiary domiciled in Canada and purchases of certain machinery, equipment and raw materials in foreign currencies. The Company's Canadian subsidiary uses the United States dollar as its functional currency. The Company generally does not use financial derivative instruments to hedge foreign currency exchange rate risks associated with the Canadian subsidiary. However, the Company generally enters into foreign exchange forward and option contracts as a hedge against its exposure to currency fluctuations on firm commitments to purchase certain machinery, equipment and raw materials. The Canadian subsidiary is not material to the Company's consolidated results of operations; therefore, the impact of a 10% change in the exchange rate at May 2, 1999 would not have a significant impact on the Company's results of operations or financial position. In addition, the Company had $0 of outstanding foreign exchange forward and option contracts as of May 2, 1999 and, as a result, any change in exchange rates would not have a significant impact on the Company's results of operations or financial position.

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The consolidated financial statements and supplementary data are included in the Company's above referenced Annual Report to Shareholders, and are herein incorporated by reference. Item 14 of this report contains specific page number references to the consolidated financial statements and supplementary data included in the Annual Report.

EXCEPT FOR SUCH PORTIONS OF THE COMPANY'S ANNUAL REPORT TO SHAREHOLDERS FOR THE YEAR ENDED MAY 2, 1999 THAT ARE EXPRESSLY INCORPORATED BY REFERENCE INTO THIS REPORT, SUCH REPORT IS NOT TO BE DEEMED FILED AS PART OF THIS FILING.

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

During the two years ended May 2, 1999 and any subsequent interim periods, there were no changes of accountants and/or disagreements on any matters of accounting principles or practices or financial statement disclosures.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information with respect to executive officers and directors of the Company is included in the Company's definitive Proxy Statement to be filed pursuant to Regulation 14A of the Securities and Exchange Commission, under the caption "Nominees, Directors and Executive Officers" and "Reports Of Securities Ownership," which information is herein incorporated by reference.

ITEM 11. EXECUTIVE COMPENSATION

Information with respect to executive compensation is included in the Company's definitive Proxy Statement to be filed pursuant to Regulation 14A of the Securities and Exchange Commission, under the caption "Executive Compensation," which information is herein incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Information with respect to the security ownership of certain beneficial owners and management is included in the Company's definitive Proxy Statement to be filed pursuant to Regulation 14A of the Securities and Exchange Commission, under the caption "Voting Securities," which information is herein incorporated by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information with respect to certain relationships and related transactions is included in the Company's definitive Proxy Statement to be filed pursuant to Regulation 14A of the Securities and Exchange Commission, under the subcaption "Certain Relationships and Related Transactions," which information is herein incorporated by reference.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

a) DOCUMENTS FILED AS PART OF THIS REPORT:

1. Consolidated Financial Statements

The following consolidated financial statements of Culp, Inc. and subsidiary from the Company's Annual Report to Shareholders for the year ended May 2, 1999, are incorporated by reference into this report.

Item	Page of Annual Report to Shareholders [Exhibit 13(a)]
Consolidated Balance Sheets - May 2, 1999 and May 3, 1998	11
Consolidated Statements of Income - for the years ended May 2, 1999, May 3, 1998, and April 27, 1997	12
Consolidated Statements of Shareholders' Equity - for the years ended May 2, 1999, May 3, 1998 and April 27, 1997	13
Consolidated Statements of Cash Flows - for the years ended May 2, 1999, May 3, 1998, and April 27, 1997	14
Consolidated Notes to Financial Statements	15
Report of Independent Auditors	24

2. Financial Statement Schedules

All financial statement schedules are omitted because they are not applicable, or not required, or because the required information is included in the consolidated financial statements or notes thereto.

3. Exhibits

The following exhibits are attached at the end of this report, or incorporated by reference herein. Management contracts, compensatory plans, and arrangements are marked with an asterisk (*).

3(i) Articles of Incorporation of the Company, as amended, were filed as Exhibit 3(i) to the Company's Form 10-Q for the quarter ended January 29, 1995, filed March 5, 1995, and are incorporated herein by reference.

3(ii) Restated and Amended Bylaws of the Company, as amended, were filed as Exhibit 3(b) to the Company's Form 10-K for the year ended April 28, 1991, filed July 25, 1991, and are incorporated herein by reference.

10(a) Loan Agreement dated December 1, 1988 with Chesterfield County, South Carolina relating to Series 1988 Industrial Revenue Bonds in the principal amount of $3,377,000 was filed as Exhibit 10(n) to the Company's Form 10-K for the year ended April 29, 1989, and is incorporated herein by reference.

10(b) Loan Agreement dated November 1, 1988 with the Alamance County Industrial Facilities and Pollution Control Financing Authority relating to Series A and B Industrial Revenue Refunding Bonds in the principal amount of $7,900,000, was filed as exhibit 10(o) to the Company's Form 10-K for the year ended April 29, 1990, and is incorporated herein by reference.

10(c) Loan Agreement dated January, 1990 with the Guilford County Industrial Facilities and Pollution Control Financing Authority, North Carolina, relating to Series 1989 Industrial Revenue Bonds in the principal amount of $4,500,000, was filed as Exhibit 10(d) to the Company's Form 10-K for the year ended April 19, 1990, filed on July 15, 1990, and is incorporated herein by reference.

10(d) Loan Agreement dated as of December 1, 1993 between Anderson County, South Carolina and the Company relating to $6,580,000 Anderson County, South Carolina Industrial Revenue Bonds (Culp, Inc. Project) Series 1993, was filed as Exhibit 10(o) to the Company's Form 10-Q for the quarter ended January 30, 1994, filed March 16, 1994, and is incorporated herein by reference.

10(e) Form of Severance Protection Agreement, dated September 21, 1989, was filed as Exhibit 10(f) to the Company's Form 10-K for the year ended April 29, 1990, filed on July 25, 1990, and is incorporated herein by reference. (*)

10(f) Lease Agreement, dated January 19, 1990, with Phillips Interests, Inc. was filed as Exhibit 10(g) to the Company's Form 10-K for the year ended April 29, 1990, filed on July 25, 1990, and is incorporated herein by reference.

10(g) Management Incentive Plan of the Company, dated August 1986 and amended July 1989, filed as Exhibit 10(o) to the Company's Form 10-K for the year ended May 3, 1992, filed on August 4, 1992, and is incorporated herein by reference. (*)

10(h) Lease Agreement, dated September 6, 1988, with Partnership 74 was filed as Exhibit 10(h) to the Company's Form 10-K for the year ended April 28, 1991, filed on July 25, 1990, and is incorporated herein by reference.

10(i) Amendment and Restatement of the Employee's Retirement Builder Plan of the Company dated May 1, 1981 with amendments dated January 1, 1990 and January 8, 1990 were filed as Exhibit 10(p) to the Company's Form 10-K for the year ended May 3, 1992, filed on August 4, 1992, and is incorporated herein by reference. (*)

10(j) First Amendment of Lease Agreement dated July 27, 1992 with Partnership 74 Associates was filed as Exhibit 10(n) to the Company's Form 10-K for the year ended May 2, 1993, filed on July 29, 1993, and is incorporated herein by reference.

10(k) Second Amendment of Lease Agreement dated April 16, 1993, with Partnership 52 Associates was filed as Exhibit 10(l) to the Company's Form 10-K for the year ended May 2, 1993, filed on July 29, 1993, and is incorporated herein by reference.

10(l) 1993 Stock Option Plan was filed as Exhibit 10(o) to the Company's Form 10-K for the year ended May 2, 1993, filed on July 29, 1993, and is incorporated herein by reference. (*)

10(m) First Amendment to Loan Agreement dated as of December 1, 1993 by and between The Guilford County Industrial Facilities and Pollution Control Financing Authority and the Company was filed as Exhibit 10(p) to the Company's Form 10-Q, filed on March 15, 1994, and is incorporated herein by reference.

10(n) First Amendment to Loan Agreement dated as of December 16, 1993 by and between The Alamance County Industrial Facilities and Pollution Control Financing Authority and the Company was filed as Exhibit 10(q) to the Company's Form 10-Q, filed on March 15, 1994, and is incorporated herein by reference.

10(o) First Amendment to Loan Agreement dated as of December 16, 1993 by and between Chesterfield County, South Carolina and the Company was filed as Exhibit 10(r) to the Company's Form 10-Q, filed on March 15, 1994, and is incorporated herein by reference.

10(p) Amendment to Lease dated as of November 4, 1994, by and between the Company and RDC, Inc. was filed as Exhibit 10(w) to the Company's Form 10-Q, for the quarter ended January 29, 1995, filed on March 15, 1995, and is incorporated herein by reference.

10(q) Amendment to Lease Agreement dated as of December 14, 1994, by and between the Company and Rossville Investments, Inc. (formerly known as A & E Leasing, Inc.), was filed as Exhibit 10(y) to the Company's Form 10-Q, for the quarter ended January 29, 1995, filed on March 15, 1995, and is incorporated herein by reference.

10(r) Interest Rate Swap Agreement between Company and First Union National Bank of North Carolina dated April 17, 1995, was filed as Exhibit 10(aa) to the Company's Form 10-K for the year ended April 30, 1995, filed on July 26, 1995, and is incorporated herein by reference.

10(s) Performance-Based Stock Option Plan, dated June 21, 1994, was filed as Exhibit 10(bb) to the Company's Form 10-K for the year ended April 30, 1995, filed on July 26, 1995, and is incorporated herein by reference. (*)

10(t) Interest Rate Swap Agreement between Company and First Union National Bank of North Carolina, dated May 31, 1995 was filed as exhibit 10(w) to the Company's Form 10-Q for the quarter ended July 30, 1995, filed on September 12, 1995, and is incorporated herein by reference.

10(u) Interest Rate Swap Agreement between Company and First Union National Bank of North Carolina, dated July 7, 1995 was filed as exhibit 10(x) to the Company's Form 10-Q for the quarter ended July 30, 1995, filed on September 12, 1995, and is incorporated herein by reference.

10(v) Second Amendment of Lease Agreement dated June 15, 1994 with Partnership 74 Associates was filed as Exhibit 10(v) to the Company's Form 10-Q for the quarter ended October 29, 1995, filed on December 12, 1995, and is incorporated herein by reference.

10(w) Lease Agreement dated November 1, 1993 by and between the Company and Chromatex, Inc. was filed as Exhibit 10(w) to the Company's Form 10-Q for the quarter ended October 29, 1995, filed on December 12, 1995, and is incorporated herein by reference.

10(x) Lease Agreement dated November 1, 1993 by and between the Company and Chromatex Properties, Inc. was filed as Exhibit 10(x) to the Company's Form 10-Q for the quarter ended October 29, 1995, filed on December 12, 1995, and is incorporated herein by reference.

10(y) Amendment to Lease Agreement dated May 1, 1994 by and between the Company and Chromatex Properties, Inc. was filed as Exhibit 10(y) to the Company's Form 10-Q for the quarter ended October 29, 1995, filed on December 12, 1995, and is incorporated herein by reference.

10(z) Canada-Quebec Subsidiary Agreement on Industrial Development (1991), dated January 4, 1995, was filed as Exhibit 10(z) to the Company's Form 10-Q for the quarter ended October 29, 1995, filed on December 12, 1995, and is incorporated herein by reference.

10(aa) Loan Agreement between Chesterfield County, South Carolina and the Company dated as of April 1, 1996 relating to Tax Exempt Adjustable Mode Industrial Development Bonds (Culp, Inc. Project) Series 1996 in the aggregate principal amount of $6,000,000 was filed as Exhibit 10(aa) to the Company's Form 10-K for the year ended April 28, 1996, and is incorporated herein by reference.

10(bb) Loan Agreement between the Alamance County Industrial Facilities and Pollution Control Financing Authority, North Carolina and the Company, dated December 1, 1996, relating to Tax Exempt Adjustable Mode Industrial Development Revenue Bonds, (Culp, Inc. Project Series 1996) in the aggregate amount of $6,000,000 was filed as Exhibit 10(cc) to the Company's Form 10-Q for the quarter ended January 26, 1997, and is incorporated herein by reference.

10(cc) Loan Agreement between Luzerne County, Pennsylvania and the Company, dated as of December 1, 1996, relating to Tax-Exempt Adjustable Mode Industrial Development Revenue Bonds (Culp, Inc. Project) Series 1996 in the aggregate principal amount of $3,500,000 was filed as Exhibit 10(dd) to the Company's Form 10-Q for the quarter ended January 26, 1997, and is incorporated herein by reference.

10(dd) Second Amendment to Lease Agreement between Chromatex Properties, Inc. and the Company, dated April 17, 1997 was filed as Exhibit 10(dd) to the Company's Form 10-K for the year ended April 27, 1997, and is incorporated herein by reference.

10(ee) Lease Agreement between Joseph E. Proctor (doing business as JEPCO) and the Company, dated April 21, 1997 was filed as Exhibit 10(ee) to the Company's Form 10-K for the year ended April 27, 1997, and is incorporated herein by reference.

10(ff) $125,000,000 Revolving Loan Facility dated April 23, 1997 by and among the Company and Wachovia Bank of Georgia, N.A., as agent, and First Union National Bank of North Carolina, as documentation agent was filed as Exhibit 10(ff) to the Company's Form 10-K for the year ended April 27, 1997, and is incorporated herein by reference.

10(gg) Revolving Line of Credit for $4,000,000 dated April 23, 1997 by and between the Company and Wachovia Bank of North Carolina, N.A. was filed as Exhibit 10(gg) to the Company's Form 10-K for the year ended April 27, 1997, and is incorporated herein by reference.

10(hh) Reimbursement and Security Agreement between Culp, Inc. and Wachovia Bank of North Carolina, N.A., dated as of April 1, 1997, relating to $3,337,000 Principal Amount, Chesterfield County, South Carolina Industrial Revenue Bonds (Culp, Inc. Project) Series 1988 was filed as Exhibit 10(hh) to the Company's Form 10-K for the year ended April 27, 1997, and is incorporated herein by reference.

Additionally, there are Reimbursement and Security Agreements between Culp, Inc. and Wachovia Bank of North Carolina, N.A., dated as of April 1, 1997 in the following amounts and with the following facilities:

$7,900,000 Principal Amount, Alamance County Industrial Facilities and Pollution Control Financing Authority Industrial Revenue Refunding Bonds (Culp, Inc. Project) Series A and B.

$4,500,000 Principal Amount, Guilford County Industrial Facilities and Pollution Control Financing Authority Industrial Development Revenue Bonds (Culp, Inc. Project) Series 1989.

$6,580,000 Principal Amount, Anderson County South Carolina Industrial Revenue Bonds (Culp, Inc. Project) Series 1993.

$6,000,000 Principal Amount, Chesterfield County, South Carolina Tax-Exempt Adjustable Mode Industrial Development Revenue Bonds (Culp, Inc. Project) Series 1996.

$6,000,000 Principal Amount, The Alamance County Industrial Facilities and Pollution Control Financing Authority Tax-exempt Adjustable Mode Industrial Development Revenue Bonds (Culp, Inc. Project) Series 1996.

$3,500,000 Principal Amount, Luzerne County Industrial Development Authority Tax-Exempt Adjustable Mode Industrial Development Revenue Bonds (Culp, Inc. Project) Series 1996.

10(ii) Loan Agreement and Reimbursement and Security Agreement dated July 1, 1997 with the Robeson County Industrial Facilities and Pollution Control Financing Authority relating to the issuance of Tax-Exempt Adjustable Mode Industrial Development Revenue Bonds (Culp, Inc. Project), Series 1997 in the aggregate principal amount of $8,500,000 was filed as Exhibit 10(ii) to the Company's Form 10-Q for the quarter ended August 3, 1997, and is incorporated herein by reference.

10(jj) Asset Purchase Agreement dated as of August 4, 1997 by and between Culp, Inc., Phillips Weaving Mills, Inc., Phillips Printing Mills, Inc., Phillips Velvet Mills, Inc., Phillips Mills, Inc., Phillips Property Company, LLC, Phillips Industries, Inc. and S. Davis Phillips was filed as Exhibit (10jj) to the Company's Form 10-Q for the quarter ended November 2, 1997, and is incorporated herein by reference.

10(kk) Asset Purchase Agreement dated as of October 14, 1997 among Culp, Inc., Artee Industries, Incorporated, Robert T. Davis, Robert L. Davis, Trustee u/a dated 8/25/94, Robert L. Davis, Louis W. Davis, Kelly D. England, J. Marshall Bradley, Frankie S. Bradley and Mickey R. Bradley was filed as Exhibit 10(kk) to the Company's Form 10-Q for the quarter ended November 2, 1997, and is incorporated herein by reference.

10(ll) Form of Note Purchase Agreement (providing for the issuance by Culp, Inc. of its $20 million 6.76% Series A Senior Notes due 3/15/08 and its $55 million 6.76% Series B Senior Notes due 3/15/10), each dated March 4, 1998, between Culp, Inc. and each of the following:

1. Connecticut General Life Insurance Company;
2. The Mutual Life Insurance Company of New York;
3. United of Omaha Life Insurance Company;
4. Mutual of Omaha Insurance Company;
5. The Prudential Insurance Company of America;
6. Allstate Life Insurance Company;
7. Life Insurance Company of North America; and
8. CIGNA Property and Casualty Insurance Company

This agreement was filed as Exhibit 10(ll) to the Company's Form 10-K for the year ended May 3, 1998, and is incorporated herein by reference.

10(mm) First Amendment to Credit Agreement dated July 22, 1998 among Culp, Inc., Wachovia Bank, N.A., as agent, First Union National Bank, as documentation agent, and Wachovia Bank, N.A., First Union National Bank, SunTrust Bank, Atlanta, and Cooperatieve Centrale Raiffeisen-Boerenleeenbank B.A., Rabobank Nederland, New York Branch, as lenders. This amendment was filed as Exhibit 10(mm) to the Company's Form 10-Q for the quarter ended August 2, 1998, and is incorporated herein by reference.

10(nn) Second Amendment to Credit Agreement dated October 26, 1998, among Culp, Inc., Wachovia Bank, N.A., as agent, First Union National Bank, as documentation agent, and Wachovia Bank, N.A., First Union National Bank, and SunTrust Bank, Atlanta, as lenders. This amendment was filed as Exhibit 10(nn) to the Company's Form 10-Q for the quarter ended November 1, 1998, and is incorporated herein by reference.

13(a) Copy of the Company's 1999 Annual Report to Shareholders, for the year ended May 2, 1999, furnished for information only except with respect to those portions incorporated by reference into this report.

22 List of subsidiaries of the Company.

24(a) Consent of Independent Public Auditors in connection with the registration statements of Culp, Inc. on Form S-8 (File Nos. 33-13310, 33-37027, 33-80206, 33-62843, and 333-27519), dated March 20, 1987, September 18, 1990, June 13, 1994, September 22, 1995, and May 21, 1997.

25(a) Power of Attorney of Harry R. Culp, dated June 28, 1999

25(b) Power of Attorney of Howard L. Dunn, Jr., dated June 28, 1999

25(c) Power of Attorney of Robert T. Davis, dated June 28, 1999

25(d) Power of Attorney of Earl M. Honeycutt, dated June 22, 1999

25(e) Power of Attorney of Patrick H. Norton, dated July 3, 1999

25(f) Power of Attorney of Earl N. Phillips, Jr., dated June 28, 1999

25(g) Power of Attorney of Franklin N. Saxon, dated July 16, 1999

27 Financial Data Schedule

b) Reports on Form 8-K:

The Company filed the following report on Form 8-K during the quarter ended May 2, 1999:

(1) Form 8-K dated February 17, 1999, included under Item 5, Other Events, included the Company's press release for quarterly earnings and the Financial Information Release relating to certain financial information for the quarter ended January 31, 1999.

c) Exhibits:

The exhibits to this Form 10-K are filed at the end of this Form 10-K immediately preceded by an index. A list of the exhibits begins on page 29 under the subheading "Exhibits Index".

d) Financial Statement Schedules:

See Item 14(a) (2)

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, CULP, INC. has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 30th day of July 1999.

CULP, INC.

By /s/ Robert G. Culp, III
Robert G. Culp, III
(Chairman and Chief Executive Officer)

By: /s/ Phillip W. Wilson
Phillip W. Wilson
(Vice President and Chief Financial and Accounting Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on the 30th day of July 1999.

/s/ Robert G. Culp, III Robert G. Culp, III (Chairman of the Board of Directors)	/s/ Franklin N. Saxon* Franklin N. Saxon (Director)
/s/ Earl N. Phillips, Jr.* Earl N. Phillips, Jr. (Director)	/s/ Harry R. Culp * Harry R. Culp (Director)
/s/ Howard L. Dunn, Jr.* Howard L. Dunn, Jr. (Director)	/s/ Robert T. Davis * Robert T. Davis (Director)
/s/ Earl M. Honeycutt* Earl M. Honeycutt (Director)	
/s/ Patrick H. Norton* Patrick H. Norton (Director)	

* By Phillip W. Wilson, Attorney-in-Fact, pursuant to Powers of Attorney filed with the Securities and Exchange Commission.

EXHIBITS INDEX

Exhibit Number	Exhibit
13(a)	Copy of the Company's 1999 Annual Report to Shareholders, for the year ended May 2, 1999, furnished for information only except with respect to those portions incorporated by reference into this report.
22	List of subsidiaries of the Company.
24(a)	Consent of Independent Public Auditors in connection with the registration statements of Culp, Inc. on Form S-8 (File Nos. 33-13310, 33-37027, 33-80206, 33-62843, and 333-27519), dated March 20, 1987, September 18, 1990, June 13, 1994, September 22, 1995, and May 21, 1997.
25(a)	Power of Attorney of Harry R. Culp, dated June 28, 1999
25(b)	Power of Attorney of Howard L. Dunn, Jr., dated June 28, 1999
25(c)	Power of Attorney of Robert T. Davis, dated June 28, 1999
25(d)	Power of Attorney of Earl M. Honeycutt, dated June 22, 1999
25(e)	Power of Attorney of Patrick H. Norton, dated July 3, 1999
25(f)	Power of Attorney of Earl N. Phillips, Jr., dated June 28, 1999
25(g)	Power of Attorney of Franklin N. Saxon, dated July 16, 1999

CULP, INC.
101 SOUTH MAIN STREET
POST OFFICE BOX 2686
HIGH POINT, NC 27261
(336) 889-5161

1999
Annual
Report

[LOGO] CULP

About Culp

Culp ranks as one of the world's largest marketers of upholstery fabrics for furniture and a leading supplier of mattress ticking. The Culp team of approximately 4,000 associates markets over 3,000 patterns of upholstery fabrics for furniture and over 1,000 styles of mattress ticking to an international array of customers. The company is a fully integrated marketer with manufacturing plants in North and South Carolina, Alabama, Tennessee, Pennsylvania and Canada.

HIGHLIGHTS

(AMOUNTS IN THOUSANDS, EXCEPT PER SHARE DATA)	1999	1998	PERCENT CHANGE
STATEMENTS OF INCOME			
Net sales	$483,084	476,715	1.3%
Gross profit	76,108	83,561	(8.9)
Income from operations	16,140	30,574	(47.2)
Net income	3,102	15,513	(80.0)
Average shares outstanding (diluted)	13,064	13,042	0.2
PER SHARE			
Net income (diluted)	$ 0.24	1.19	(79.8)%
Cash dividends	0.14	0.14	0.0
Book value	10.54	10.11	4.3
BALANCE SHEET			
Working capital	$ 99,324	102,730	(3.3)%
Total assets	330,612	354,815	(6.8)
Funded debt	138,650	151,616	(8.6)
Shareholders' equity	127,326	131,519	(3.2)
RATIOS			
Gross profit margin	15.8%	17.5%	
Operating income margin	3.3	6.4	
Net income margin	0.6	3.3	
Return on average equity	2.4	13.0	
Funded debt to capital	52.1	53.5	

NET SALES FOR 1999 MARK A RECORD HIGH OF $483.1 MILLION, BUT NET INCOME OF $3.1 MILLION TRAILS YEAR-EARLIER TOTAL OF $15.5 MILLION.

OPERATIONAL REALIGNMENT INVOLVES REDUCTION FROM SIX TO FOUR DIVISIONS.

QUARTERLY FINANCIAL RESULTS SHOW POSITIVE TREND.

STOCK REPURCHASE PROGRAM INITIATED.

(THROUGHOUT THIS ANNUAL REPORT, 1999, 1998, 1997, 1996 AND 1995 ARE USED TO REFER, RESPECTIVELY, TO THE COMPANY'S FISCAL YEARS THAT ENDED IN THOSE SAME CALENDAR PERIODS.)

DEAR SHAREHOLDERS:

A year ago we indicated that we saw significant challenges in 1999 to extending Culp's long-term record of growth. Unfortunately, we did not know how serious those challenges would be! A substantial decline in international sales of several of our categories of upholstery fabrics led to a sharp reversal in our financial performance. The table on the preceding page summarizes the impact of this development that left net income for 1999 well below the prior year. We are disappointed with this report that prevented us from realizing our tenth consecutive year of increased earnings. The industry-wide difficulties we encountered, however, were not unique to Culp; and we are very encouraged by the determination of our associates to resume a pattern of growth. We are also enthusiastic about the results to date of the operational realignment that was implemented during the year. This change was made to capitalize more effectively on our managerial and physical resources. The bottom line is that the company's fundamental competitive position is stronger than ever, and we are optimistic that this break in our track record will prove temporary.

STOCK REPURCHASE PROGRAM INITIATED

In June 1998 the Board of Directors approved the investment of up to $5 million for the repurchase of the company's shares. This authorization was followed in March 1999 with approval to invest an additional $5 million. We are pleased that the company's improving performance and solid financial position supported the Board in approving the funds for this program. During fiscal 1999, we repurchased a total of 938,600 shares at an average price of $5.90 per share. The timing and size of future transactions will of course depend on market conditions, but we believe that these repurchases will prove to be a sound investment of the company's capital.

OPERATIONAL REALIGNMENT COMPLETED

Perhaps the most important internal development during 1999 for Culp was a corporate realignment to accommodate the expanded size of our various divisions and support future growth plans. The foundation of the new structure was the formation of four divisions, Culp Decorative Fabrics, Culp Velvets/Prints, Culp Yarn and Culp Home Fashions, that encompass all of our manufacturing and marketing operations. This represented a reduction from the six business units that existed at the start of the year.

The slowdown in our international sales served as a catalyst in implementing this change. We had already identified the need, however, to shift our resources to ensure that our marketing program was as effective as possible. Our underlying drive to offer consistently high customer service had involved a considerable investment of capital in the years leading up to 1999 for modernization, expansion and vertical integration of our operations. Capital expenditures over the preceding five years had exceeded $110 million. This internal expansion had been complemented by the strategic acquisition of related operating units. During fiscal 1998 alone, we invested $59 million to purchase other manufacturing operations. These investments helped produce impressive growth that included more than doubling of net sales over the 1993-1998 period. The underlying challenge was to cast a long-term growth strategy by consolidating these new operations, unifying the related products and linking the various marketing activities.

The formation of these four divisions has already provided meaningful advantages in increased managerial productivity and improved efficiency in our information systems. Having related product groups in a single division has promoted more effective working communications within the operating levels. These internal partnerships offer greater potential in developing fabrics and ticking with exciting designs, patterns and textures that still offer value for customers. An essential step in designing fabrics is considering the practical manufacturing issues that will be involved for a fabric to be commercially successful. Each division now controls a fully integrated design process that extends from the origin of each new idea to the production, sale and distribution of the products. This change has also supported our emphasis on correlating different fabrics into unified collections for customers. Culp has the broadest array of fabrics available from any manufacturer, and we are receiving a very positive response from the effort to present groupings of complementary fabrics that allow furniture manufacturers to select fabrics for entire room settings.

INDUSTRY FUNDAMENTALS FAVOR CULP

As we continue to refine our new organizational framework, we believe that several broad trends within the home furnishings industry are playing directly to our strengths. Probably the most significant pattern is the ongoing consolidation at all levels within the supply chain linking manufacturers with consumers. A recent survey by Furniture/Today reports that the 25 largest manufacturers of furniture in the United States accounted for 46% of total industry sales in 1998. The top 10 manufacturers alone represented 37% of the industry's shipments. These firms are finding that size indeed does matter in dealing with retailers who also are increasing their competitive presence. The 25 largest retailers of furniture supplied 26% of the market in the latest survey, up from 24% in the prior year. These larger companies are seeking true corporate partners who can provide not only the necessary volume of fabrics but also consistently high product quality and customer service. Culp is firmly committed to developing these relationships that increasingly rely on sophisticated information systems to shorten delivery schedules and yet provide consumers with the choices they demand.

INTERNATIONAL PROSPECTS APPEAR POSITIVE

After a decade of consistent yearly growth, Culp's international sales declined 17% in 1999 to $113.4 million. We believe that our experience mirrors that of other suppliers of fabrics to markets in Europe and Asia that were adversely affected by serious economic turbulence during the year. We do not believe that this decline suggests any structural shift in the competitive position of Culp or in the long-term opportunities that are presented by rising demand for furniture in developing countries. Our volume of international sales, while down from the preceding year, was still the second highest ever for Culp. Furniture manufacturers throughout the world value the designs and finishes on our fabrics as essential components of their marketing programs. American styles remain popular, and we have the advantage of a product with a relatively low labor content. We have a distribution capability to supply accounts throughout the world and are enhancing our computerized system to facilitate placing and tracking orders.

CONTINUED IMPROVEMENT EXPECTED FOR 2000

A primary goal for 2000 is to achieve continued improvement in Culp's performance. We ended 1999 on a strong note but recognize that the level of net income in the fourth quarter was still below the company's historical level of profitability. We continue to be interested in expansion opportunities, but the emphasis for the immediate term is to maximize the return from existing assets. Our new organizational structure is focused specifically on that objective, and we are optimistic about our prospects. The overall backdrop for demand for home furnishings appears favorable with high employment levels, stable interest rates and a high degree of consumer confidence.

We sincerely appreciate the hard work throughout Culp during 1999. The enthusiasm to meet the challenges that we faced was contagious, and we are grateful to our associates for the strong, positive spirit they exhibited.

Sincerely,

/s/ Robert G. (Rob) Culp, III

Robert G. (Rob) Culp, III
Chairman and Chief Executive Officer

/s/ Howard L. Dunn, Jr.

Howard L. Dunn, Jr.
President and Chief Operating Officer

CORPORATE DIRECTORY

ROBERT G. CULP, III
Chairman of the Board and
Chief Executive Officer;
Director (E,N)

HOWARD L. DUNN, JR.
President and Chief Operating Officer;
Director (E)

FRANKLIN N. SAXON
Senior Vice President and President of
the Culp Velvets/Prints division;
Director (E)

DAN E. JACOBS
Senior Vice President and President of
the Culp Decorative Fabrics division

RODNEY A. SMITH
Senior Vice President and President of
the Culp Yarn division

KENNETH M. LUDWIG
Senior Vice President-Human Resources;
Assistant Secretary

PHILLIP W. WILSON
Vice President and Chief Financial Officer

KATHY J. HARDY
Corporate Secretary

HARRY R. CULP
Director; Private Investments,
High Point, NC

ROBERT T. DAVIS
Director, former chairman of
Artee Industries, Incorporated

EARL M. HONEYCUTT
Director (A,C); Retired President,
Amoco Fabrics and Fibers Company,
Atlanta, GA

PATRICK H. NORTON
Director (N); Chairman of the Board,
La-Z-Boy Incorporated, Monroe, MI

EARL N. PHILLIPS, JR.
Director; Chairman of the Board and
Chief Executive Officer, GE Capital
First Factors, High Point, NC

BLAND W. WORLEY*
Director (A,C,N); Retired Chairman of
the Board and Chief Executive Officer,
BarclaysAmericanCorporation,
Charlotte, NC

BAXTER P. FREEZE, SR.
Director Emeritus; Retired President,
Chairman of the Board,
Commonwealth Hosiery Mills, Inc.,
Randleman, NC

BOARD COMMITTEES:
A-AUDIT
C-COMPENSATION
E-EXECUTIVE
N-NOMINATING

* MR. WORLEY RESIGNED AS A MEMBER OF THE BOARD OF DIRECTORS AND ALL COMMITTEES OF THE BOARD ON JULY 23, 1999 FOR HEALTH REASONS.

MANAGEMENT'S DISCUSSION AND ANALYSIS of financial condition and results of operations

The following analysis of the 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.

OVERVIEW Culp is one of the largest manufacturers and marketers in the world for upholstery fabrics for furniture and is one of the leading global producers of mattress fabrics (or ticking). The company's fabrics are used primarily in the production of residential and commercial upholstered furniture and bedding products, including sofas, recliners, chairs, love seats, sectionals, sofa-beds, office seating and mattress sets. Although Culp markets fabrics at most price levels, the company emphasizes fabrics that have broad appeal in the promotional and popular-priced categories of furniture and bedding.

Culp's worldwide leadership as a manufacturer and marketer of upholstery fabrics and mattress ticking has been achieved through internal expansion and the integration of strategic acquisitions.

The company's operating segments are upholstery fabrics and mattress ticking, with related divisions organized within those segments. In upholstery fabrics, Culp Decorative Fabrics manufactures jacquard and dobby woven fabrics for residential and commercial furniture. Culp Velvets/Prints manufactures a broad range of printed and velvet fabrics used primarily for residential and juvenile furniture. Culp Yarn manufactures specialty filling yarn that is used by Culp and also marketed to outside customers. In mattress ticking, Culp Home Fashions manufactures and markets a broad array of fabrics used by bedding manufacturers.

RESULTS OF OPERATIONS The following table sets forth certain items in the company's consolidated statements of income as a percentage of net sales.

	1999	1998	1997
Net sales	100.0%	100.0%	100.0%
Cost of sales	84.2	82.5	81.8
Gross profit	15.8	17.5	18.2
Selling, general and administrative expenses	12.4	11.1	11.3
Income from operations	3.3	6.4	6.9
Interest expense	2.0	1.5	1.2
Interest income	(0.0)	(0.1)	(0.1)
Other expense	0.5	0.4	0.4
Income before income taxes	0.9	4.6	5.4
Income taxes (*)	28.0	29.0	36.0
Net income	0.6%	3.3%	3.5%

- ----------

* Calculated as a percent of income before income taxes.

The following table sets forth the company's sales by segment and division for each of the company's three most recent years. The table also sets forth the change in net sales for the segments and divisions as a percentage for comparative periods included in the table.

(DOLLARS IN THOUSANDS)	AMOUNTS			PERCENT CHANGE	
SEGMENT/DIVISION	1999	1998	1997	1998-1999	1997-1998
UPHOLSTERY FABRICS:					
Culp Decorative Fabrics	$ 222,058	$ 210,165	$ 167,730	5.7%	25.3%
Culp Velvets/ Prints	144,073	171,389	156,467	(15.9)	9.5
Culp Yarn	21,513	7,876	--	173.1	100.0
	387,644	389,430	324,197	(0.5)	20.1
MATTRESS TICKING:					
Culp Home Fashions	95,440	87,285	74,682	9.3	16.9
	$ 483,084	$ 476,715	$ 398,879	1.3%	19.5%

1999 COMPARED WITH 1998

NET SALES. Net sales for 1999 increased by $6.4 million, or 1.3%, compared with 1998. The company's sales of upholstery fabrics decreased $1.8 million, or 0.5% for 1999 compared with 1998. However, fiscal 1999 includes an incremental contribution of $13.6 million from Culp Yarn (formerly Artee Industries), which was acquired on February 2, 1998. Excluding the incremental sales from Culp Yarn, sales of upholstery fabrics decreased $15.4 million, or 4.0% for 1999 compared with 1998. The principal factor contributing to the lower sales was a pronounced slowdown in international sales of wet print and heat-transfer printed flock fabrics. This trend, which the company believes also affected other manufacturers of upholstery fabrics, became apparent after the close of 1998 and persisted throughout 1999. A large percentage of the company's sales of this product line were being shipped directly or indirectly to customers in the emerging consumer markets of Russia, other former Soviet countries and Eastern Europe. All of these areas encountered very weak economic conditions that, in turn, adversely affected demand for furniture and other home furnishings. During

1999, the company significantly curtailed production schedules for these fabrics and shifted its marketing focus for this product category to geographic areas where demand appears more favorable. The company also introduced a line of printed cotton upholstery fabrics utilizing some of the same manufacturing assets used to produce wet print and heat-transfer printed flock fabrics.

International sales, consisting primarily of upholstery fabrics, decreased to $113.4 million, down 17.4% from 1998. International shipments accounted for 23.5% of the company's sales for 1999, down from 28.8% in 1998. The company is continuing to experience sluggish demand in some international markets, but has broadened its marketing program in other geographic areas.

The increased sales by Culp Home Fashions (primarily mattress ticking) during 1999 marked a continuation of the longer-term expansion that this division has experienced. The introduction of new designs and fabric constructions, and the advantages of the company's vertical integration, are driving Culp's growth in mattress ticking. In particular, the ability to manufacture the jacquard greige (unfinished) goods that are then printed to produce mattress ticking has aided Culp in meeting faster delivery schedules reliably and providing improved overall customer service.

GROSS PROFIT AND COST OF SALES. Gross profit for 1999 decreased 8.9% to $76.1 million. The decline was due principally to a sharp decline in international sales. Although the company took substantial steps to reduce operating expenses, it continued to be affected throughout 1999 by excess manufacturing capacity and lower absorption of fixed costs.

To help offset the pressure on gross margins, the company instituted a number of actions during 1999. A major change involved reorganization from six to four divisions during the first quarter. This new corporate alignment brought related operations together under common management and was accompanied by several changes in managerial positions. Subsequent steps to improve profitability that are related to this realignment have included a significant reduction in the capacity for manufacturing printed flock fabrics, comprehensive programs to reduce inventories and an intense effort to reduce operating expenses and raise productivity. The cost of raw materials remained relatively stable in 1999.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses increased as a percentage of net sales for 1999 to 12.4% compared with 11.1% in 1998. The increase principally related to lower than expected sales for the year, higher marketing costs for new fabric designs, incremental costs from the Artee acquisition and increased costs for credit expenses, partially offset by lower accruals for incentive-based compensation plans.

INTEREST EXPENSE. Net interest expense for 1999 of $9.4 million rose 38.3% from $6.8 million in 1998 due to higher average borrowings outstanding. The increased borrowings related principally to borrowings used to fund acquisitions during 1998 and the relatively high level of capital expenditures in 1998.

OTHER EXPENSE. Other expense increased 26.2% to $2.4 million for 1999 compared with $1.9 million for 1998, due primarily to the incremental goodwill amortization related to acquired operations in fiscal 1998 and losses on disposal of fixed assets.

INCOME TAXES. The effective tax rate for 1999 was 28.0% compared with 29.0% in 1998. The lower rates for 1999 and 1998 as compared with the federal statutory rate of 35% are due principally to tax benefits related to the company's international sales and to a higher proportion of earnings from the company's Canadian subsidiary that is taxed at a lower effective rate. The company expects the effective tax rate for 2000 to be approximately 34%.

NET INCOME PER SHARE. Diluted net income per share for 1999 totaled $0.24 compared with $1.19 a year ago.

1998 COMPARED WITH 1997

NET SALES. Net sales for 1998 increased by $77.8 million, or 19.5%, compared with 1997. The company's sales of upholstery fabrics increased $65.2 million, or 20.1%, in 1998 compared with 1997. The principal factor contributing to the increased sales was the contribution of $40.6 million from acquired operations ($32.7 million from Phillips Mills, which was acquired on August 5, 1997 and $7.9 million from Artee Industries, which was acquired on February 2, 1998). Sales from Culp Velvets/Prints, which manufactures and markets fabrics that have been especially popular in markets outside the United States, were up from the prior year. Although the strength in the U.S. dollar relative to other currencies affected demand for Culp's fabrics, Culp Velvets/Prints achieved increased international sales during 1998. Sales of Culp Decorative Fabrics rose at a lesser rate for 1998. Sales of Culp Home Fashions, which principally consist of mattress ticking and bedding products, rose 16.9% from 1997. International sales, consisting primarily of upholstery fabrics, increased to $137.2 million for 1998, up 35.1% from 1997. International shipments accounted for 28.8% of the company's sales for 1998, up from 25.5% in 1997.

GROSS PROFIT AND COST OF SALES. Gross profit for 1998 increased by $11.1 million and amounted to 17.5% of net sales compared with 18.2% in 1997. The company benefited from an increased absorption of fixed costs as a result of the growth in sales, the investment in equipment designed to lower manufacturing costs and raise productivity and contributions from acquisitions. These benefits were more than offset in 1998 by the impact of competitive pressures on the margins of sales to certain U.S. and international customers and expansion projects that did not reach targeted levels of productivity. The cost of raw materials remained relatively stable in 1998.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES. Selling, general and administrative expenses declined slightly as a percentage of net sales for 1998 to 11.1% compared with 11.3% a year ago. During 1998, the company continued to incur higher expenses related to expanded resources for designing fabrics with new patterns and textures and increased selling commissions associated with international sales. These factors were offset by lower accruals as a percentage of net sales for incentive-based compensation plans and by the increase in overall operating efficiency as a result of the growth in net sales.

INTEREST EXPENSE. Net interest expense for 1998 of $6.8 million was up from $4.4 million in 1997 due principally to borrowings related to the acquisition of Phillips Mills on August 5, 1997. The company also incurred higher borrowings in 1998 to finance capital expenditures and additional working capital requirements.

OTHER EXPENSE. Other expense increased to $1.9 million for 1998 compared with $1.5 million for 1997, principally due to the amortization of goodwill associated with the acquisition of Phillips Mills.

INCOME TAXES. The effective tax rate for 1998 was 29.0% compared with 36.0% in 1997. The lower rate was due principally to increased tax benefits related to the company's international sales and to a higher proportion of earnings from the company's Canadian subsidiary that is taxed at a lower effective rate.

NET INCOME PER SHARE. Diluted net income per share for 1998 totaled $1.19 compared with $1.15 a year ago. The weighted average number of outstanding shares diluted increased 9.3% from 1997, principally due to the company's secondary offering completed in February 1997.

LIQUIDITY AND CAPITAL RESOURCES LIQUIDITY. Cash and cash investments were $509,000 as of May 2, 1999 compared with $2.3 million at the end of 1998. Funded debt (long-term debt, including current maturities, less restricted investments) decreased to $138.7 million at the close of 1999 from $151.6 million at the end of 1998. As a percentage of total capital (funded debt plus total shareholders' equity), the company's borrowings amounted to 52.1% as of May 2, 1999 compared with 53.5% at the end of 1998. The company's working capital as of May 2, 1999 was $99.3 million compared with $102.7 million at the close of 1998.

The company's cash flow from operations was $32.5 million for 1999, consisting of $24.3 million from earnings (net income plus depreciation, amortization and deferred income taxes) plus $8.2 million from changes in working capital.

In separate authorizations in June 1998 and March 1999, the board of directors of the company authorized the use of a total of $10.0 million to repurchase the company's common stock. During 1999, the company repurchased a total of 938,600 shares at an average price of $5.90 a share under these authorizations.

FINANCING ARRANGEMENTS. In April 1998, Culp completed the sale of $75 million of senior unsecured notes ("Notes") in a private placement to institutional investors. The Notes have a fixed coupon rate of 6.76% and an average remaining term of nine years.

Culp has an $88 million syndicated, unsecured, multi-currency revolving credit facility. The facility, which expires in April 2002, requires quarterly payments of interest on all outstanding borrowings and a quarterly facility fee paid in advance. In October 1998, the company amended the credit facility to amend certain covenants. Additionally, the amendment increased the interest rate 0.375% to LIBOR plus 1.125%. As of May 2, 1999, the company had outstanding balances of $25 million under the credit facility.

The company also has a total of $35.3 million in currently outstanding industrial revenue bonds ("IRBs") which have been used to finance capital expenditures. The IRBs are collateralized by restricted investments of $3.3 million as of May 2, 1999 and letters of credit for the outstanding balance of the IRBs and certain interest payments due thereunder.

The company's loan agreements require, among other things, that the company maintain compliance with certain financial ratios. As of May 2, 1999, the company was in compliance with these financial covenants.

As of May 2, 1999, the company had three interest rate swap agreements to reduce its exposure to floating interest rates on a $25 million notional amount. The effect of these contracts is to "fix" the interest rate payable on $25 million of the company's variable rate borrowings at a weighted average rate of 7.1%. The company also enters into foreign exchange forward and option contracts to hedge against currency fluctuations with respect to firm commitments to purchase certain machinery, equipment and raw materials.

CAPITAL EXPENDITURES. The company maintains an ongoing program of capital expenditures designed to increase capacity as needed, enhance manufacturing efficiencies through modernization and increase the company's vertical integration. Capital expenditures totaled $10.7 million for 1999, down from $35.9 million for 1998. The company anticipates capital spending of approximately $20 million in 2000.

The company believes that cash flows from operations and funds available under existing credit facilities and committed IRB financings will be sufficient to fund capital expenditures and working capital requirements for the foreseeable future.

INFLATION The cost of the company's raw materials remained generally stable during 1999 and 1998. Factors that reasonably can be expected to influence margins in the future include changes in raw material prices, trends in other operating costs and overall competitive conditions.

SEASONALITY The company's business is slightly seasonal, with increased sales during the second and fourth fiscal quarters. This seasonality results from one-week closings of the company's manufacturing facilities, and the facilities of most of its customers in the United States, during the first and third quarters for the holiday weeks including July 4th and Christmas.

NEW ACCOUNTING PRONOUNCEMENTS In June 1997, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (SFAS) No. 131, "Disclosures about Segments of an Enterprise and Related Information," effective for periods beginning after December 15, 1997. The purpose of this standard is to disclose disaggregated information which provides information about the operating segments an enterprise engages in, consistent with how management reviews financial information to make decisions about the enterprise's operating matters. The company adopted SFAS No. 131 for fiscal year 1999 (see disclosure in note 14 to the consolidated financial statements).

In June 1998, the Financial Accounting Standards Board issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," effective for periods beginning after June 15, 2000, although early adoption is allowed. This statement establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities. The company has not determined the financial impact of adopting this SFAS and has not determined if it will adopt its provisions prior to its effective date.

YEAR 2000 CONSIDERATIONS Management has developed a plan to modify the company's information technology to recognize the year 2000. The plan has three distinct areas of focus; namely, traditional information systems, technology used in support areas, and preparedness of suppliers and customers.

The initiative for traditional information systems, which started in 1992, has led to substantial completion of the assessment, required changes and testing of the company's operational systems (order entry, billing, sales, finished goods) and financial systems (payroll, human resources, accounts payable, accounts receivable, general ledger, fixed assets). The company is currently focused on modifying the remaining systems that support the company's manufacturing processes. The programming and testing of these systems was substantially completed by April 1, 1999, and implementation of these systems was substantially completed by June 30, 1999. The remaining system implementations are scheduled for completion during the second quarter of fiscal 2000.

The second area of focus has been an assessment of non-traditional information technology, which includes the electronics in equipment such as telephone switches and manufacturing equipment. Inventories of this equipment have been completed and correspondence has been initiated with vendors and suppliers of this equipment. The company is currently evaluating the vendor responses and testing the equipment. After the testing phase is complete, the company will conduct a review of the inventories and the testing procedures, with this phase expected to also be completed during the second quarter of fiscal 2000.

The third area of focus is communications with suppliers and customers to understand their level of readiness and assure a constant flow of materials to support business plans. Communication to date has shown a high level of awareness and planning by these parties. The company has a response rate in the 60% - 70% range, and at the present time no material problems or concerns are indicated by these responses. However, if a significant vendor or customer is non-compliant, the company can give no assurance that such occurrence will not have an adverse affect on the company's results. The company believes its action plans will minimize these risks and prevent any major interruptions in the flow of materials and products.

Formal contingency plans will not be formulated unless the company has identified specific areas where there is a substantial risk of year 2000 problems occurring. No such areas have been identified.

The plan is being administered by a team of internal staff and management. Costs incurred in the company's readiness effort are being expensed as incurred. Anticipated costs are expected to approximate $800,000 and to date an estimated $500,000 has been spent. This project, and the year 2000 issue in general, are not expected to have a significant effect on the company's operations, though no assurance can be given in this regard.

FORWARD-LOOKING INFORMATION This annual report to shareholders and the company's annual report on Form 10-K contain statements that could be deemed "forward-looking statements" within the meaning of the federal securities laws. Such statements are inherently subject to risks and uncertainties. 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 characterized by qualifying words such as "expect," "believe," "estimate," "plan," and "project" and their derivatives. 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 the company's 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 the company adversely. Because of the significant percentage of the company's sales derived from international shipments, strengthening of the U.S. dollar against other currencies could make the company's products less competitive on the basis of price in markets outside the United States and adversely affect the company. Additionally, economic and political instability in the international area could affect the demand for the company's products.

CONSOLIDATED BALANCE SHEETS

MAY 2, 1999 AND MAY 3, 1998 (DOLLARS IN THOUSANDS, EXCEPT SHARE DATA)	1999	1998
ASSETS		
current assets:		
cash and cash investments	$ 509	2,312
accounts receivable	70,503	73,773
inventories	67,070	78,594
other current assets	9,633	7,808
total current assets	147,715	162,487
restricted investments	3,340	4,021
property, plant and equipment, net	123,310	128,805
goodwill	51,269	55,162
other assets	4,978	4,340
total assets	$330,612	354,815
LIABILITIES AND SHAREHOLDERS' EQUITY		
current liabilities:		
current maturities of long-term debt	$ 1,678	3,325
accounts payable	25,687	37,214
accrued expenses	21,026	17,936
income taxes payable	0	1,282
total current liabilities	48,391	59,757
long-term debt	140,312	152,312
deferred income taxes	14,583	11,227
total liabilities	203,286	223,296
commitments and contingencies (notes 10 and 11)		
shareholders' equity:		
preferred stock, $.05 par value, authorized 10,000,000 shares	0	0
common stock, $.05 par value, authorized 40,000,000 shares, issued and outstanding 12,079,171 at May 2, 1999 and 13,007,021 at May 3, 1998	604	650
capital contributed in excess of par value	37,966	40,882
retained earnings	88,756	89,987
total shareholders' equity	127,326	131,519
total liabilities and shareholders' equity	$330,612	354,815

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS.

CONSOLIDATED STATEMENTS OF INCOME

FOR THE YEARS ENDED MAY 2, 1999, MAY 3, 1998, AND APRIL 27, 1997 (DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)	1999	1998	1997
net sales	$ 483,084	476,715	398,879
cost of sales	406,976	393,154	326,394
gross profit	76,108	83,561	72,485
selling, general and administrative expenses	59,968	52,987	45,058
income from operations	16,140	30,574	27,427
interest expense	9,615	7,117	4,671
interest income	(195)	(304)	(280)
other expense	2,412	1,912	1,521
income before income taxes	4,308	21,849	21,515
income taxes	1,206	6,336	7,745
net income	$ 3,102	15,513	13,770
net income per share	$ 0.24	1.22	1.18
net income per share, assuming dilution	$ 0.24	1.19	1.15

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

FOR THE YEARS ENDED MAY 2, 1999, MAY 3, 1998 AND APRIL 27, 1997 (DOLLARS IN THOUSANDS, EXCEPT SHARE DATA)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	CAPITAL CONTRIBUTED IN EXCESS OF PAR VALUE	RETAINED EARNINGS	TOTAL SHAREHOLDERS' EQUITY
balance, April 28, 1996	11,290,300	$ 565	16,878	64,003	81,446
proceeds from public offering of 1,200,000 shares	1,200,000	60	16,235		16,295
cash dividends ($0.13 per share)				(1,513)	(1,513)
net income				13,770	13,770
common stock issued in connection with stock option plan	118,459	5	786		791
balance, April 27, 1997	12,608,759	630	33,899	76,260	110,789
cash dividends ($0.14 per share)				(1,786)	(1,786)
net income				15,513	15,513
common stock issued in connection with stock option plans	114,051	6	997		1,003
common stock issued in connection with acquisition of Artee Industries, Incorporated's assets	284,211	14	5,386		5,400
stock options issued in connection with acquisition of Phillips' assets			600		600
balance, May 3, 1998	13,007,021	650	40,882	89,987	131,519
cash dividends ($0.14 per share)				(1,788)	(1,788)
net income				3,102	3,102
common stock issued in connection with stock option plans	10,750	1	34		35
common stock purchased	(938,600)	(47)	(2,950)	(2,545)	(5,542)
balance, May 2, 1999	12,079,171	$ 604	37,966	88,756	127,326

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED MAY 2, 1999,
MAY 3, 1998 AND APRIL 27, 1997

(DOLLARS IN THOUSANDS)	1999	1998	1997
cash flows from operating activities:			
net income	$ 3,102	15,513	13,770
adjustments to reconcile net income to net cash provided by operating activities:			
depreciation	18,549	14,808	12,688
amortization of intangible assets	1,570	1,371	810
provision for deferred income taxes	1,064	1,416	966
changes in assets and liabilities, net of effects of businesses acquired:			
accounts receivable	3,133	(13,207)	(4,653)
inventories	12,124	(17,684)	(6,068)
other current assets	522	(660)	(348)
other assets	(106)	(380)	(205)
accounts payable	(8,893)	6,477	2,586
accrued expenses	2,736	1,506	2,510
income taxes payable	(1,282)	(298)	1,383
net cash provided by operating activities	32,519	8,862	23,439
cash flows from investing activities:			
capital expenditures	(10,689)	(35,879)	(26,958)
purchase of restricted investments	(119)	(8,770)	(9,770)
purchase of investments to fund deferred compensation liability	(735)	(581)	(563)
sale of restricted investments	800	15,767	4,002
payments for businesses acquired	--	(42,966)	--
net cash used in investing activities	(10,743)	(72,429)	(33,289)
cash flows from financing activities:			
proceeds from issuance of long-term debt	2,637	86,246	54,500
principal payments on long-term debt	(16,284)	(17,100)	(59,900)
cash dividends paid	(1,788)	(1,786)	(1,513)
proceeds from common stock issued	35	562	17,086
payments to acquire common stock	(5,542)	--	--
change in accounts payable - capital expenditures	(2,637)	(2,873)	9
net cash provided by (used in) financing activities	(23,579)	65,049	10,182
increase (decrease) in cash and cash investments	(1,803)	1,482	332
cash and cash investments, beginning of year	2,312	830	498
cash and cash investments, end of year	$ 509	2,312	830

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE CONSOLIDATED FINANCIAL STATEMENTS.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1 GENERAL AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation - The consolidated financial statements include the accounts of the company and its subsidiary, which is wholly-owned. All significant intercompany balances and transactions are eliminated in consolidation.

Description of Business - The company primarily manufactures and markets furniture upholstery fabrics and mattress ticking for the furniture, bedding, and related industries, with the majority of its business conducted in the United States.

Fiscal Year - The company's fiscal year is the 52 or 53 week period ending on the Sunday closest to April 30. Fiscal years 1999 and 1997 included 52 weeks and fiscal year 1998 included 53 weeks.

Statements of Cash Flows - For purposes of reporting cash flows, the company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash investments.

Accounts Receivable - Substantially all of the company's accounts receivable are due from manufacturers and distributors in the markets noted above. The company grants credit to customers, a substantial number of which are located in the United States. Management performs credit evaluations of the company's customers and generally does not require collateral.

Inventories - Principally all inventories are valued at the lower of last-in, first-out (LIFO) cost or market.

Restricted Investments - Restricted investments were purchased with proceeds from industrial revenue bond issues and are invested pending application of such proceeds to project costs or repayment of the bonds. The investments are stated at cost which approximates market value.

Property, Plant and Equipment - Property, plant and equipment is recorded at cost. Depreciation is generally computed using the straight-line method over the estimated useful lives of the respective assets. Major renewals and betterments are capitalized. Maintenance, repairs and minor renewals are expensed as incurred. When properties are retired or otherwise disposed of, the related cost and accumulated depreciation are removed from the accounts. Amounts received on disposal less the book value of assets sold are charged or credited to income.

Interest costs of $365,000 and $678,000 incurred during the years ended May 2, 1999 and May 3, 1998, respectively, for the purchase and construction of qualifying fixed assets were capitalized and are being amortized over the related assets' estimated useful lives.

Foreign Currency Translation - The United States dollar is the functional currency for the company's Canadian subsidiary. Translation gains or losses for this subsidiary are reflected in net income.

Goodwill and Other Intangible Assets - Goodwill, which represents the unamortized excess of the purchase price over the fair values of the net assets acquired, is being amortized using the straight-line method over 40 years. The company assesses the recoverability of goodwill by determining whether the amortization of the balance over its remaining life can be recovered through undiscounted future operating cash flows of the acquired businesses. The assessment of the recoverability of goodwill will be impacted if estimated cash flows are not achieved.

Other intangible assets are included in other assets and consist principally of debt issue costs. Amortization is computed using the straight-line method over the respective terms of the debt agreements.

Income Taxes - Deferred taxes are recognized for the temporary differences between the financial statement carrying amounts and the tax bases of the company's assets and liabilities and operating loss and tax credit carryforwards at income tax rates expected to be in effect when such amounts are realized or settled. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date.

No provision is made for income taxes which may be payable if undistributed income of the company's Canadian subsidiary were to be paid as dividends to the company, since the company intends that such earnings will continue to be invested. At May 2, 1999, the amount of such undistributed income was $15.3 million. Foreign tax credits may be available as a reduction of United States income taxes in the event of such distributions.

Revenue Recognition - Revenue is recognized when products are shipped to customers. Provision is made currently for estimated product returns, claims and allowances.

Stock Option Plans - On April 29, 1996, the company adopted SFAS No. 123, Accounting for Stock-Based Compensation, which requires disclosure of the fair value and other characteristics of stock options (see note 12). The company has chosen under the provisions of SFAS No. 123 to continue using the intrinsic-value method of accounting for employee stock-based compensation in accordance with Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees.

Fair Value of Financial Instruments - The carrying amount of cash and cash investments, accounts receivable, other current assets, accounts payable and accrued expenses approximates fair value because of the short maturity of these financial instruments.

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. The fair value of the company's long-term debt approximates the carrying value of the debt at May 2, 1999.

Interest Rate Swap Agreements - Interest rate swap agreements generally involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying principal amounts. These agreements are used to effectively fix the interest rates on certain variable rate borrowings. Net amounts paid or received are reflected as adjustments to interest expense.

Forward Contracts - Gains and losses related to qualifying hedges of firm commitments are deferred and included in the measurement of the related foreign currency transaction when the hedged transaction occurs.

Per Share Data - During fiscal 1998, the company adopted Statement of Financial Accounting Standards No. 128 that requires the reporting of both net income per share and net income per share, assuming dilution. The following table reconciles the numerators and denominators of net income per share and net income per share, assuming dilution:

(Amounts in thousands, except per share data)	Income (Numerator)	Shares (Denominator)	Per Share Amount
1999			
Net income per share	$ 3,102	12,909	$ 0.24
Effect of dilutive securities:			
Options	0	155	
Net income per share, assuming dilution	$ 3,102	13,064	$ 0.24
1998			
Net income per share	$15,513	12,744	$ 1.22
Effect of dilutive securities:			
Options	0	298	
Net income per share, assuming dilution	$15,513	13,042	$ 1.19
1997			
Net income per share	$13,770	11,624	$ 1.18
Effect of dilutive securities:			
Options	0	305	
Net income per share, assuming dilution	$13,770	11,929	$ 1.15

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification - Certain items in the 1998 consolidated financial statements have been reclassified to conform with the presentation adopted in the current year. The reclassifications did not impact net income as previously reported.

2 ACQUISITIONS

On August 5, 1997, the company purchased the operations and certain assets relating to an upholstery fabric business operating as Phillips Weaving Mills, Phillips Velvet Mills, Phillips Printing and Phillips Mills (Phillips). The transaction was valued at approximately $39.5 million and involved the purchase of assets for cash, the assumption of certain notes, liabilities and contracts, the payments under the terms of certain obligations to Phillips and the issuance of an option for 100,000 shares of common stock. Goodwill on the transaction was approximately $30.8 million, which is being amortized on the straight-line method over 40 years.

On December 30, 1997, the company purchased the operations and certain assets relating to the Wetumpka spun yarn operation of Dan River Inc. The transaction was valued at approximately $1.4 million and involved the purchase of assets for cash.

On February 2, 1998, the company purchased the operations and certain assets relating to a yarn manufacturing business operating as Artee Industries, Incorporated (Artee). The transaction was valued at approximately $17.9 million and involved the purchase of assets for cash, the assumption of certain liabilities and the issuance of a note payable and common stock of the company. Goodwill on the transaction was approximately $800,000, which is being amortized on the straight-line method over 40 years.

The three acquisitions mentioned above were accounted for as purchases, and accordingly, the net assets and operations have been included in the company's consolidated financial statements since the dates of the acquisitions.

3 ACCOUNTS RECEIVABLE

A summary of accounts receivable follows:

(dollars in thousands)	1999	1998
customers	$ 73,089	75,695
allowance for doubtful accounts	(1,452)	(1,244)
reserve for returns and allowances	(1,134)	(678)
	$ 70,503	73,773

4 INVENTORIES

A summary of inventories follows:

(dollars in thousands)	1999	1998
inventories on the FIFO cost method		
raw materials	$ 40,728	45,319
work-in-process	6,790	6,608
finished goods	24,885	31,017
total inventories on the FIFO cost method	72,403	82,944
adjustments of certain inventories to the LIFO cost method	(1,478)	(2,364)
adjustments of certain inventories to market	(3,855)	(1,986)
	$ 67,070	78,594

5 PROPERTY, PLANT AND EQUIPMENT

A summary of property, plant and equipment follows:

(dollars in thousands)	depreciable lives (in years)	1999	1998
land and improvements	10	$ 2,227	2,205
buildings and improvements	7-40	30,098	21,548
leasehold improvements	7-10	2,511	1,544
machinery and equipment	3-12	182,189	162,070
office furniture and equipment	3-10	15,548	13,508
capital projects in progress		2,788	23,659
		235,361	224,534
accumulated depreciation		(112,051)	(95,729)
		$ 123,310	128,805

6 GOODWILL

A summary of goodwill follows:

(dollars in thousands)	1999	1998
goodwill	$ 55,547	58,351
accumulated amortization	(4,278)	(3,189)
	$ 51,269	55,162

7 ACCOUNTS PAYABLE

A summary of accounts payable follows:

(dollars in thousands)	1999	1998
accounts payable - trade	$25,450	34,340
accounts payable - capital expenditures	237	2,874
	$25,687	37,214

8 ACCRUED EXPENSES

A summary of accrued expenses follows:

(dollars in thousands)	1999	1998
compensation and benefits	$13,136	12,212
other	7,890	5,724
	$21,026	17,936

9 INCOME TAXES

A summary of income taxes follows:

(dollars in thousands)	1999	1998	1997
current			
federal	$(1,508)	2,698	5,109
state	(442)	493	881
Canadian	2,092	1,729	789
	142	4,920	6,779
deferred			
federal	612	563	(26)
state	279	102	(12)
Canadian	173	751	1,004
	1,064	1,416	966

$ 1,206	6,336	7,745

Income before income taxes related to the company's Canadian operation for the years ended May 2, 1999, May 3, 1998, and April 27, 1997 were $6,900,000, $8,000,000 and $5,500,000, respectively.

The following schedule summarizes the principal differences between income taxes at the federal income tax rate and the effective income tax rate reflected in the consolidated financial statements:

	1999	1998	1997
federal income tax rate	35.0%	35.0%	35.0%
state income taxes, net of federal income tax benefit	(2.5)	1.8	2.6
exempt income of foreign sales corporation	(3.1)	(6.4)	(1.7)
other	(1.4)	(1.4)	0.1
	28.0%	29.0%	36.0%

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities consist of the following:

(dollars in thousands)	1999	1998
deferred tax liabilities:		
property, plant and equipment, net	$(13,038)	(10,526)
goodwill	(2,431)	(1,651)
other	(108)	(326)
total deferred tax liabilities	(15,577)	(12,503)
deferred tax assets:		
accounts receivable	840	590
inventories	1,733	1,356
compensation	1,995	1,515
liabilities and reserves	1,841	1,673
alternative minimum tax	849	0
gross deferred tax assets	7,258	5,134
valuation allowance	0	0
total deferred tax assets	7,258	5,134
	$ (8,319)	(7,369)

Deferred taxes are classified in the accompanying consolidated balance sheet captions as follows:

(dollars in thousands)	1999	1998
other current assets	$ 6,264	3,858
deferred income taxes	(14,583)	(11,227)
	$ (8,319)	(7,369)

At May 2, 1999, the company had an alternative minimum tax credit carryforward of approximately $849,000 for federal income tax purposes. The company believes that it is more likely than not that the results of future operations will generate sufficient taxable income to realize the remaining deferred tax assets.

Income taxes paid, net of income tax refunds, were $2,217,000 in 1999; $5,218,000 in 1998; and $5,396,000 in 1997.

10 LONG-TERM DEBT

A summary of long-term debt follows:

(dollars in thousands)	1999	1998
senior unsecured notes	$ 75,000	75,000
industrial revenue bonds and other obligations	35,278	34,787
revolving credit facility	25,000	30,000
revolving line of credit	0	6,000
obligations to sellers	6,712	9,850
	141,990	155,637
current maturities	(1,678)	(3,325)
	$ 140,312	152,312

The senior unsecured notes have a fixed coupon rate of 6.76% and an average remaining term of 9 years. The principal payments become due from March 2006 to March 2010 with interest payable semi-annually.

The company's revolving credit agreement (the "Credit Agreement") provides an unsecured multi-currency revolving credit facility, which expires in April 2002, with a syndicate of banks in the United States. The Credit Agreement provides for a revolving loan commitment of $88,000,000. The agreement requires payment of a quarterly facility fee in advance. In October 1998, the company amended the Credit Agreement to amend certain covenants. Additionally, the amendment increased the interest rate 0.375% to LIBOR plus 1.125%. On borrowings outstanding at May 2, 1999, the interest rate was 6.26%.

The company's $6,000,000 revolving line of credit expires on May 31, 2000. However, the line of credit will automatically be extended for an additional three-month period on each August 31, November 30, February 28 and May 31 unless the bank notifies the company that the line of credit will not be extended. At May 2, 1999, no borrowings were outstanding under the revolving line of credit.

The industrial revenue bonds (IRB) are generally due in balloon maturities which occur at various dates from 2006 to 2013. All of the bonds bear interest at variable rates of approximately 66% of the prime rate (prime at May 2, 1999 was 7.75%). The IRBs are collateralized by restricted investments of $3,340,000 and letters of credit for the outstanding balance of the IRBs and certain interest payments due thereunder.

The company's loan agreements require, among other things, that the company maintain compliance with certain financial ratios. At May 2, 1999, the company was in compliance with these amended financial covenants.

At May 2, 1999, the company had three interest rate swap agreements with a bank in order to reduce its exposure to floating interest rates on a portion of its variable rate borrowings.

The following table summarizes certain data regarding the interest rate swaps:

NOTIONAL AMOUNT	INTEREST RATE	EXPIRATION DATE
$ 15,000,000	7.3%	April 2000
$ 5,000,000	6.9%	June 2002
$ 5,000,000	6.6%	July 2002

The estimated amount at which the company could terminate these agreements as of May 2, 1999 is approximately $478,000. Net amounts paid under these agreements increased interest expense by approximately $308,000 in 1999; $232,000 in 1998; and $301,000 in 1997. Management believes the risk of incurring losses resulting from the inability of the bank to fulfill its obligation under the interest rate swap agreements to be remote and that any losses incurred would be immaterial.

The principal payment requirements of long-term debt during the next five years are: 2000 - $1,678,000; 2001 - $1,678,000; 2002 - $27,051,000; 2003 - $2,051,000; and 2004 - $373,000.

Interest paid during 1999, 1998 and 1997 totaled $9,579,000, $7,067,000, and $4,834,000, respectively.

11 COMMITMENTS AND CONTINGENCIES

The company leases certain office, manufacturing and warehouse facilities and equipment, primarily computer, and vehicles, under noncancellable operating leases. Lease terms related to real estate range from five to ten years with renewal options for additional periods ranging from five to fifteen years. The leases generally require the company to pay real estate taxes, maintenance, insurance and other expenses. Rental expense for operating leases, net of sublease income, was $7,440,000 in 1999, $6,065,000 in 1998; and $4,590,000 in 1997. Future minimum rental commitments for noncancellable operating leases are $6,356,000 in 2000; $4,480,000 in 2001; $2,968,000 in 2002; $2,302,000 in 2003; $1,825,000 in 2004; and $5,571,000 in later years.

The company is involved in several legal proceedings and claims which have arisen in the ordinary course of its business. These actions, when ultimately concluded and settled, will not, in the opinion of management, have a material adverse effect upon the financial position, results of operations or liquidity of the company.

The company has outstanding capital expenditure commitments of approximately $5,068,000 as of May 2, 1999.

12 STOCK OPTION PLANS

The company has a fixed stock option plan under which options to purchase common stock may be granted to officers, directors and key employees. At May 2, 1999, 789,927 shares of common stock were authorized for issuance under the plan. Options are generally exercisable one year after the date of grant and generally expire beginning ten years after the date of grant.

No compensation cost has been recognized for this stock option plan as options are granted under the plan at an option price not less than fair market value at the date of grant.

A summary of the status of the plan as of May 2, 1999, May 3, 1998 and April 27, 1997 and changes during the years ended on those dates is presented below:

	1999		1998		1997	
	Shares	Weighted-Avg. Exercise Price	Shares	Weighted-Avg. Exercise Price	Shares	Weighted-Avg. Exercise Price
Outstanding at beginning of year	529,427	$12.30	407,228	$8.69	443,437	$ 7.46
Granted	209,375	7.62	187,250	18.89	82,250	12.61
Exercised	(10,750)	3.28	(65,051)	8.63	(118,459)	6.81
Canceled/expired	(6,000)	10.56	-	-	-	-
Outstanding at end of year	722,052	11.09	529,427	12.30	407,228	8.69
Options exercisable at year-end	522,052	12.42	453,427	10.97	336,228	7.91
Weighted-average fair value of options granted during the year	$ 2.88		$ 6.72		$ 4.55	

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding at 5/2/99	Weighted-Avg. Remaining Contractual Life	Weighted-Avg. Exercise Price	Number Exercisable at 5/2/99	Weighted-Avg. Exercise Price
$ 2.82 - $ 7.50	108,052	3.4 years	$ 4.60	108,052	$ 4.60
$ 7.63 - $ 7.63	200,000	9.4	7.63	0	0
$ 7.75 - $12.75	195,375	5.5	10.31	195,375	10.31
$13.34 - $20.94	218,625	6.1	18.17	218,625	18.17
	722,052	6.5	11.09	522,052	12.42

During fiscal 1995, the company adopted a stock option plan which provided for the one-time grant to officers and certain senior managers of options to purchase 121,000 shares of the company's common stock at $.05 (par value) per share. Coincident with the adoption of this plan, the company's 1993 stock option plan was amended to reduce the number of shares issuable under that plan by 121,000 shares. The accelerated vesting provisions of this plan were achieved and all options vested 45 days after the end of fiscal 1997 and, as a result, the compensation expense recorded under APB Opinion No. 25 was approximately $1,026,000 for the three-year period ended April 27, 1997. Since these options were granted in fiscal 1995, the provisions of SFAS No. 123 are not applicable. As of May 2, 1999, the 65,000 options outstanding under the plan have exercise prices of $0.05 and a weighted-average remaining contractual life of 4.7 years. Options exercised during fiscal 1999 and 1998 were 0 and 49,000, respectively.

During September 1997, the company's shareholders approved the 1997 performance-based option plan which provides for the one-time grant to certain officers and certain senior managers of options to purchase 106,000 shares of the company's common stock at $1.00 per share. Options under the plan are exercisable on January 1, 2006 due to the company not achieving net income per share of $1.50 for fiscal 1999. During fiscal 1999 and 1998, the compensation expense recorded under APB Opinion No. 25 was $250,000 in each year.

As of May 2, 1999, the 106,000 options outstanding under the plan have exercise prices of $1.00 and a weighted-average remaining contractual life of 7.7 years. The weighted-average fair value of the 106,000 options granted during 1998 was $19.10. Had compensation cost for this stock-based compensation plan and the fixed stock option plan with 722,052 options outstanding at May 2, 1999 been determined consistent with SFAS No. 123, the company's net income, net income per share and net income per share, assuming dilution would have been reduced to the pro forma amounts indicated below:

(dollars in thousands, except per share data)		1999	1998	1997
Net income	As reported	$3,102	15,513	13,770
	Pro forma	2,827	15,377	13,637
Net income per share	As reported	$0.24	1.22	1.18
	Pro forma	0.22	1.21	1.17
Net income per share, assuming dilution	As reported	$0.24	1.19	1.15
	Pro forma	0.22	1.18	1.14

The fair value of each option grant is estimated on the date of grant using the Black Scholes option-pricing model with the following weighted-average assumptions used for grants in 1999, 1998 and 1997, respectively: dividend yield of 1.5%, 1% and 1%; risk-free interest rates of 5.4%, 5.5% and 5%; expected volatility of 47%, 42% and 44%; and expected lives of 4 years, 5.3 years and 3 years.

13 BENEFIT PLANS

The company has a defined contribution plan which covers substantially all employees and provides for participant contributions on a pre-tax basis and discretionary matching contributions by the company, which are determined annually. Company contributions to the plan were $1,091,000 in 1999; $1,103,000 in 1998; and $875,000 in 1997.

In addition to the defined contribution plan, the company has a nonqualified deferred compensation plan covering officers and certain other associates. The company's nonqualified plan liability of $4,044,000 and $3,059,000 at May 2, 1999 and May 3, 1998, respectively, is included in accrued expenses in the accompanying consolidated balance sheets. The company also had assets related to the nonqualified plan of $3,091,000 and $2,355,000 at May 2, 1999 and May 3, 1998, respectively, which are included in other assets in the accompanying consolidated balance sheets.

14 SEGMENT INFORMATION

The company's operations are classified into two business segments: upholstery fabrics and mattress ticking. The upholstery fabrics segment principally manufactures and sells woven jacquards and dobbies, wet and heat-transfer prints, and woven and tufted velvets primarily to residential and commercial (contract) furniture manufacturers. The mattress ticking segment principally manufactures and sells woven jacquards, heat-transfer prints and pigment prints to bedding manufacturers.

International sales, of which 94%, 94%, and 91% were denominated in U.S. dollars in 1999, 1998, and 1997, accounted for 23% of net sales in 1999, 29% in 1998, and 25% in 1997, and are summarized by geographic area as follows:

(dollars in thousands)	1999	1998	1997
North America (excluding USA)	$31,102	31,160	27,479
Europe	19,578	30,775	25,245
Middle East	33,996	34,412	23,505
Asia and Pacific Rim	21,371	32,344	19,646
South America	3,484	5,158	2,604
All other areas	3,823	3,374	3,092
	$113,354	137,223	101,571

In 1999, 1998 and 1997, no customer represented over 10% of consolidated net sales. In addition, company assets located outside the United States are not material for any of the three years presented.

The company internally manages and reports selling, general and administrative expenses, interest expense, interest income, other expense and income taxes on a total company basis. Thus, profit by business segment represents gross profit. In addition, the company internally manages and reports cash and cash investments, accounts receivable, other current assets, restricted investments, property, plant and equipment, goodwill and other assets on a total company basis. Thus, identifiable assets by business segment represent inventories.

Sales, gross profit and inventories for the company's operating segments are as follows:

(dollars in thousands)	1999	1998	1997
Net sales			
Upholstery Fabrics	$387,644	389,430	324,197
Mattress Ticking	95,440	87,285	74,682
	$483,084	476,715	398,879
Gross profit			
Upholstery Fabrics	$52,286	61,922	56,994
Mattress Ticking	23,822	21,639	15,491
	$76,108	83,561	72,485

Inventories			
Upholstery Fabrics	$55,565	66,336	44,239
Mattress Ticking	11,505	12,258	9,224
	$67,070	78,594	53,463

15 RELATED PARTY TRANSACTIONS

A director of the company is also an officer and director of a major customer of the company. The amount of sales to this customer was approximately $34,313,000 in 1999; $30,545,000 in 1998; and $27,549,000 in 1997. The amount due from this customer at May 2, 1999 was approximately $4,517,000 and at May 3, 1998 was approximately $2,413,000.

A director of the company is also an officer and director of the lessor of the company's office facilities in High Point. Rent expense for the company's office facilities was approximately $555,000 in 1999; $482,000 in 1998; and $436,000 in 1997.

Rents paid to entities owned by certain shareholders and officers of the company and their immediate families were $752,000 in 1999; $724,000 in 1998; and $680,000 in 1997.

16 FOREIGN EXCHANGE FORWARD CONTRACTS

The company generally enters into foreign exchange forward and option contracts as a hedge against its exposure to currency fluctuations on firm commitments to purchase certain machinery and equipment and raw materials. The company had $0 and $519,000 of outstanding foreign exchange forward and option contracts as of May 2, 1999 and May 3, 1998, respectively (denominated in Belgian francs at May 3, 1998). Due to the short maturity of these financial instruments, the fair values of these contracts approximate the contract amounts at May 2, 1999 and May 3, 1998, respectively.

17 STOCK OFFERING

In February of 1997, the company completed the sale of 1,200,000 shares of common stock at a per share price of $15 less commissions and expenses of approximately $1,700,000 which resulted in net proceeds realized of approximately $16,300,000. The net proceeds received from the offering were used to reduce outstanding borrowings under the company's revolving credit line.

The stock offering also included 640,000 shares of common stock sold by two non-management shareholders at a per share price of $15 less commissions of approximately $576,000 which resulted in net proceeds realized of approximately $9,024,000 by the selling shareholders.

SELECTED QUARTERLY DATA

(amounts in thousands, except per share amounts)	fiscal 1999 4th quarter	fiscal 1999 3rd quarter	fiscal 1999 2nd quarter	fiscal 1999 1st quarter	fiscal 1998 4th quarter	fiscal 1998 3rd quarter
INCOME STATEMENT DATA (8)						
net sales	$132,165	112,093	128,159	110,667	135,834	118,457
cost of sales	109,324	92,911	107,685	97,056	112,644	97,554
gross profit	22,841	19,182	20,474	13,611	23,190	20,903
SG & A expenses	15,921	14,100	15,474	14,473	15,277	13,162
income (loss) from operations	6,920	5,082	5,000	(862)	7,913	7,741
interest expense	2,482	2,308	2,464	2,361	1,837	2,180
interest income	(113)	(10)	(19)	(53)	(69)	(73)
other expense	546	492	604	770	753	492
income (loss) before income taxes	4,005	2,292	1,951	(3,940)	5,392	5,142
income taxes	1,109	753	644	(1,300)	1,236	1,140
net income (loss)	2,896	1,539	1,307	(2,640)	4,156	4,002
EBITDA (4)	$11,534	9,522	9,649	3,142	11,796	11,390
depreciation	4,764	4,587	4,822	4,376	4,148	3,791
cash dividends	423	455	455	455	453	444
weighted average shares outstanding	12,645	12,995	12,995	13,000	12,993	12,692
weighted average shares outstanding, assuming dilution	12,742	13,124	13,120	13,203	13,284	12,986
PER SHARE DATA (8)						
net income (loss) (7)	$ 0.23	0.12	0.10	(0.20)	0.32	0.32
net income (loss), assuming dilution (7)	0.23	0.12	0.10	(0.20)	0.31	0.31
cash dividends	0.035	0.035	0.035	0.035	0.035	0.035
book value	10.54	10.02	9.94	9.87	10.11	9.58
BALANCE SHEET DATA (8)						
working capital	$99,324	95,712	102,336	103,406	102,730	104,026
property, plant and equipment, net	123,310	125,885	126,050	127,287	128,805	113,658
total assets	330,612	326,448	342,022	342,698	354,815	327,322
capital expenditures	2,189	2,057	3,585	2,858	7,696	8,967
long-term debt	140,312	140,210	150,210	154,383	152,312	144,079
funded debt (1)	138,650	138,472	148,479	153,559	151,616	141,223
shareholders' equity	127,326	130,208	129,124	128,272	131,519	121,613
capital employed (5)	265,976	268,680	277,603	281,831	283,135	262,836
RATIOS & OTHER DATA (8)						
gross profit margin	17.3%	17.1%	16.0%	12.3%	17.1%	17.6%
operating income (loss) margin	5.2	4.5	3.9	(0.8)	5.8	6.5
net income (loss) margin	2.2	1.4	1.0	(2.4)	3.1	3.4
EBITDA margin	8.7	8.5	7.5	2.8	8.7	9.6
effective income tax rate	27.7	32.9	33.0	33.0	22.9	22.2
funded debt-to-total capital ratio (1)	52.1	51.5	53.5	54.5	53.5	53.7
working capital turnover	4.3	4.4	4.4	4.5	4.7	4.7
days sales in receivables	49	47	52	48	49	52
inventory turnover	6.4	5.2	5.7	4.9	5.9	5.4
STOCK DATA						
stock price						
high	$ 8.50	8.94	10.44	19.13	21.75	21.00
low	5.13	6.50	5.94	9.19	18.63	18.38
close	8.25	6.56	7.25	9.19	18.88	20.00
P/E ratio (2)						
high	35.4	26.6	19.8	24.5	17.8	16.2
low	21.3	19.4	11.2	11.8	15.3	14.1
daily average trading volume (shares) (6)	34.9	20.3	27.5	38.5	16.9	17.5

(amounts in thousands, except per share amounts)	fiscal 1998 2nd quarter	fiscal 1998 1st quarter
INCOME STATEMENT DATA (8)		
net sales	122,926	99,498
cost of sales	100,191	82,765
gross profit	22,735	16,733
SG & A expenses	13,632	10,916
income (loss) from operations	9,103	5,817
interest expense	1,820	1,280
interest income	(72)	(90)
other expense	425	242
income (loss) before income taxes	6,930	4,385
income taxes	2,425	1,535

net income (loss)	4,505	2,850
EBITDA (4)	12,643	9,012
depreciation	3,613	3,256
cash dividends	446	443
weighted average shares outstanding	12,668	12,631
weighted average shares outstanding, assuming dilution	12,980	12,929
PER SHARE DATA (8)		
net income (loss) (7)	0.36	0.23
net income (loss), assuming dilution (7)	0.35	0.22
cash dividends	0.035	0.035
book value	9.30	8.98
BALANCE SHEET DATA (8)		
working capital	98,833	88,969
property, plant and equipment, net	107,377	97,128
total assets	320,979	253,319
capital expenditures	10,063	9,153
long-term debt	139,991	96,016
funded debt (1)	131,833	87,930
shareholders' equity	118,005	113,537
capital employed (5)	249,838	201,467
RATIOS & OTHER DATA (8)		
gross profit margin	18.5%	16.8%
operating income (loss) margin	7.4	5.8
net income (loss) margin	3.7	2.9
EBITDA margin	10.3	9.1
effective income tax rate	35.0	35.0
funded debt-to-total capital ratio(1)	52.8	43.6
working capital turnover	4.8	5.1
days sales in receivables	55	50
inventory turnover	6.1	5.8
STOCK DATA		
stock price		
high	22.19	18.63
low	17.38	16.50
close	19.00	17.63
P/E ratio (2)		
high	17.8	15.3
low	13.9	13.5
daily average trading volume (shares) (6)	13.9	15.8

(1) Funded debt includes long- and short-term debt, less restricted investments.
(2) P/E ratios based on trailing 12-month net income per share.
(3) Rayonese included in consolidated results from its March 6, 1995 acquisition by Culp.
(4) EBITDA represents earnings before interest, income taxes, depreciation and amortization.
(5) Capital employed includes funded debt and shareholders' equity.

(6) Culp's common shares were listed on the New York Stock Exchange on December 31, 1996.
(7) Net income per share data presented in accordance with SFAS No. 128 which was adopted in 1998.
(8) Phillips, Wetumpka and Artee included in consolidated results from their August 5, 1997, December 30, 1997 and February 2, 1998 acquisitions by Culp, respectively.

SELECTED ANNUAL DATA

(amounts in thousands, except per share amounts)	fiscal 1999	fiscal 1998	fiscal 1997	fiscal 1996	fiscal 1995	percent change 1999-1998	five-year growth rate
INCOME STATEMENT DATA (3) (8)							
net sales	$483,084	476,715	398,879	351,667	308,026	1.3%	14.5%
cost of sales	406,976	393,154	326,394	289,129	253,345	3.5	15.0
gross profit	76,108	83,561	72,485	62,538	54,681	(8.9)	12.3
S G & A expenses	59,968	52,987	45,058	39,068	33,432	13.2	16.6
income from operations	16,140	30,574	27,427	23,470	21,249	(47.2)	1.8
interest expense	9,615	7,117	4,671	5,316	4,715	35.1	30.8
interest income	(195)	(304)	(280)	(92)	(64)	(35.9)	19.8
other expense	2,412	1,912	1,521	956	1,082	26.2	47.1
income before income taxes	4,308	21,849	21,515	17,290	15,516	(80.3)	(18.5)
income taxes	1,206	6,336	7,745	6,310	5,741	(81.0)	(22.5)
net income	3,102	15,513	13,770	10,980	9,775	(80.0)	(16.6)
EBITDA (4)	33,847	44,841	39,404	35,610	32,052	(24.5)	7.8
depreciation	18,549	14,808	12,688	12,348	11,257	25.3	16.9
cash dividends	1,788	1,786	1,513	1,236	1,120	0.1	15.1
weighted average shares outstanding	12,909	12,744	11,624	11,234	11,203	1.3	3.1
weighted average shares outstanding, assuming dilution	13,064	13,042	11,929	11,886	11,461	0.2	2.9
PER SHARE DATA (3) (8)							
net income (7)	0.24	1.22	1.18	0.98	0.87	(80.3)%	(19.0)%
net income, assuming dilution (7)	0.24	1.19	1.15	0.94	0.86	(79.8)	(18.8)
cash dividends	0.14	0.14	0.13	0.11	0.10	0.0	11.8
book value	10.54	10.11	8.79	7.21	6.37	4.3	13.5
BALANCE SHEET DATA (3) (8)							
working capital	$99,324	102,730	69,777	56,953	38,612	(3.3)%	21.2%
property, plant and equipment, net	123,310	128,805	91,231	76,961	75,805	(4.3)	14.0
total assets	330,612	354,815	243,952	211,644	194,999	(6.8)	14.9
capital expenditures	10,689	35,879	26,958	14,385	18,058	(70.2)	(8.6)
businesses acquired	0	58,816	0	0	10,455	(100.0)	(100.0)
long-term debt	140,312	152,312	76,541	74,941	62,187	(7.9)	19.1
funded debt (1)	138,650	151,616	65,623	76,791	72,947	(8.6)	18.8
shareholders' equity	127,326	131,519	110,789	81,446	71,396	(3.2)	15.2
capital employed (5)	265,976	283,135	176,412	158,237	144,343	(6.1)	17.0
RATIOS & OTHER DATA (3) (8)							
gross profit margin	15.8%	17.5%	18.2%	17.8%	17.8%		
operating income margin	3.3	6.4	6.9	6.7	6.9		
net income margin	0.6	3.3	3.5	3.1	3.2		
EBITDA margin	7.0	9.4	9.9	10.1	10.4		
effective income tax rate	28.0	29.0	36.0	36.5	37.0		
funded debt-to-total capital ratio (1)	52.1	53.5	37.2	48.5	50.5		
return on average total capital	3.4	8.4	10.1	9.5	9.6		
return on average equity	2.4	13.0	15.2	14.4	14.6		
working capital turnover	4.3	4.7	5.3	5.3	5.6		
days sales in receivables	49	49	49	46	47		
inventory turnover	5.6	5.8	6.4	6.0	6.0		
STOCK DATA							
stock price							
high	$19.13	22.19	19.63	13.25	12.50		
low	5.13	16.50	11.50	7.75	7.25		
close	8.25	18.88	16.63	13.00	9.75		
P/E ratio (2)							
high	79.6	18.2	16.6	13.5	14.3		
low	21.3	13.5	9.7	7.9	8.3		
daily average trading volume (shares) (6)	30.4	16.0	19.7	19.3	39.7		

(1) - (8) See selected quarterly data table footnote

REPORT OF INDEPENDENT AUDITORS

To the Board of Directors and Shareholders of Culp, Inc.:

We have audited the accompanying consolidated balance sheets of Culp, Inc. and subsidiary as of May 2, 1999 and May 3, 1998, and the related consolidated statements of income, shareholders' equity, and cash flows for each of the years in the three-year period ended May 2, 1999. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Culp, Inc. and subsidiary as of May 2, 1999 and May 3, 1998, and the results of their operations and their cash flows for each of the years in the three-year period ended May 2, 1999, in conformity with generally accepted accounting principles.

KPMG LLP

Charlotte, North Carolina
June 2, 1999

MANAGEMENT'S RESPONSIBILITY

The management of Culp, Inc. is responsible for the accuracy and consistency of all the information contained in this Annual Report, including the financial statements. These statements have been prepared to conform with generally accepted accounting principles. The preparation of financial statements and related data involves estimates and the use of judgment.

Culp, Inc. maintains internal accounting controls designed to provide reasonable assurance that the financial records are accurate, that the assets of the company are safeguarded, and that the financial statements present fairly the financial position and results of operations of the company.

KPMG LLP, the company's independent auditors, conducts an audit in accordance with generally accepted auditing standards and provides an opinion on the financial statements prepared by management. Their report for 1999 is presented above.

The Audit Committee of the Board of Directors reviews the scope of the audit and the findings of the independent auditors. The internal auditor and the independent auditors meet with the Audit Committee to discuss audit and financial reporting issues. The Committee also reviews the company's principal accounting policies, significant internal accounting controls, the Annual Report and annual SEC filings (Form 10-K and Proxy Statement).

/s/Robert G. Culp, III
Robert G. Culp, III
Chairman and Chief Executive Officer

/s/Phillip W. Wilson
Phillip W. Wilson
Vice President and Chief Financial Officer
June 2, 1999

shareholder information

CORPORATE ADDRESS
101 South Main Street
Post Office Box 2686
High Point, NC 27261
Telephone: (336) 889-5161
Fax: (336) 887-7089

REGISTRAR AND TRANSFER AGENT
Equiserve
150 Royall Street
Canton, MA 02021
(781) 575-3951

Written shareholder correspondence and transfers should be sent to:
Equiserve
P.O. Box 8217
Boston, MA 02266-8217

AUDITORS
KPMG LLP
Charlotte, NC 28282

LEGAL COUNSEL
Robinson, Bradshaw & Hinson, PA
Charlotte, NC 28246

FORM 10-K AND QUARTERLY REPORTS/INVESTOR CONTACT
The Form 10-K Annual Report of Culp, Inc., as filed with the Securities and Exchange Commission, is available without charge to shareholders upon written request. Shareholders may also obtain copies of the corporate news releases issued in conjunction with the company's quarterly results. These requests and other investor contacts should be directed to Kathy J. Hardy, Corporate Secretary, at the corporate address.

ANALYST COVERAGE
These analysts cover Culp, Inc.:

First Union Capital Markets
- John Baugh, CFA

C.L. King & Associates
- Tom Lewis

Raymond, James & Associates
- Budd Bugatch, CFA

Wachovia Securities, Inc.
- Kay Norwood, CFA

Value Line
- Noah Goldner

STOCK LISTING
Culp, Inc. common stock is traded on the New York Stock Exchange under the symbol CFI. As of May 2, 1999, Culp, Inc. had approximately 2,700 shareholders based on the number of holders of record and an estimate of the number of individual participants represented by security position listings.

ANNUAL MEETING
Shareholders are cordially invited to attend the annual meeting to be held Tuesday, September 21, 1999 at the Radisson Hotel; 135 South Main Street; High Point, North Carolina.

EXHIBIT 22

LIST OF SUBSIDIARIES OF CULP, INC.

Culp International, Inc.
Incorporated in Virgin Islands

3096726 Canada Inc.
Incorporated under laws of Canada

Rayonese Textile Inc.
Incorporated under laws of Canada

Eexhibit 24(a)

CONSENT OF INDEPENDENT AUDITORS

To the Board of Directors and Shareholders of Culp, Inc.:

We consent to incorporation by reference in the registration statement numbers 333-27519, 33-13310, 33-37027, 33-80206, and 33-62843 on Form S-8 of Culp, Inc. of our report dated June 2, 1999, relating to the consolidated balance sheets of Culp, Inc. and subsidiary as of May 2, 1999 and May 3, 1998, and the related consolidated statements of income, shareholders' equity and cash flows for each of the years in the three-year period ended May 2, 1999, which report is incorporated by reference in the May 2, 1999 annual report on Form 10-K of Culp, Inc.

KPMG LLP

Charlotte, North Carolina
July 28, 1999

Exhibit 25(a)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Harry R. Culp

Harry R. Culp

Date: June 28, 1999

Exhibit 25(b)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Howard L. Dunn, Jr.

Howard L. Dunn, Jr.

Date: June 28, 1999

Exhibit 25(c)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Robert T. Davis

Robert T. Davis

Date: June 28, 1999

Exhibit 25(d)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Earl M. Honeycutt

Earl M. Honeycutt

Date: June 22, 1999

Exhibit 25(e)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Patrick H. Norton

Patrick H. Norton

Date: July 3, 1999

Exhibit 25(f)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Earl N. Phillips, Jr.

Earl N. Phillips, Jr.

Date: June 28, 1999

Exhibit 25(g)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned director of CULP, INC., a North Carolina corporation, hereby constitutes and appoints PHILLIP W. WILSON the true and lawful agent and attorney-in-fact to sign for the undersigned as a director of the Corporation the Corporation's Annual Report on Form 10-K for the year ended May 2, 1999 to be filed with the Securities and Exchange Commission, Washington, D. C., under the Securities Exchange Act of 1934, as amended, and to sign any amendment or amendments to such Annual Report, hereby ratifying and confirming all acts taken by such agent and attorney-in-fact, as herein authorized.

/s/ Franklin N. Saxon

Franklin N. Saxon

Date: July 16, 1999

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MAY-04-1998
MAY-02-1999
509
0
73,089
(2,586)
67,070
147,715
235,361
(112,051)
330,612
48,391
0
0
0
604
126,722
330,612
483,084
483,084
406,976
406,976
59,968
0
9,615
4,308
1,206
3,102
0
0
0
3,102
0.24
0.24