

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CULP, INC.

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

North Carolina
(State or other jurisdiction of
incorporation or organization)

56-1001967
(I.R.S. Employer
Identification No.)

101 South Main Street
Post Office Box 2686
High Point, North Carolina 27261-2686
(Address of principal executive officers)

Culp, Inc.
1993 Stock Option Plan
(Full title of the plan)

PHILLIP W. WILSON
Vice President and Chief Financial Officer
Culp, Inc.

101 South Main Street
Post Office Box 2686
High Point, North Carolina 27261-2686
(Name and address of agent for service)
(336) 889-5161

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.05 par value (including options under the Culp, Inc. 1993 Stock Option Plan and including associated rights to purchase Series A Participating Preferred Stock) (3)	350,000(1)	\$3.56(2)	\$1,246,000(2)	\$311.50

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also relates to an indeterminate number of additional shares of common stock issuable with respect to the shares registered hereunder in the event of a stock split, stock dividend or other similar transaction.
- (2) In accordance with Rule 457(h)(1) of Regulation C, the price for the shares is computed on the basis of the average high and low prices for Common Shares on April 18, 2001 as reported on the New York Stock Exchange.
- (3) Each share of Common Stock of the Company has one attached right to purchase Series A Participating Preferred Stock under the Rights Agreement dated as of October 8, 1999 between Culp, Inc. and Equiserve Trust Company, N.A., as Rights Agent.

PART II INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange

Commission by Culp, Inc. (the "Company") are incorporated by reference into this registration statement:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2000, as amended;

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since the end of its latest fiscal year, as amended; and

(c) The description of the Common Stock, par value \$.05 per share ("Common Stock") of the Company set forth in the Company's registration statements filed pursuant to Section 12 of the Exchange Act and any amendment or report filed for the purpose of updating such descriptions.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all of such securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document (which also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Section 55-2-02 of the North Carolina Business Corporation Act (the "North Carolina Corporation Act") enables a North Carolina corporation in its articles of incorporation to eliminate or limit, with certain exceptions, the personal liability of a director for monetary damages for breach of duty as a director. No such provision is effective to eliminate or limit a director's liability for (i)-acts or omissions that the director at the time of the breach knew or believed to be clearly in conflict with the best interests of the corporation, (ii)-improper distributions described in Section 55-8-33 of the North Carolina Corporation Act, (iii)-any transaction from which the director derived an improper personal benefit, or (iv)-acts or omissions occurring prior to the date the exculpatory provision became effective. The Company's Articles of Incorporation limit the personal liability of its directors to the fullest extent permitted by the North Carolina Corporation Act.

Sections 55-8-50 through 55-8-58 of the North Carolina Corporation Act permit a corporation to indemnify its directors, officers, employees or agents under either or both a statutory or nonstatutory scheme of indemnification. Under the statutory scheme, a corporation may, with certain exceptions, indemnify a director, officer, employee or agent of the corporation who was, is or is threatened to be made, a party to any threatened, pending or completed legal action, suit or proceeding, whether civil, criminal, administrative, or investigative, because of the fact that such person was a director, officer, agent or employee of the corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. This indemnity may include the obligation to pay any judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) and reasonable expenses incurred in connection with a proceeding (including counsel fees), but no such indemnification may be granted unless such director, officer, agent or employee (i)-conducted himself in good faith, (ii)-reasonably believed (1)-that any action taken in his official capacity with the corporation was in the best interest of the corporation or (2)-that in all other cases his conduct at least was not opposed to the corporation's best interest, and (iii)-in the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful. Whether a director has met the requisite standard of conduct for the type of indemnification set forth above is determined by the board of directors, a committee of directors, special legal counsel or the shareholders in accordance with Section 55-8-55 of the North Carolina Corporation Act. A corporation may not indemnify a director under the statutory scheme in connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation or in connection with a proceeding in which a director was adjudged liable on the basis of having received an improper personal benefit.

In addition to, and notwithstanding the conditions and limitations on indemnification described above under the statutory scheme, Section 55-8-57 of the North Carolina Corporation Act permits a corporation to indemnify or agree to indemnify any of its directors, officers, employees or agents against liability and expenses (including attorneys' fees) in any proceeding (including proceedings brought by or on behalf of the corporation) arising out of their status as such or their activities in such capacities, except for any liabilities or expenses incurred on account of activities that were, at the time taken, known or believed by the person seeking indemnification to be clearly in conflict with the best interests of the corporation. Because the Company's Bylaws provide for indemnification to the fullest extent permitted under the North Carolina Corporation Act, the Company may indemnify its directors, officers and employees in accordance with either the statutory or the nonstatutory standard.

Sections 55-8-52 and 55-8-56 of the North Carolina Corporation Act require a corporation, unless its articles of incorporation provide otherwise, to indemnify a director or officer who has been wholly successful on the merits or otherwise in the defense of any proceeding to which such director or officer was, or was threatened to be made, a party because he is or was a director or officer of the corporation. Unless prohibited by the articles of incorporation, a director or officer also may make application and obtain court-ordered indemnification if the court determines that such director or officer is fairly and reasonably entitled to such indemnification as provided in Section 55-8-54 and 55-8-56 of the North Carolina Corporation Act.

Additionally, Section 55-8-57 of the North Carolina Corporation Act authorizes a corporation to purchase and maintain insurance on behalf of an individual who is or was a director, officer, employee or agent of the corporation against certain liabilities incurred by such persons, whether or not the corporation is otherwise authorized by the North Carolina Corporation Act to indemnify such party. The Company's directors and officers are currently covered under the directors' and officers' insurance policies maintained by the Company that will indemnify such persons against certain liabilities arising from acts or omissions in the discharge of their duties.

Item 8. Exhibits.

Exhibit Number	Description
4.1	Culp, Inc. 1993 Stock Option Plan (incorporated by reference to Exhibit 10(o) of the Company's Annual Report on Form 10-K for the fiscal year ended May 2, 1993)
4.2	Amendments to Culp, Inc. 1993 Stock Option Plan (incorporated by reference to Exhibit 10(rr) of the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2000)
4.3	Articles of Incorporation of the Company, as amended (incorporated by reference to Exhibit 3(i) of the Company's Quarterly Report on Form 10-Q for the period ended January 29, 1995)
4.4	Articles of Amendment, dated October 5, 1999, to the Company's Articles of Incorporation (incorporated by reference to Exhibit 3(iii) of the Company's Quarterly Report on Form 10-Q for the period ended October 31, 1999)
4.5	Restated and Amended Bylaws of the Company, as amended (incorporated by reference to Exhibit 3(b) of the Company's Annual Report on Form 10-K for the fiscal year ended April 28, 1991)
4.6	Rights Agreement, dated as of October 18, 1999, between the Company and Equiserve Trust Company, N.A., as Rights Agent, including the form of Articles of Amendment with respect to the Series A Participating Preferred Stock included as Exhibit A to the Rights Agreement, the forms of Rights Certificate included as Exhibit B to the Rights Agreement, and the form of Summary of Rights included as Exhibit C to the Rights Agreement (incorporated by reference to Exhibit 99.1 to the Company's Form 8-K dated October 12, 1999)
5	Opinion of Robinson, Bradshaw & Hinson, P.A. with respect to the validity of the shares being offered
23.1	Consent of Robinson, Bradshaw & Hinson, P.A. (contained

in Exhibit 5)

- 23.2 Consent of KPMG LLP
- 24.1 Power of Attorney of Robert T. Davis, dated February 27, 2001
- 24.2 Power of Attorney of H. Bruce English, dated March 7, 2001
- 24.3 Power of Attorney of Patrick B. Flavin, dated March 19, 2001
- 24.4 Power of Attorney of Patrick H. Norton, dated February 26, 2001
- 24.5 Power of Attorney of Earl N. Phillips, Jr., dated March 1, 2001
- 24.6 Power of Attorney of Judith C. Walker, dated February 26, 2001

Item 9. Undertakings.

The Company hereby undertakes as follows:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment to this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering;

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(5) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Company, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in such Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of High Point, State of North Carolina on this 19th day of April, 2001.

CULP, INC.

By: /s/ ROBERT G. CULP, III
 Robert G. Culp, III
 Chairman of the Board of Directors
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ROBERT G. CULP, III ----- Robert G. Culp, III	Chairman of the Board of ----- Directors and Chief Executive Officer	April 19, 2001
/s/ HOWARD L. DUNN, JR. ----- Howard L. Dunn, Jr.	President, Chief ----- Operating Officer and Director	April 19, 2001
/s/ FRANKLIN N. SAXON ----- Franklin N. Saxon	Senior Vice President, ----- President of the Culp Velvets/Prints Division and Director	April 19, 2001
/s/ PHILLIP W. WILSON ----- Phillip W. Wilson	Vice President and Chief ----- Financial Officer (Principal Financial and Accounting Officer)	April 19, 2001
/s/ ROBERT T. DAVIS* ----- Robert T. Davis	Director	April 19, 2001
/s/ H. BRUCE ENGLISH* ----- H. Bruce English	Director	April 19, 2001
/s/ PATRICK B. FLAVIN* ----- Patrick B. Flavin	Director	April 19, 2001
/s/ PATRICK H. NORTON* ----- Patrick H. Norton	Director	April 19, 2001
/s/ EARL N. PHILLIPS, JR.* ----- Earl N. Phillips	Director	April 19, 2001
/s/ JUDITH C. WALKER* ----- Judith C. Walker	Director	April 19, 2001

*By: /s/ PHILLIP W. WILSON
 (Phillip W. Wilson, Attorney-in-Fact)

EXHIBIT INDEX

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4.6	Rights Agreement, dated as of October 18, 1999, between the Company and Equiserve Trust Company, N.A., as Rights Agent, including the form of Articles of Amendment with respect to the Series A Participating Preferred Stock included as Exhibit A to the Rights Agreement, the forms of Rights Certificate included as Exhibit B to the Rights Agreement, and the form of Summary of Rights included as Exhibit C to the Rights Agreement (incorporated by reference to Exhibit 99.1 to the Company's Form 8-K dated October 12, 1999)
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Robinson, Bradshaw & Hinson, P.A.
Attorneys at Law
101 North Tryon Street, Suite 1900
Charlotte, North Carolina 28246

Telephone (704) 377-2536
Fax (704) 378-4000

South Carolina Office
The Guardian Building
223 E. Main Street,
Suite 600
Post Office Drawer 12070
Rock Hill, S.C. 29731

Telephone (803) 325-2900
Fax (803) 325-2929

April 25, 2001

Culp, Inc.
101 South Main Street
Post Office Box 2686
High Point, North Carolina 27261-2686

Re: Registration Statement on Form S-8 of Culp, Inc.

Ladies and Gentlemen:

We have served as counsel to Culp, Inc., a North Carolina corporation (the "Company"), in connection with the preparation by the Company of a registration statement on Form S-8 (the "Registration Statement") for filing with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the offer and sale of up to 350,000 shares of the Company's common stock, \$.05 par value per share (the "Shares"), to be issued by the Company pursuant to the Culp, Inc. 1993 Stock Option Plan (the "Plan"), and associated rights to purchase Series A Participating Preferred Stock of the Company (the "Rights") issued pursuant to a Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent.

We have examined the Plan, the Rights Agreement, the Articles of Incorporation of the Company and the amendments thereto listed as exhibits to the Registration Statement (the "Charter"), the Restated and Amended Bylaws of the Company listed as an exhibit to the Registration Statement (the "Bylaws"), and such other corporate and other documents and records and certificates of public officials as we have deemed necessary or appropriate for the purposes of this opinion.

We have assumed (i) the authority and genuineness of all signatures, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents submitted to us as originals, and (iv) the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies.

Based upon the foregoing, and subject to the qualifications and limitations set forth herein, we are of the opinion that:

1. The Shares, if and when originally issued and sold by the Company pursuant to the terms and conditions of the Plan, and upon payment of the consideration, if any, payable therefor pursuant to the Plan, will be legally issued, fully paid and nonassessable and will represent validly authorized and outstanding shares of common stock of the Company.

2. The Rights associated with the Shares, if and when originally issued by the Company pursuant to the terms and conditions of the Rights Agreement, will be validly issued, fully paid and nonassessable, and will be valid and binding obligations of the Company.

We have assumed that the Company and those officers and employees that may receive options to purchase Shares under the Plan will have complied with the relevant requirements of the Plan and that all prescribed filings with regulatory authorities, including any stock exchanges having jurisdiction, will be effected in accordance with their respective requirements and that the approvals of such regulatory authorities, including any stock exchanges having jurisdiction, will have been granted prior to the issuance of any of the Shares or Rights.

The opinions expressed herein are contingent upon the Registration Statement becoming effective under the Securities Act of 1933 and the Charter, Bylaws and Rights Agreement not being further amended prior to the issuance of the Shares or Rights.

The foregoing opinions are limited to the laws of the State of North Carolina, and we express no opinion with respect to the laws of any other

state or jurisdiction.

Culp, Inc.
April 25, 2001
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We hereby consent to the filing of a copy of this opinion as an exhibit to the Registration Statement.

Very truly yours,

ROBINSON, BRADSHAW & HINSON, P.A.

/s/ Robinson, Bradshaw & Hinson, P.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 on Form S-8 of Culp, Inc. of our report dated May 31, 2000, except for note 17 to the consolidated financial statements, as to which the date is February 19, 2001, relating to the consolidated balance sheets of Culp, Inc. and subsidiary as of April 30, 2000 and May 2, 1999, (as restated), and the related consolidated statements of income, shareholders' equity and cash flows for each of the years in the three-year period ended April 30, 2000 (as restated for the years ended May 2, 1999 and May 3, 1998), which report appears in the April 30, 2000 annual report on Form 10-K/A of Culp, Inc.

As discussed in note 17 to the consolidated financial statements, the company has restated its previously issued 2000, 1999 and 1998 consolidated financial statements.

/s/ KPMG LLP

Charlotte, North Carolina
April 25, 2001

POWER OF ATTORNEY

THE UNDERSIGNED director of Culp, Inc. (the "Company") hereby appoints Phillip W. Wilson and Kathy J. Hardy and each of them singly, as the undersigned's lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for and on behalf and in the name of the undersigned, to execute and file with the Securities and Exchange Commission (the "Commission") (i) a registration statement on Form S-8 pursuant to the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 106,000 shares of the Company's common stock, \$.05 par value per share ("Common Stock"), to be issued upon the exercise of options granted under the Culp, Inc. 1997 Performance-Based Option Plan (the "1997 Plan") and the associated rights to purchase preferred stock ("Rights") to be issued upon the exercise of such options pursuant to the Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent, (ii) a registration statement on Form S-8 pursuant to the Act for the purpose of registering an additional 350,000 shares of Common Stock to be issued upon the exercise of options granted under the Culp, Inc. 1993 Stock Option Plan (the "1993 Plan") and the associated Rights to be issued upon the exercise of such options pursuant to the Rights Agreement, (iii) any and all amendments, including post-effective amendments, and exhibits to such registration statements, and (iv) any and all applications or other documents to be filed with the Commission or otherwise pertaining to such registration statements or amendments, with full power and authority to take or cause to be taken all other actions that in the judgment of such appointed person(s) may be necessary or appropriate to effect the registration under the Act of the shares of the Company's Common Stock offered or to be offered pursuant to the 1997 Plan and the 1993 Plan and the associated Rights.

EXECUTED on the 27th day of February, 2001.

/s/ Robert T. Davis

Robert T. Davis

POWER OF ATTORNEY

THE UNDERSIGNED director of Culp, Inc. (the "Company") hereby appoints Phillip W. Wilson and Kathy J. Hardy and each of them singly, as the undersigned's lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for and on behalf and in the name of the undersigned, to execute and file with the Securities and Exchange Commission (the "Commission") (i) a registration statement on Form S-8 pursuant to the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 106,000 shares of the Company's common stock, \$.05 par value per share ("Common Stock"), to be issued upon the exercise of options granted under the Culp, Inc. 1997 Performance-Based Option Plan (the "1997 Plan") and the associated rights to purchase preferred stock ("Rights") to be issued upon the exercise of such options pursuant to the Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent, (ii) a registration statement on Form S-8 pursuant to the Act for the purpose of registering an additional 350,000 shares of Common Stock to be issued upon the exercise of options granted under the Culp, Inc. 1993 Stock Option Plan (the "1993 Plan") and the associated Rights to be issued upon the exercise of such options pursuant to the Rights Agreement, (iii) any and all amendments, including post-effective amendments, and exhibits to such registration statements, and (iv) any and all applications or other documents to be filed with the Commission or otherwise pertaining to such registration statements or amendments, with full power and authority to take or cause to be taken all other actions that in the judgment of such appointed person(s) may be necessary or appropriate to effect the registration under the Act of the shares of the Company's Common Stock offered or to be offered pursuant to the 1997 Plan and the 1993 Plan and the associated Rights.

EXECUTED on the 7th day of March, 2001.

/s/ H. Bruce English

H. Bruce English

POWER OF ATTORNEY

THE UNDERSIGNED director of Culp, Inc. (the "Company") hereby appoints Phillip W. Wilson and Kathy J. Hardy and each of them singly, as the undersigned's lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for and on behalf and in the name of the undersigned, to execute and file with the Securities and Exchange Commission (the "Commission") (i) a registration statement on Form S-8 pursuant to the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 106,000 shares of the Company's common stock, \$.05 par value per share ("Common Stock"), to be issued upon the exercise of options granted under the Culp, Inc. 1997 Performance-Based Option Plan (the "1997 Plan") and the associated rights to purchase preferred stock ("Rights") to be issued upon the exercise of such options pursuant to the Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent, (ii) a registration statement on Form S-8 pursuant to the Act for the purpose of registering an additional 350,000 shares of Common Stock to be issued upon the exercise of options granted under the Culp, Inc. 1993 Stock Option Plan (the "1993 Plan") and the associated Rights to be issued upon the exercise of such options pursuant to the Rights Agreement, (iii) any and all amendments, including post-effective amendments, and exhibits to such registration statements, and (iv) any and all applications or other documents to be filed with the Commission or otherwise pertaining to such registration statements or amendments, with full power and authority to take or cause to be taken all other actions that in the judgment of such appointed person(s) may be necessary or appropriate to effect the registration under the Act of the shares of the Company's Common Stock offered or to be offered pursuant to the 1997 Plan and the 1993 Plan and the associated Rights.

EXECUTED on the 19th day of March, 2001.

/s/ Patrick B. Flavin

Patrick B. Flavin

POWER OF ATTORNEY

THE UNDERSIGNED director of Culp, Inc. (the "Company") hereby appoints Phillip W. Wilson and Kathy J. Hardy and each of them singly, as the undersigned's lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for and on behalf and in the name of the undersigned, to execute and file with the Securities and Exchange Commission (the "Commission") (i) a registration statement on Form S-8 pursuant to the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 106,000 shares of the Company's common stock, \$.05 par value per share ("Common Stock"), to be issued upon the exercise of options granted under the Culp, Inc. 1997 Performance-Based Option Plan (the "1997 Plan") and the associated rights to purchase preferred stock ("Rights") to be issued upon the exercise of such options pursuant to the Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent, (ii) a registration statement on Form S-8 pursuant to the Act for the purpose of registering an additional 350,000 shares of Common Stock to be issued upon the exercise of options granted under the Culp, Inc. 1993 Stock Option Plan (the "1993 Plan") and the associated Rights to be issued upon the exercise of such options pursuant to the Rights Agreement, (iii) any and all amendments, including post-effective amendments, and exhibits to such registration statements, and (iv) any and all applications or other documents to be filed with the Commission or otherwise pertaining to such registration statements or amendments, with full power and authority to take or cause to be taken all other actions that in the judgment of such appointed person(s) may be necessary or appropriate to effect the registration under the Act of the shares of the Company's Common Stock offered or to be offered pursuant to the 1997 Plan and the 1993 Plan and the associated Rights.

EXECUTED on the 26th day of February, 2001.

/s/ Patrick H. Norton

Patrick H. Norton

POWER OF ATTORNEY

THE UNDERSIGNED director of Culp, Inc. (the "Company") hereby appoints Phillip W. Wilson and Kathy J. Hardy and each of them singly, as the undersigned's lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for and on behalf and in the name of the undersigned, to execute and file with the Securities and Exchange Commission (the "Commission") (i) a registration statement on Form S-8 pursuant to the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 106,000 shares of the Company's common stock, \$.05 par value per share ("Common Stock"), to be issued upon the exercise of options granted under the Culp, Inc. 1997 Performance-Based Option Plan (the "1997 Plan") and the associated rights to purchase preferred stock ("Rights") to be issued upon the exercise of such options pursuant to the Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent, (ii) a registration statement on Form S-8 pursuant to the Act for the purpose of registering an additional 350,000 shares of Common Stock to be issued upon the exercise of options granted under the Culp, Inc. 1993 Stock Option Plan (the "1993 Plan") and the associated Rights to be issued upon the exercise of such options pursuant to the Rights Agreement, (iii) any and all amendments, including post-effective amendments, and exhibits to such registration statements, and (iv) any and all applications or other documents to be filed with the Commission or otherwise pertaining to such registration statements or amendments, with full power and authority to take or cause to be taken all other actions that in the judgment of such appointed person(s) may be necessary or appropriate to effect the registration under the Act of the shares of the Company's Common Stock offered or to be offered pursuant to the 1997 Plan and the 1993 Plan and the associated Rights.

EXECUTED on the 1st day of March, 2001.

/s/ Earl N. Phillips

Earl N. Phillips

POWER OF ATTORNEY

THE UNDERSIGNED director of Culp, Inc. (the "Company") hereby appoints Phillip W. Wilson and Kathy J. Hardy and each of them singly, as the undersigned's lawful agent and attorney-in-fact, with full power of substitution and resubstitution, for and on behalf and in the name of the undersigned, to execute and file with the Securities and Exchange Commission (the "Commission") (i) a registration statement on Form S-8 pursuant to the Securities Act of 1933, as amended (the "Act"), for the purpose of registering 106,000 shares of the Company's common stock, \$.05 par value per share ("Common Stock"), to be issued upon the exercise of options granted under the Culp, Inc. 1997 Performance-Based Option Plan (the "1997 Plan") and the associated rights to purchase preferred stock ("Rights") to be issued upon the exercise of such options pursuant to the Rights Agreement, dated as of October 8, 1999 (the "Rights Agreement") between the Company and Equiserve Trust Company, N.A., as Rights Agent, (ii) a registration statement on Form S-8 pursuant to the Act for the purpose of registering an additional 350,000 shares of Common Stock to be issued upon the exercise of options granted under the Culp, Inc. 1993 Stock Option Plan (the "1993 Plan") and the associated Rights to be issued upon the exercise of such options pursuant to the Rights Agreement, (iii) any and all amendments, including post-effective amendments, and exhibits to such registration statements, and (iv) any and all applications or other documents to be filed with the Commission or otherwise pertaining to such registration statements or amendments, with full power and authority to take or cause to be taken all other actions that in the judgment of such appointed person(s) may be necessary or appropriate to effect the registration under the Act of the shares of the Company's Common Stock offered or to be offered pursuant to the 1997 Plan and the 1993 Plan and the associated Rights.

EXECUTED on the 26th day of February, 2001.

/s/ Judith C. Walker

Judith C. Walker