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 April 29, 2001

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 23, 2001, 11,221,158 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 $30,563,511 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 III
Portions of the Company's Proxy Statement dated August 20, 2001 in connection with its Annual Meeting of Shareholders to be held on September 26, 2000 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 integrated 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 60 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. Total sales were $409.8 million in fiscal 2001, and the Company's international sales totaled $77.8 million during fiscal 2001. Shipments to U.S.-based customers continue to account for most of the Company's sales, but Culp's global presence has led to a significant proportion of sales to international accounts (19% of net sales for fiscal 2001). The Company's network of 22 international sales agents represents Culp's products in major furniture and bedding markets outside the United States.

Culp has twelve (12) manufacturing facilities, with a combined total of 2.2 million square feet, that are located in North Carolina (8), South Carolina (2), Tennessee (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 with a 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.

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. Significant 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 2001 NET SALES (in millions)	PRODUCT LINES (BASE CLOTH, IF APPLICABLE)
Upholstery Fabrics	Culp Decorative Fabrics	$170.3	Woven jacquards Woven dobbies
	Culp Velvets/Prints	$122.1	Wet prints (flocks) Heat-transfer prints (jacquard, flock) Cotton prints Woven velvets Tufted velvets (woven polyester)
	Culp Yarn	$ 12.6	Pre-dyed spun yarns Chenille yarns
Mattress Ticking	Culp Home Fashions	$104.8	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. During 2001, the Company implemented a restructuring plan designed to increase efficiencies and eliminate cost. The Company consolidated the operations from the Monroe, North Carolina and West Hazleton, Pennsylvania facilities into the remaining facilities, which resulted in the closure of these operations. Culp Decorative Fabrics' manufacturing facilities are located in Burlington and Graham, North Carolina, Pageland, South Carolina, and Chattanooga, Tennessee. 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 and chenille yarns. In 2001, as part of the Company's restructuring plans, the Company exited the carpet and ring-spun apparel markets. This action resulted in the closure of the facility in Wetumpka, Alabama. Culp Yarn operates manufacturing facilities in Shelby, Cherryville, and Lincolnton, North Carolina. Most of the production of Culp Yarn is used internally by other Culp divisions. The external sales are directed to the upholstery fabric market, 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 four 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, consistent with customer demand. 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 personnel and other resources for 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.

Capital Expenditures

Since fiscal 1996, the Company has invested $104.1 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 $8.1 million in capital expenditures during fiscal 2001, primarily for modernization. This level of capital spending was below the $22.6 million in capital expenditures during fiscal 2000. Projects to modernize existing facilities encompassed several investments in looms and finishing equipment throughout the Company's operations. The Company is currently planning on capital expenditures for fiscal 2002 of approximately $4 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 $26 billion (wholesale) during 2000. Approximately 42% of this furniture is believed to consist of upholstered products. The upholstered furniture market has grown from $5.4 billion in 1991 to $10.9 billion in 2000.

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 41% of the industry's total shipments in 2000, 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.

Culp's international sales declined 30% in 2001 to $77.8 million, following an industry-wide trend. Although Culp's international sales will continue to be influenced significantly by the value of the U.S. dollar relative to other currencies, the company has a diversified global base of customers and is seeking to broaden that further to minimize exposure to economic uncertainties in any geographic area. 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 in international markets.

Overview of Commercial Furniture Industry

The commercial furniture market in the United States represents annual shipments by manufacturers valued at approximately $13.3 billion. Seating and office systems, which represent the primary uses of upholstery in this industry, represented annual sales of approximately $8.1 billion annually. At the manufacturing level, the industry is highly concentrated. The top five manufacturers of commercial furniture account for over 70% 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 $4.5 billion during calendar year 2000, 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 70% of conventional bedding is sold for replacement purposes and the average time lapse between mattress purchases is approximately 11 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 74% of sales for fiscal 2001. 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 26% of sales in fiscal 2000. 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 twelve (12) manufacturing facilities. These plants encompass a total of 2.2-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). The Company maintains ISO-9002 registration at the facilities that service the commercial market, which include its weaving plants in Graham, North Carolina, Pageland, South Carolina and Chattanooga, Tennessee, as well as its finishing plant in Burlington, North Carolina.

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. 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 at Rayonese in Quebec, Canada.

The Company's flock coating line produces 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.

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 60 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 Company's designers are located in the Howard L. Dunn, Jr. design center 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.

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., the 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 proper use of technology as an integral part of an effective and responsive business. The Company continues to evaluate and employ technology that will help to achieve higher levels of service to customers and bring operating efficiencies to the manufacturing process. Some key initiatives include:

- Use of the Internet has continued to be an important component of our work. CulpLink provides real-time information for the Company's customers including order status, shipping and invoice documentation, sales history, and inventory availability. Additionally, CulpLink has been expanded to satisfy some key business to business strategies with the Company's customers.

- Our Intranet initiative, named CulpNet, was deployed to improve efficiency within the company and reduce paper. Forms, charts, and other internal reporting have been converted to CulpNet to achieve cost savings and improve communications.

- Culp has continued to invest in technology to aid the design process. CAD, digital imaging, and electronic interfaces to the production equipment have allowed significant savings in terms of speed and ease of development.

- Culp continues to expand shop floor systems in the use of scanners, radio frequency devices, bar-coding, and process documentation throughout the Company's manufacturing and distribution systems. Inventories and manufacturing processes are tracked by these systems to provide customer service and operational management with real time information for better customer service and a more efficient operation. All of these systems operate on redundant computer hardware and fiber optic backbones to effectively minimize downtime to the Company's production processes.

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 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 April 29, 2001, the Company had approximately 3,100 employees, compared to approximately 3,800 at the end of fiscal 2000. All of the hourly employees at the Rayonese facility in Canada (approximately 7% of the Company's workforce) are represented by a union. The collective bargaining agreement with respect to the Rayonese hourly employees expires in February 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 Action), Lifestyles International (Berkline, Benchcraft, Drexel, Henredon and others), Flexsteel and La-Z-Boy (Bauhaus, England/Corsair, LADD Furniture and others). 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 2001		Fiscal 2000		Fiscal 1999	
United States	$331,986	81.0%	$376,975	77.2%	$369,730	76.5%
North America (excluding U.S.)	34,049	8.3	36,032	7.4	31,102	6.5
Europe	6,262	1.5	16,351	3.4	19,578	4.1
Middle East	17,831	4.4	32,929	6.7	33,996	7.0
Asia and Pacific Rim	15,497	3.8	19,102	3.9	21,371	4.4
South America	1,028	0.2	2,343	0.5	3,484	0.7
All other areas	3,157	0.8	4,347	0.9	3,823	0.8
Subtotal (International)	77,824	19.0	111,104	22.8	113,354	23.5
Total	$409,810	100.0%	$488,079	100.0%	$483,084	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 April 29, 2001, the portion of the backlog with confirmed shipping dates prior to June 3, 2001 was $32.3 million, and on April 30, 2000, the portion of the backlog with confirmed shipping dates prior to June 4, 2000 was $39.1 million.

ITEM 2. PROPERTIES

The Company's headquarters are located in High Point, North Carolina, and the Company currently operates twelve (12) 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)
- - 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
- - 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
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
- - 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 April 29, 2001.

PART II

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

Registrar and Transfer Agent
EquiServe Trust Company, N.A.
c/o EquiServe
Post Office Box 43012
Providence, Rhode Island 02940-3012
(800) 633-4236
www.equiserve.com

Stock Listing
Culp, Inc. common stock is traded on the New York Stock Exchange under the symbol CFI. As of April 29, 2001, Culp, Inc. had approximately 2,400 shareholders based on the number of holders of record and an estimate of individual participants represented by security position listings.

Analyst Coverage
These analysts cover Culp, Inc.:

BB&T Capital Markets - Joel Havard
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

See Item 6, Selected Financial Data, for market and dividend information regarding the Company's common stock.

ITEM 6. SELECTED FINANCIAL DATA (SELECTED ANNUAL DATA)

(amounts in thousands, except per share amounts)	fiscal 2001	fiscal 2000	fiscal 1999	fiscal 1998	fiscal 1997	percent change 2001/2000 (6)	five-year growth rate (6)
INCOME STATEMENT DATA (5)							
net sales	$ 409,810	488,079	483,084	476,715	398,879	(16.0)%	3.1%
cost of sales	353,823	403,414	406,976	393,154	326,394	(12.3)	4.1
gross profit	55,987	84,665	76,108	83,561	72,485	(33.9)	(2.2)
S G & A expenses	50,366	59,935	59,968	52,987	45,058	(16.0)	5.2
restructuring expense	5,625	0	0	0	0	100.0	100.0
income (loss) from operations	(4)	24,730	16,140	30,574	27,427	N.M	N.M
interest expense	9,114	9,521	9,615	7,117	4,671	(4.3)	11.4
interest income	(46)	(51)	(195)	(304)	(280)	(9.8)	(12.9)
other expense	3,336	1,566	1,864	1,358	1,521	113.0	28.4
income (loss) before income taxes	(12,408)	13,694	4,856	22,403	21,515	N.M	N.M
income taxes	(4,097)	4,314	1,206	6,336	7,745	N.M	N.M
net income (loss)	(8,311)	9,380	3,650	16,067	13,770	N.M	N.M
EBITDA (3)	$ 18,002	44,472	34,645	45,645	39,404	(59.5)	(12.8)
depreciation	19,391	19,462	18,549	14,808	12,688	(0.4)	9.4
cash dividends	1,177	1,611	1,788	1,786	1,513	(26.9)	(1.0)
weighted average shares outstanding	11,210	11,580	12,909	12,744	11,624	(3.2)	0.0
weighted average shares outstanding, assuming dilution	11,210	11,681	13,064	13,042	11,929	(4.0)	(1.2)
PER SHARE DATA (5)							
net income (loss)	$ (0.74)	0.81	0.28	1.26	1.18	N.M%	N.M%
net income (loss), assuming dilution	(0.74)	0.80	0.28	1.23	1.15	N.M	N.M
cash dividends	0.105	0.14	0.14	0.14	0.13	(25.0)	(0.9)
book value	10.85	11.57	10.63	10.15	8.79	(6.2)	8.5
BALANCE SHEET DATA (5)							
working capital	$ 78,629	99,977	99,324	102,730	69,777	(21.4)%	6.7%
property, plant and equipment, net	112,322	126,407	123,310	128,805	91,231	(11.1)	7.9
total assets	289,580	343,980	331,714	355,369	243,952	(15.8)	6.5
capital expenditures	8,050	22,559	10,689	35,879	26,958	(64.3)	(11.0)
long-term debt	109,168	135,808	140,312	152,312	76,541	(19.6)	7.8
funded debt (1)	111,656	137,486	138,650	151,616	65,623	(18.8)	7.8
shareholders' equity	121,802	129,640	128,428	132,073	110,789	(6.0)	8.4
capital employed (4)	233,458	267,126	267,078	283,689	176,412	(12.6)	8.1
RATIOS & OTHER DATA (5)							
gross profit margin	13.7%	17.3%	15.8%	17.5%	18.2%		
operating income (loss) margin	(0.0)	5.1	3.3	6.4	6.9		
net income (loss) margin	(2.0)	1.9	0.8	3.4	3.5		
EBITDA margin	4.4	9.1	7.2	9.6	9.9		
effective income tax rate	33.0	31.5	24.8	28.3	36.0		
funded debt-to-total capital ratio (1)	47.8	51.5	51.9	53.4	37.2		
return on average total capital	(0.9)	6.0	3.6	8.6	10.1		
return on average equity	(6.6)	7.3	2.8	13.5	15.2		
working capital turnover	4.0	4.4	4.3	4.7	5.3		
days sales in receivables	50	49	49	49	49		
inventory turnover	5.1	5.4	5.6	5.8	6.4		
STOCK DATA							
stock price							
high	$ 7.25	11.06	19.13	22.19	19.63		
low	1.63	5.00	5.13	16.50	11.50		
close	4.95	5.81	8.25	18.88	16.63		
P/E ratio (2)							
high (6)	N.M	13.7	67.6	17.6	16.6		
low (6)	N.M	6.2	18.1	13.1	9.7		
daily average trading volume (shares)	16.2	15.8	30.4	16.0	19.7		

(1) Funded debt includes long- and short-term debt, less restricted investments.
(2) P/E ratios based on trailing 12-month net income (loss) per share.
(3) EBITDA represents earnings before interest, income taxes, depreciation and amortization.
(4) Capital employed includes funded debt and shareholders' equity.
(5) Phillips, Wetumpka and Artee included in consolidated results from their fiscal 1998 acquisitions by Culp.
(6) N.M - Not meaningful

ITEM 7. 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 thereto.

Overview

Culp is one of the largest integrated marketers in the world for upholstery fabrics for furniture and is one of the leading global producers of mattress fabrics (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.

The company's operating segments are upholstery fabrics and mattress ticking, with related divisions organized within those segments. In upholstery fabrics, Culp Decorative Fabrics markets jacquard and dobby woven fabrics for residential and commercial furniture. Culp Velvets/Prints markets a broad range of printed and velvet fabrics used primarily for residential and juvenile furniture. Culp Yarn manufactures specialty filling yarn that is primarily used by Culp. In mattress ticking, Culp Home Fashions 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 (loss) as a percentage of net sales.

	2001	2000	1999
Net sales	100.0%	100.0%	100.0%
Cost of sales	86.3	82.7	84.2
Gross profit	13.7	17.3	15.8
Selling, general and administrative expenses	12.3	12.3	12.4
Restructuring expense	1.4	0.0	0.0
Income (loss) from operations	(0.0)	5.1	3.3
Interest expense	2.2	2.0	2.0
Interest income	(0.0)	(0.0)	(0.0)
Other expense	0.8	0.3	0.4
Income (loss) before income taxes	(3.0)	2.8	1.0
Income taxes *	33.0	31.5	24.8
Net income (loss)	(2.0)%	1.9%	0.8%

* Calculated as a percent of income (loss) 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 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	2001	2000	1999	2000-2001	1999-2000
Upholstery Fabrics:					
Culp Decorative Fabrics	$170,326	$213,197	$222,058	(20.1)%	(4.0)%
Culp Velvets/Prints	122,105	151,543	144,073	(19.4)	5.2
Culp Yarn	12,581	17,570	21,513	(28.4)	(18.3)
	305,012	382,310	387,644	(20.2)	(1.4)
Mattress Ticking:					
Culp Home Fashions	104,798	105,769	95,440	(0.9)	10.8
	$409,810	$488,079	$483,084	(16.0)%	1.0%

Restructuring Actions

During 2001 the company initiated a restructuring plan intended to lower costs, increase efficiency and position the company to operate profitably within the current environment of reduced demand. The plan involves the consolidation of certain manufacturing capacity, the closure of some facilities and an extensive reduction in selling, general and administrative expenses. The company also recognized certain inventory write-downs as part of this initiative. The total charge from the restructuring, cost reduction and inventory write-down initiatives is expected to total $8.5 million, about $3.4 million of which represents non-cash items. The company recognized $7.4 million of restructuring and related charges during 2001 and expects to record the remaining charges related to restructuring during the first half of 2002. The company expects to realize annualized cost reductions of at least $12 million when these steps are fully implemented. See Note 2 to the consolidated financial statements.

2001 Compared with 2000

Net Sales. Net sales for 2001 decreased by $78.3 million, or 16.0%, compared with 2000. The company's sales of upholstery fabrics decreased 20.2% to $305.0 million and mattress ticking sales decreased 0.9% to $104.8 million. Key factors influencing the year-to-year comparison were the sharp, persistent weakness in consumer spending on home furnishings, especially in promotional price categories, and the strength in the U.S. dollar that had an adverse impact on exports. Culp's international sales declined 30.0% in 2001, following an industry-wide trend. Although Culp's international sales will continue to be influenced significantly by the value of the U.S. dollar relative to other currencies, the company has a diversified global base of customers and is seeking to broaden that further to minimize exposure to economic uncertainties in any geographic area.

After a number of years of increasing sales, Culp Home Fashions (primarily mattress ticking) during 2001 recorded a decline in sales of 0.9%. The company believes that this decline was less than that experienced for the industry as a whole, which was affected by the slowdown in consumer spending.

Since the close of fiscal 2001, the company has continued to experience weakness in U.S. and international demand. Looking forward to fiscal 2002, the company recognizes that persistent weak demand will continue to present challenges, but management is hopeful that reduced costs from its restructuring plan will enable it to report a profit for 2002 as a whole.

Gross Profit and Cost of Sales. Gross profit declined 33.9% for fiscal 2001 and decreased as a percentage of net sales from 17.3% to 13.7%. The decline was due principally to lower sales volume that led to unfavorable cost variances in the company's upholstery fabrics operation. The company is taking steps to lower expenses by consolidating certain operations and reducing personnel, but does not expect to realize the full benefit of these actions until the second half of 2002.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for 2001 decreased 16.0% from the prior year and accounted for 12.3% of sales for 2001 and 2000. Reflecting the momentum of the company's actions to reduce expenses, selling, general and administrative expenses for the fourth quarter declined 28.8% from the year-earlier period and, as a percentage of sales, declined from 11.5% to 10.5%.

Interest Expense. Net interest expense for 2001 declined from $9.5 million to $9.1 million due to lower average borrowings, partially offset by higher interest rates.

Other Expense. Other expense for 2001 totaled $3.3 million compared with $1.6 million in the prior year. The increase was principally due to lower investment income on assets related to the company's nonqualified deferred compensation plan, mark-to-market losses on foreign currency forward contracts for anticipated purchases in the Euro and mark-to-market losses on interest rate swaps that no longer serve as a hedge due to the repayment of debt.

Income Taxes. The effective tax rate for 2001 was 33.0% compared with 31.5% in the prior year. The lower rates for 2001 and 2000 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 2001 to be approximately 34%.

Net Income (Loss) Per Share. Diluted net loss per share for 2001 totaled $0.74 compared with net income for 2000 of $0.80.

2000 Compared with 1999

Net Sales. Net sales for 2000 increased by $5.0 million, or 1.0%, compared with 1999. The company's sales of upholstery fabrics decreased 1.4% to $382.3 million and mattress ticking sales increased 10.8% to $105.8 million. This was the first full year in which the company operated with its current structure of four divisions. This corporate organization, which evolved from one in which there were six business units, groups related operations together; and its adoption in 1999 was accompanied by several changes in managerial positions. The company believes that this new structure is yielding a number of benefits including improved customer service, more effective use of design resources and increased manufacturing efficiency. Culp believes that these factors aided its total net sales to U.S.-based accounts for 2000, which rose 2.0% for the year.

This growth was offset by a decline of 2.0% in international sales. After several years of above-average growth, Culp's international sales declined 17.4% in 1999, following an industry-wide trend. The company took steps to mitigate the impact of this trend by significantly curtailing production schedules for certain international-targeted fabrics, introducing a new line of printed cotton upholstery fabrics, and shifting its marketing focus to geographic areas where demand appeared more favorable. The company believes that the significantly smaller decline in international sales for 2000 reflects the results of these actions.

The increased sales by Culp Home Fashions (primarily mattress ticking) during 2000 marked a continuation of the longer-term expansion that this division had experienced. The introduction of new designs and fabric constructions, and the advantages of the company's vertical integration, have been significant factors in 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 2000 increased 11.2% to $84.7 million and increased as a percentage of net sales from 15.8% to 17.3%. The company has taken a number of actions to increase gross profit, including a shift of its production capacity toward more profitable fabric categories and substantial steps to reduce operating expenses and raise productivity.

Selling, General and Administrative Expenses. Selling, general and administrative expenses for 2000 decreased 0.1% and accounted for 12.3% of sales versus 12.4% in the prior year. The company has increased its resources for the design of new fabrics and for enhanced information systems.

Interest Expense. Net interest expense of $9.5 million for 2000 compared with $9.4 million in the prior year. Although the company generally had lower average borrowings during 2000, the reduced debt was offset by lower capitalized interest related to capital expenditures and higher average interest rates.

Other Expense. Other expense for 2000 totaled $1.6 million compared with $1.9 million in the prior year. The decrease is principally due to lower losses on disposal of fixed assets.

Income Taxes. The effective tax rate for 2000 was 31.5% compared with 24.8% in the prior year. The lower rates for 2000 and 1999 as compared with the federal statutory rate of 35% are due principally to tax benefits related to the company's international sales, non-taxable gains related to life insurance contracts 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 2000 totaled $0.80 compared with $0.28 in fiscal 1999.

Liquidity and Capital Resources

Liquidity. Cash and cash investments were $1.2 million as of April 29, 2001 compared with $1.0 million at the end of 2000. Funded debt (long-term debt, including current maturities) amounted to $111.7 million at the close of 2001 versus $137.5 million at the end of 2000. As a percentage of total capital (funded debt plus total shareholders' equity), the company's borrowings amounted to 47.8% as of April 29, 2001 compared with 51.5% at the end of 2000. The company's working capital as of April 29, 2001 was $78.6 million compared with $100.0 million at the close of 2000.

The company's cash flow from operations was $36.1 million for 2001, consisting of $13.3 million from operations (net loss plus depreciation, amortization, deferred income taxes and restructuring expense) plus $22.8 million from changes in working capital.

In separate authorizations in June 1998, March 1999, September 1999 and December 1999, the board of directors of the company authorized the use of a total of $20.0 million to repurchase the company's common stock. During 2000 and 1999, the company invested $12.2 million to repurchase a total of 1.8 million shares. There were no purchases during 2001 under these authorizations, and the company is currently restricted from any additional stock repurchases under the terms of its bank credit facility.

Financing Arrangements. Culp has $75 million of senior unsecured notes with a fixed coupon rate of 6.76% and an average remaining term of seven years. In addition, the company has a $25 million syndicated, mulit-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. In January 2001, the company amended the credit facility to amend certain covenants. Additionally, the amendment increased the interest rate from LIBOR plus 1.10% to 1.60% to LIBOR plus 2.50% to 4.25%. The interest rate matrix is based on the company's debt to EBITDA ratio, as defined by the facility, such that a lower ratio allows for a lower interest rate. The amended facility also limits capital expenditures and restricts dividends and common stock repurchases. As of April 29, 2001, the company had outstanding balances of approximately $1 million under the credit facility. See Note 10 to the company's consolidated financial statements.

The company also has a total of $33.0 million in currently outstanding industrial revenue bonds ("IRBs") which have been used to finance capital expenditures. The IRBs bear interest at variable rates with a weighted average of 8.93%, including the letter of credit fee percentage. The IRBs are collateralized by letters of credit for the outstanding balance of the IRBs and certain interest payments due thereunder. The January 2001 amendment to the credit facility also increased the letter of credit fees to a range from 2.50% to 4.25%, based on the company's debt to EBITDA ratio.

The company's loan agreements require, among other things, that the company maintain compliance with certain financial ratios. As of April 29, 2001, the company was in compliance with these amended financial covenants.

As of April 29, 2001, the company had two interest rate swap agreements with a $10 million notional amount. During 2001, the company recorded a mark-to-market loss of $219,000 because the interest rate swap agreements no longer serve as a hedge due to the repayment of debt. The company also enters into foreign exchange forward and option contracts to hedge against currency fluctuations with respect to firm commitments and anticipated transactions 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, primarily for modernization, totaled $8.1 million for 2001 compared with $22.6 million for 2000. The company anticipates capital spending of approximately $4 million in 2002.

The company believes that cash flows from operations and funds available under its credit facilities will be sufficient for the foreseeable future to meet its needs for normal working capital and capital spending as permitted under the terms of the company's loan agreements.

Inflation

The cost of certain of the company's raw materials, principally fibers from petroleum derivatives, and utility/energy costs have increased somewhat; but overall operating expenses are remaining generally stable. 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

Effective April 30, 2001, the company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities," as amended, which establishes accounting and reporting standards for derivative instruments and hedging activities. SFAS No. 133 requires that an entity recognize all derivatives as either assets or liabilities in the consolidated balance sheet and measure those instruments at fair value. The adoption of this statement will not have a material effect on the Company's financial condition or results of operations. However, its application may increase the volatility of other expense in the consolidated statements of income (loss) and other comprehensive income (loss) in the consolidated statements of shareholders' equity.

Forward-Looking Information

The company's annual report on Form 10-K contains statements that may be deemed "forward-looking statements" within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. 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. Additionally, economic and political instability in international areas could affect the demand for the company's products.

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 April 29, 2001.

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 industrial revenue bonds. To lower or limit overall borrowing costs, the Company entered 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 monthly basis, the amounts, if any, by which the Company's interest payments covered by swap agreements differ from those of the counterparty. These amounts were recorded as adjustments to interest expense. As of April 29, 2001, the fair value of the swap agreements and changes in fair value resulting from changes in market interest rates are recognized in the consolidated financial statements because the interest rate swaps no longer serve as a hedge due to the repayment of debt. The annual impact on the Company's results of operations of a 100 basis point interest rate change on the April 29, 2001 outstanding balance of the variable rate debt would be approximately $320,000 irrespective of any interest rate swaps.

The Company's exposure to fluctuations in foreign currency exchange rates is due primarily to a foreign subsidiary domiciled in Canada and firmly committed and anticipated 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 firmly committed and anticipated purchases of 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 April 29, 2001 would not have a significant impact on the Company's results of operations or financial position. Additionally, as the Company utilizes foreign currency instruments for hedging anticipated and firmly committed transactions, a loss in fair value for those instruments is generally offset by increases in the value of the underlying exposure. During 2001, mark-to-market losses on foreign currency forward contracts for anticipated purchases in the Euro totaled $643,000, which was included in other expense. Other foreign currency fluctuations did not have a material impact on the Company's results of operations and financial position during fiscal years 2001, 2000 and 1999.

ITEM 8. CONSOLIDATED FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Management's Statement of Responsibility

The management of Culp, Inc. is responsible for the accuracy and consistency of all the information contained in this annual report on Form 10-K, including the financial statements. These statements have been prepared to conform with accounting principles generally accepted in the United States of America. 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 auditing standards generally accepted in the United States of America and provides an opinion on the financial statements prepared by management. Their report for 2001 is presented below.

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 Audit 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).

Robert G. Culp, III
Chairman and Chief Executive Officer
May 31, 2001

Franklin N. Saxon
Executive Vice President and
Chief Financial Officer
May 31, 2001

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 April 29, 2001 and April 30, 2000, and the related consolidated statements of income (loss), shareholders' equity, and cash flows for each of the years in the three-year period ended April 29, 2001. 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 auditing standards generally accepted in the United States of America. 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 April 29, 2001 and April 30, 2000, and the results of their operations and their cash flows for each of the years in the three-year period ended April 29, 2001, in conformity with accounting principles generally accepted in the United States of America.

KPMG LLP
Greensboro, North Carolina
May 31, 2001

CONSOLIDATED BALANCE SHEETS

April 29, 2001 and April 30, 2000 (dollars in thousands, except share data)

	2001	2000
ASSETS		
current assets:		
cash and cash investments	$ 1,207	1,007
accounts receivable	57,849	75,223
inventories	59,997	74,471
other current assets	7,856	10,349
total current assets	126,909	161,050
property, plant and equipment, net	112,322	126,407
goodwill	48,478	49,873
other assets	1,871	6,650
total assets	$289,580	343,980
LIABILITIES AND SHAREHOLDERS' EQUITY		
current liabilities:		
current maturities of long-term debt	$ 2,488	1,678
accounts payable	27,371	37,287
accrued expenses	17,153	22,108
income taxes payable	1,268	0
total current liabilities	48,280	61,073
long-term debt	109,168	135,808
deferred income taxes	10,330	17,459
total liabilities	167,778	214,340
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 11,221,158 at April 29, 2001 and 11,208,720 at April 30, 2000	561	560
capital contributed in excess of par value	36,915	35,266
retained earnings	84,326	93,814
total shareholders' equity	121,802	129,640
total liabilities and shareholders' equity	$289,580	343,980

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME (LOSS)

For the years ended April 29, 2001, April 30, 2000, and May 2, 1999 (dollars in thousands, except per share data)	2001	2000	1999
net sales	$ 409,810	488,079	483,084
cost of sales	353,823	403,414	406,976
gross profit	55,987	84,665	76,108
selling, general and administrative expenses	50,366	59,935	59,968
restructuring expense	5,625	0	0
income (loss) from operations	(4)	24,730	16,140
interest expense	9,114	9,521	9,615
interest income	(46)	(51)	(195)
other expense	3,336	1,566	1,864
income (loss) before income taxes	(12,408)	13,694	4,856
income taxes	(4,097)	4,314	1,206
net income (loss)	$ (8,311)	9,380	3,650
net income (loss) per share	$ (0.74)	0.81	0.28
net income (loss) per share, assuming dilution	$ (0.74)	0.80	0.28

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

For the years ended April 29, 2001 April 30, 2000 and May 2, 1999 (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, May 3, 1998	13,007,021	$ 650	40,882	90,541	132,073
cash dividends ($0.14 per share)				(1,788)	(1,788)
net income				3,650	3,650
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	89,858	128,428
cash dividends ($0.14 per share)				(1,611)	(1,611)
net income				9,380	9,380
common stock issued in connection with stock option plans	13,813	1	78		79
common stock purchased	(884,264)	(45)	(2,778)	(3,813)	(6,636)
balance, April 30, 2000	11,208,720	560	35,266	93,814	129,640
cash dividends ($0.105 per share)				(1,177)	(1,177)
net loss				(8,311)	(8,311)
common stock issued in connection with stock option plans	12,438	1	1,649		1,650
balance, April 29, 2001	11,221,158	$ 561	36,915	84,326	121,802

The accompanying notes are an integral part of the consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended April 29, 2001, April 30, 2000, and May 2, 1999 (dollars in thousands)	2001	2000	1999
cash flows from operating activities:			
net income (loss)	$ (8,311)	9,380	3,650
adjustments to reconcile net income (loss) to net cash provided by operating activities:			
depreciation	19,391	19,462	18,549
amortization of intangible assets	1,591	1,596	1,570
amortization of deferred compensation	360	250	250
provision for deferred income taxes	(5,394)	2,176	1,064
restructuring expense	5,625	-	-
changes in assets and liabilities:			
accounts receivable	17,374	(4,720)	3,133
inventories	14,474	(7,401)	12,124
other current assets	827	(16)	522
other assets	171	(770)	(654)
accounts payable	(4,530)	1,029	(8,893)
accrued expenses	(6,767)	890	2,486
income taxes payable	1,268	-	(1,282)
net cash provided by operating activities	36,079	21,876	32,519
cash flows from investing activities:			
capital expenditures	(8,050)	(22,559)	(10,689)
purchase of restricted investments	-	(40)	(119)
sale (purchase) of investments related to deferred compensation plan	4,547	-	(735)
sale of restricted investments	-	3,380	800
net cash used in investing activities	(3,503)	(19,219)	(10,743)
cash flows from financing activities:			
proceeds from issuance of long-term debt	564	9,543	2,637
principal payments on long-term debt	(26,394)	(14,047)	(16,284)
cash dividends paid	(1,177)	(1,611)	(1,788)
proceeds from common stock issued	17	21	35
payments to acquire common stock	-	(6,636)	(5,542)
change in accounts payable - capital expenditures	(5,386)	10,571	(2,637)
net cash used in financing activities	(32,376)	(2,159)	(23,579)
increase (decrease) in cash and cash investments	200	498	(1,803)
cash and cash investments, beginning of year	1,007	509	2,312
cash and cash investments, end of year	$ 1,207	1,007	509

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 2001, 2000 and 1999 included 52 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.

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 (loss).

Interest costs of $99,000, $146,000 and $365,000 incurred during the years ended April 29, 2001, April 30, 2000 and May 2, 1999, respectively, for the 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 (loss).

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 (loss) 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 April 29, 2001, the amount of such undistributed income was $21.2 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 - SFAS No. 123, Accounting for Stock-Based Compensation, 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 is approximately $104 million at April 29, 2001. See notes 10 and 16 for fair value disclosures related to interest rate swaps and foreign currency forward contracts, respectively.

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. During 2001, the interest rate swaps no longer serve as a hedge due to the repayment of debt, consequently the interest rate swaps were recorded at fair value (see note 10).

Forward Contracts - Gains and losses related to qualifying hedges of firm commitments to purchase fixed assets are deferred and included in the measurement of the related foreign currency transaction when the hedged transaction occurs. During 2001, the company adopted a policy to manage the exposure related to purchases of inventories denominated in the Euro through the use of forward foreign currency exchange contracts. At April 29, 2001, the duration of these contracts is 12 months and attempts to match the anticipated payable payments.

Per Share Data - Statement of Financial Accounting Standards No. 128 requires the reporting of both net income (loss) per share and net income (loss) per share, assuming dilution. The following table reconciles the numerators and denominators of net income (loss) per share and net income (loss) per share, assuming dilution:

	2001			2000			1999		
(Amounts in thousands, except per share data)	(Loss) (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount	Income (Numerator)	Shares (Denominator)	Per Share Amount
Net income (loss) per share	$ (8,311)	11,210	$ (0.74)	$ 9,380	11,580	$ 0.81	$ 3,650	12,909	$ 0.28
Effect of dilutive securities:									
Options	0	0		0	101		0	155	
Net income (loss) per share, assuming dilution	$ (8,311)	11,210	$ (0.74)	$ 9,380	11,681	$ 0.80	$ 3,650	13,064	$ 0.28

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 2000 and 1999 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. RESTRUCTURING

To reduce costs and improve efficiency, the company is streamlining corporate structure, consolidating manufacturing operations and closing certain facilities. In fiscal 2001, the company recorded restructuring charges of $6.5 million. A portion of this restructuring charge, related to the write-down of inventories ($0.9 million), has been classified as a component of cost of sales. In addition, the company recognized restructuring related charges, primarily costs related to moving equipment, of $0.9 million in 2001. The company expects to recognize additional restructuring related charges, primarily costs related to moving equipment, of approximately $1.1 million in 2002.

The following summarizes the fiscal 2001 restructuring (amounts in thousands):

	Charges	Non-cash Write-downs	Paid in 2001	April 29, 2001 Reserve Balance
Non-cash write-downs of fixed assets to net realizable value	$2,540	2,540	-	-
Non-cash write-downs of inventories	874	874	-	-
Employee termination benefits (110 salaried associates)	969	-	491	478
Lease termination costs and other contractual obligations	1,260	-	176	1,084
Other costs	856	-	35	821
Total	$6,499	3,414	702	2,383

3. ACCOUNTS RECEIVABLE

A summary of accounts receivable follows:

(dollars in thousands)	2001	2000
customers	$ 60,218	77,981
allowance for doubtful accounts	(1,282)	(1,477)
reserve for returns and allowances	(1,087)	(1,281)
	$ 57,849	75,223

4. INVENTORIES

A summary of inventories follows:

(dollars in thousands)	2001	2000
inventories on the FIFO cost method		
raw materials	$ 31,489	43,661
work-in-process	4,748	5,970
finished goods	24,148	25,733
total inventories on the FIFO cost method	60,385	75,364
adjustments of certain inventories to the LIFO cost method	(388)	(893)
	$ 59,997	74,471

5. PROPERTY, PLANT AND EQUIPMENT

A summary of property, plant and equipment follows:

(dollars in thousands)	depreciable lives (in years)	2001	2000
land and improvements	10	$ 2,243	2,325
buildings and improvements	7-40	30,620	31,065
leasehold improvements	7-10	2,534	2,659
machinery and equipment	3-12	200,976	195,387
office furniture and equipment	3-10	11,517	11,583
capital projects in progress		1,125	7,930
		249,015	250,949
accumulated depreciation		(136,693)	(124,542)
		$ 112,322	126,407

6. GOODWILL

A summary of goodwill follows:

(dollars in thousands)	2001	2000
goodwill	$ 55,547	55,547
accumulated amortization	(7,069)	(5,674)
	$ 48,478	49,873

7. ACCOUNTS PAYABLE

A summary of accounts payable follows:

(dollars in thousands)	2001	2000
accounts payable - trade	$ 21,949	26,479
accounts payable - capital expenditures	5,422	10,808
	$ 27,371	37,287

8. ACCRUED EXPENSES

A summary of accrued expenses follows:

(dollars in thousands)	2001	2000
compensation and benefits	$ 6,503	14,748
restructuring	2,383	0
other	8,267	7,360
	$ 17,153	22,108

9. INCOME TAXES

A summary of income taxes follows:

(dollars in thousands)	2001	2000	1999
current			
federal	$ (315)	657	(1,508)
state	11	45	(442)
Canadian	1,601	1,436	2,092
	1,297	2,138	142
deferred			
federal	(4,565)	1,514	612
state	(905)	378	279
Canadian	76	284	173

	2001	2000	1999
	(5,394)	2,176	1,064
	$(4,097)	4,314	1,206

Income before income taxes related to the company's Canadian operation for the years ended April 29, 2001, April 30, 2000, and May 2, 1999 was $4,400,000, $4,900,000 and $6,900,000, 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:

	2001	2000	1999
federal income tax rate	(35.0)%	35.0%	35.0%
state income taxes, net of federal income tax benefit	(4.7)	2.0	(2.2)
exempt income of foreign sales corporation	(0.4)	(3.6)	(2.8)
gains on life insurance contracts	5.0	(1.5)	(3.9)
other	2.1	(0.4)	(1.3)
	(33.0)%	31.5%	24.8%

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)	2001	2000
deferred tax liabilities:		
property, plant and equipment, net	$ (15,753)	(14,987)
goodwill	(3,938)	(3,175)
other	(1,095)	(1,324)
total deferred tax liabilities	(20,786)	(19,486)
deferred tax assets:		
accounts receivable	724	843
inventories	3,295	2,396
compensation	556	2,358
liabilities and reserves	2,021	1,381
alternative minimum tax	1,061	1,485
net operating loss carryforwards	8,028	528
gross deferred tax assets	15,685	8,991
valuation allowance	0	0
total deferred tax assets	15,685	8,991
	$ (5,101)	(10,495)

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

(dollars in thousands)	2001	2000
other current assets	$ 5,229	6,964
deferred income taxes	(10,330)	(17,459)
	$ (5,101)	(10,495)

At April 29, 2001, the company had an alternative minimum tax credit carryforward of approximately $1,061,000 for federal income tax purposes. Federal and state net operating loss carryforwards with related tax benefits of $8,028,000 at April 29, 2001 expire in varying amounts through fiscal 2021. The company believes that it is more likely than not that the results of future operations will generate sufficient taxable income to realize the existing deferred tax assets.

Income tax refunds, net of income tax payments, were $369,000 in 2001. Income taxes paid, net of income tax refunds, were $2,027,000 in 2000 and $2,217,000 in 1999.

10. LONG-TERM DEBT

A summary of long-term debt follows:

(dollars in thousands)	2001	2000
senior unsecured notes	$ 75,000	75,000
industrial revenue bonds and other obligations	32,959	32,452
revolving credit facility	999	25,000
obligations to sellers	2,698	5,034
	111,656	137,486
current maturities	(2,488)	(1,678)
	$109,168	135,808

The senior unsecured notes have a fixed coupon rate of 6.76% and an average remaining term of 7 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 a 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 $25,000,000. The agreement requires payment of a quarterly facility fee. In January

2001, the company amended the Credit Agreement to amend certain covenants. Additionally, the amendment increased the interest rate from LIBOR plus 1.10% to 1.60% to LIBOR plus 2.50% to 4.25%. The interest rate matrix is based on the company's debt to EBITDA ratio, as defined by the agreement. The amended agreement also limits capital expenditures and restricts dividends and common stock repurchases. On borrowings outstanding at April 29, 2001, the interest rate was 9.06% (LIBOR plus 4.00%).

The company's $2,000,000 revolving line of credit expires in April 2002. At April 29, 2001, 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 2009 to 2013. At April 29, 2001, the bonds bear interest at variable rates with a weighted average of 8.93%, including the letter of credit fee percentage. The IRBs are collateralized by letters of credit for the outstanding balance of the IRBs and certain interest payments due thereunder. The January 2001 amendment to the Credit Agreement also increased the letter of credit fees to a range from 2.50% to 4.25%, based on the company's debt to EBITDA ratio. The letter of credit fee percentage as of April 29, 2001 was 4.00%.

The company's loan agreements require, among other things, that the company maintain compliance with certain financial ratios. At April 29, 2001, the company was in compliance with these amended financial covenants.

At April 29, 2001, the company had two interest rate swap agreements with a bank. The following table summarizes certain data regarding the interest rate swaps:

notional amount	interest rate	expiration date
$5,000,000	6.9%	June 2002
$5,000,000	6.6%	July 2002

During 2001, the company recorded a mark-to-market loss of $219,000 because the interest rate swaps no longer serve as a hedge due to the repayment of debt. Net amounts received/paid under the interest rate swaps decreased interest expense by approximately $6,000 in 2001 and increased interest expense by approximately $262,000 in 2000 and $308,000 in 1999. 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: 2002 - $2,488,000; 2003 - $2,147,000; 2004 - $470,000; 2005 - $470,000; and 2006 - $11,469,000.

Interest paid during 2001, 2000 and 1999 totaled $8,950,000, $9,920,000, and $9,579,000, 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 $7,907,000 in 2001; $8,162,000 in 2000; and $7,440,000 in 1999. Future minimum rental commitments for noncancellable operating leases are $5,375,000 in 2002; $3,796,000 in 2003; $2,841,000 in 2004; $2,414,000 in 2005; $1,636,000 in 2006; and $2,186,000 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 $312,000 as of April 29, 2001.

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 April 29, 2001, 1,130,176 shares of common stock were authorized for issuance under the plan. Options are generally exercisable from one to five years after the date of grant and generally expire beginning five to 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 April 29, 2001, April 30, 2000 and May 2, 1999 and changes during the years ended on those dates is presented below:

	2001	2000	1999
	Weighted-Average Exercise	Weighted-Average Exercise	Weighted-Average Exercise

	Shares	Price	Shares	Price	Shares	Price
Outstanding at beginning of year	661,114	$ 9.98	622,052	$10.04	429,427	$11.06
Granted	130,250	3.11	49,375	8.80	209,375	7.62
Exercised	(2,438)	2.82	(7,313)	2.82	(10,750)	3.28
Canceled/expired	-	-	(3,000)	20.25	(6,000)	10.56
Outstanding at end of year	788,926	8.87	661,114	9.98	622,052	10.04
Options exercisable at year-end	549,926	10.41	461,114	10.88	422,052	11.18
Weighted-average fair value of options granted during the year	$1.60		3.54		$2.88	

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding at 4/29/01	Weighted-Avg. Remaining Contractual Life	Weighted-Avg. Exercise Price	Number Exercisable at 4/29/01	Weighted-Avg. Exercise Price
$ 3.03 - $ 3.03	119,000	4.9 years	$3.03	-	$ -
$ 4.00 - $ 7.50	118,926	3.0	4.91	118,926	4.91
$ 7.63 - $ 7.63	200,000	7.4	7.63	80,000	7.63
$ 7.75 - $ 12.75	235,375	4.6	10.11	235,375	10.11
$ 13.34 - $ 20.94	115,625	5.7	18.58	115,625	18.58
	788,926	5.3	8.87	549,926	10.41

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. As of April 29, 2001, the 58,500 options outstanding under the plan have exercise prices of $0.05 and a weighted-average remaining contractual life of 2.7 years. Options exercised during fiscal 2001, 2000 and 1999 were 0, 6,500 and 0, 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 generally exercisable on January 1, 2006. During fiscal 2001, 2000 and 1999, the compensation expense recorded under APB Opinion No. 25 was $360,000, $250,000 and $250,000, respectively.

As of April 29, 2001, the 96,000 options outstanding under the plan have exercise prices of $1.00 and a weighted-average remaining contractual life of 5.7 years. Options exercised during fiscal 2001, 2000 and 1999 were 10,000, 0 and 0, respectively. Had compensation cost for this stock-based compensation plan and the fixed stock option plan with 788,926 options outstanding at April 29, 2001 been determined consistent with SFAS No. 123, the company's net income (loss), net income (loss) per share and net income (loss) per share, assuming dilution would have been changed to the pro forma amounts indicated below:

(in thousands, except per share data)		2001	2000	1999
Net income (loss)	As reported	$(8,311)	9,380	3,650
	Pro forma	(8,548)	9,145	3,375
Net income (loss) per share	As reported	$ (0.74)	0.81	0.28
	Pro forma	(0.76)	0.79	0.26
Net income (loss) per share, assuming dilution	As reported	$ (0.74)	0.80	0.28
	Pro forma	(0.76)	0.78	0.26

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 2001, 2000 and 1999, respectively: dividend yield of 0%, 1.5% and 1.5%; risk-free interest rates of 4.6%, 5.7% and 5.4%; expected volatility of 54%, 49% and 47%; and expected lives of 5 years, 4 years and 4 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 $2,301,000 in 2001; $2,423,000 in 2000; and $1,612,000 in 1999.

In addition to the defined contribution plan, the company had a nonqualified deferred compensation plan covering officers and certain other associates. During 2001, the company terminated the nonqualified deferred compensation plan. As a result, the company surrendered the life insurance contracts related to the nonqualified plan in order to pay the participants. The proceeds from those life insurance contracts totaled $4,747,000. The company's nonqualified plan liability of $0 and $4,788,000 at April 29, 2001 and April 30, 2000, respectively, was included in accrued expenses in the accompanying consolidated balance sheets. The company also had assets related to the nonqualified plan of $0 and $4,864,000 at April 29, 2001 and April 30, 2000, respectively, which were 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 91%, 94% and 94% were denominated in U.S. dollars in 2001, 2000, and 1999, respectively, accounted for 19% of net sales in 2001 and 23% in 2000 and 1999, and are summarized by geographic area as follows:

(dollars in thousands)	2001	2000	1999
North America (excluding USA)	$ 34,049	36,032	31,102
Europe	6,262	16,351	19,578
Middle East	17,831	32,929	33,996
Asia and Pacific Rim	15,497	19,102	21,371
South America	1,028	2,343	3,484
All other areas	3,157	4,347	3,823
	$ 77,824	111,104	113,354

In 2001, one customer represented approximately 11% of consolidated net sales. In 2000 and 1999, 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)	2001	2000	1999
Net sales			
Upholstery Fabrics	$ 305,012	382,310	387,644
Mattress Ticking	104,798	105,769	95,440
	$ 409,810	488,079	483,084
Gross profit			
Upholstery Fabrics	$ 29,511	58,547	52,286
Mattress Ticking	26,476	26,118	23,822
	$ 55,987	84,665	76,108
Inventories			
Upholstery Fabrics	$ 47,129	60,305	55,565
Mattress Ticking	12,868	14,166	11,505
	$ 59,997	74,471	67,070

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 $45,230,000 in 2001; $39,479,000 in 2000; and $34,313,000 in 1999. The amount due from this customer at April 29, 2001 was approximately $5,399,000 and at April 30, 2000 was approximately $3,797,000.

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 $562,000 in 2001; $522,000 in 2000; and $555,000 in 1999.

Rents paid to entities owned by certain shareholders and officers of the company and their immediate families were $695,000 in 2001 and 2000; and $752,000 in 1999.

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 $1,547,000 and $4,761,000 of outstanding foreign exchange forward contracts as of April 29, 2001 and April 30,

2000, respectively (denominated in Euros at April 29, 2001). Due to the short maturity of these financial instruments, the fair values of these contracts approximate the contract amounts at April 29, 2001 and April 30, 2000, respectively.

During 2001, the company adopted a policy to manage the exposure related to purchases of inventories denominated in the Euro through the use of forward exchange contracts. At April 29, 2001, the duration of these contracts is 12 months and attempts to match the anticipated payable payments. At April 29, 2001, the amount of the remaining contracts was $11,715,000 and unrealized mark-to-market losses, recorded in accrued expenses in the balance sheet, were $643,000. These transactions do not qualify as hedges for financial reporting purposes and, as a result, changes in the fair value of the contracts are recorded as other expense in the statement of income (loss).

SELECTED QUARTERLY DATA

(amounts in thousands, except per share amounts)	fiscal 2001 4th quarter	fiscal 2001 3rd quarter	fiscal 2001 2nd quarter	fiscal 2001 1st quarter	fiscal 2000 4th quarter	fiscal 2000 3rd quarter	fiscal 2000 2nd quarter	fiscal 2000 1st quarter
INCOME STATEMENT DATA								
net sales	$ 101,071	95,880	110,981	101,878	129,419	113,181	129,542	115,937
cost of sales	85,978	86,047	94,094	87,704	107,342	94,712	105,835	95,525
gross profit	15,093	9,833	16,887	14,174	22,077	18,469	23,707	20,412
SG & A expenses	10,617	12,480	13,491	13,778	14,913	13,949	16,035	15,038
restructuring expense	3,121	2,504	0	0	0	0	0	0
income (loss) from operations	1,355	(5,151)	3,396	396	7,164	4,520	7,672	5,374
interest expense	2,284	2,222	2,285	2,323	2,255	2,366	2,484	2,416
interest income	(6)	(18)	(15)	(7)	(10)	(8)	(16)	(17)
other expense	1,209	811	575	741	366	229	416	555
income (loss) before income taxes	(2,132)	(8,166)	551	(2,661)	4,553	1,933	4,788	2,420
income taxes	(705)	(2,696)	209	(905)	1,362	501	1,628	823
net income (loss)	(1,427)	(5,470)	342	(1,756)	3,191	1,432	3,160	1,597
EBITDA (3)	$ 5,208	(648)	8,265	5,177	12,248	9,715	12,472	10,037
depreciation	4,610	4,738	4,983	5,060	4,981	4,965	4,757	4,759
cash dividends	0	392	393	392	393	396	399	423
weighted average shares outstanding	11,212	11,211	11,209	11,209	11,213	11,296	11,749	12,063
weighted average shares outstanding, assuming dilution	11,212	11,211	11,270	11,209	11,298	11,389	11,868	12,219
PER SHARE DATA								
net income (loss)	$ (0.13)	(0.49)	0.03	(0.16)	0.28	0.13	0.27	0.13
net income (loss), assuming dilution	(0.13)	(0.49)	0.03	(0.16)	0.28	0.13	0.27	0.13
cash dividends	0	0.035	0.035	0.035	0.035	0.035	0.035	0.035
book value	10.85	10.85	11.37	11.37	11.57	11.31	11.17	10.73
BALANCE SHEET DATA								
working capital	$ 78,629	90,968	94,272	100,288	99,977	97,440	92,800	100,394
property, plant and equipment, net	112,322	116,207	120,023	123,636	126,407	123,303	124,318	120,971
total assets	289,580	302,918	324,412	326,483	343,980	337,308	339,778	328,924
capital expenditures	1,518	2,873	1,370	2,289	8,085	3,950	8,104	2,420
long-term debt	109,168	119,213	125,079	135,150	135,808	137,052	133,875	136,228
funded debt (1)	111,656	121,372	126,757	136,828	137,486	137,683	134,468	136,222
shareholders' equity	121,802	121,586	127,441	127,492	129,640	126,867	126,482	129,229
capital employed (4)	233,458	242,958	254,198	264,320	267,126	264,550	260,950	265,451
RATIOS & OTHER DATA								
gross profit margin	14.9%	10.3%	15.2%	13.9%	17.1%	16.3%	18.3%	17.6%
operating income (loss) margin	1.3	(5.4)	3.1	0.4	5.5	4.0	5.9	4.6
net income (loss) margin	(1.4)	(5.7)	0.3	(1.7)	2.5	1.3	2.4	1.4
EBITDA margin	5.2	(0.7)	7.4	5.1	9.5	8.6	9.6	8.7
effective income tax rate	33.1	33.0	37.9	34.0	29.9	25.9	34.0	34.0
funded debt-to-total capital ratio (1)	47.8	50.0	49.9	51.8	51.5	52.0	51.5	51.3
working capital turnover	4.0	4.1	4.2	4.3	4.4	4.5	4.4	4.4
days sales in receivables	52	48	52	49	53	49	49	45
inventory turnover	5.4	4.9	5.1	4.7	5.5	4.8	5.5	5.4
STOCK DATA								
stock price								
high	$ 5.25	4.13	5.69	7.25	9.88	7.50	10.31	11.06
low	2.37	1.63	3.63	4.94	5.00	5.88	6.69	7.25
close	4.95	3.63	3.88	5.81	5.81	6.00	6.94	10.13
P/E ratio (2)								
high (5)	N.M	N.M	19.9	13.7	12.2	9.7	12.8	17.7
low (5)	N.M	N.M	12.7	9.3	6.2	7.6	8.3	11.6
daily average trading volume (shares)	13.0	39.1	6.6	6.7	12.0	10.0	18.8	21.9

(1) Funded debt includes long- and short-term debt, less restricted investments.
(2) P/E ratios based on trailing 12-month net income (loss) per share.
(3) EBITDA represents earnings before interest, income taxes, depreciation and amortization.
(4) Capital employed includes funded debt and shareholders' equity.
(5) N.M - Not meaningful

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

During the two years ended April 29, 2001 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 filed within 120 days after the end of the Company's fiscal year pursuant to Regulation 14A of the Securities and Exchange Commission, under the caption "Nominees, Directors and Executive Officers," 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 filed within 120 days after the end of the Company's fiscal year 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 filed within 120 days after the end of the Company's fiscal year 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 filed within 120 days after the end of the Company's fiscal year 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 are filed as part of this report.

Item	Page of Annual Report on Form 10-K
Consolidated Balance Sheets - April 29, 2001 and April 30, 2000	27
Consolidated Statements of Income (Loss) - for the years ended April 29, 2001, April 30, 2000, and May 2, 1999	28
Consolidated Statements of Shareholders' Equity - for the years ended April 29, 2001, April 30, 2000 and May 2, 1999	29
Consolidated Statements of Cash Flows - for the years ended April 29, 2001, April 30, 2000, and May 2, 1999	30
Consolidated Notes to Financial Statements	31
Report of Independent Auditors	26

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 15, 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.

3(iii) Articles of Amendment of Culp, Inc. dated October 5, 1999 for the purpose of amending its Restated Charter to fix the designation, preferences, limitations and relative rights of a series of its Preferred Stock. The Articles of Amendment of Culp, Inc. were filed as Exhibit 3(iii) to the Company's Form 10-Q for the quarter ended October 31, 1999, filed December 15, 1999, 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 5, 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 29, 1990, filed on July 25, 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) 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(j) 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(k) 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(l) 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(m) 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(n) 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(o) 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(p) 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(q) 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(r) 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(s) 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(t) 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(u) 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(v) 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(w) 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(x) 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(y) 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(z) $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(aa) 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.

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

10(bb) 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(cc) 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(dd) 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(ee) 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.

10(ff) Rights Agreement, dated as of October 8, 1999, between Culp, Inc. 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. The Rights Agreement was filed as Exhibit 99.1 to the Company's Form 8-K dated October 12, 1999, and is incorporated herein by reference.

10(gg) Third Amendment to Credit Agreement dated April 28, 2000, 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, as lenders. This amendment was filed as Exhibit 10(pp) to the Company's Form 10-K for the year ended April 30, 2000, and is incorporated herein by reference.

10(hh) Fourth Amendment to Credit Agreement dated July 30, 2000, 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, as lenders. This amendment was filed as Exhibit 10(qq) to the Company's Form 10-Q for the quarter ended July 30, 2000, and is incorporated herein by reference.

10(ii) Amendments to 1993 Stock Option Agreement dated September 26, 2000. This amendment was filed as Exhibit 10(rr) to the Company's Form 10-Q for the quarter ended October 29, 2000, and is incorporated herein by reference. (*)

10(jj) Fifth Amendment to Credit Agreement dated January 26, 2001, 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, as lenders. This amendment was filed as Exhibit 10(ss) to the Company's Form 10-Q for the quarter ended January 28, 2001, and is incorporated herein by reference.

10(kk) Second Amendment to Reimbursement and Security Agreements dated January 26, 2001, made by and between Culp, Inc. and Wachovia Bank, N.A. This amendment was filed as Exhibit 10(tt) to the Company's Form 10-Q for the quarter ended January 28, 2001, and is incorporated herein by reference.

21 List of subsidiaries of the Company

23(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, 333-27519, 333-59512 and 333-59514), dated March 20, 1987, September 18, 1990, June 13, 1994, September 22, 1995, May 21, 1997, April 25, 2001, and April 25, 2001.

24(a) Power of Attorney of Howard L. Dunn, Jr., dated June 29, 2001

24(b) Power of Attorney of H. Bruce English, dated June 25, 2001

24(c) Power of Attorney of Patrick B. Flavin, dated July 18, 2001

24(d) Power of Attorney of Patrick H. Norton, dated July 5, 2001

24(e) Power of Attorney of Earl N. Phillips, Jr., dated June 29, 2001

24(f) Power of Attorney of Judith C. Walker, dated June 27, 2001

b) Reports on Form 8-K:

The Company filed the following report on Form 8-K during the quarter ended April 29, 2001:

(1) Form 8-K dated February 20, 2001, 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 28, 2001.

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 52 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 26th day of July 2001.

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

By: /s/ Franklin N. Saxon
Franklin N. Saxon
(Executive 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 26th day of July 2001.

/s/ Robert G. Culp, III Robert G. Culp, III (Chairman of the Board of Directors)	/s/ Patrick H. Norton * Patrick H. Norton (Director)
/s/ Franklin N. Saxon Franklin N. Saxon (Director)	/s/ Judith C. Walker * Judith C. Walker (Director)
/s/ Howard L. Dunn, Jr.* Howard L. Dunn, Jr. (Director)	/s/ H. Bruce English* H. Bruce English (Director)
/s/ Patrick B. Flavin* Patrick B. Flavin (Director)	/s/ Earl N. Phillips, Jr.* Earl N. Phillips, Jr. (Director)

* By Franklin N. Saxon, Attorney-in-Fact, pursuant to Powers of Attorney filed with the Securities and Exchange Commission.

EXHIBITS INDEX

Exhibit Number	Exhibit
21	List of subsidiaries of the Company
23(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, 333-27519, 333-59512 and 333-59514), dated March 20, 1987, September 18, 1990, June 13, 1994, September 22, 1995, May 21, 1997, April 25, 2001, and April 25, 2001.
24(a)	Power of Attorney of Howard L. Dunn, Jr., dated June 29, 2001
24(b)	Power of Attorney of H. Bruce English, dated June 25, 2001
24(c)	Power of Attorney of Patrick B. Flavin, dated July 18, 2001
24(d)	Power of Attorney of Patrick H. Norton, dated July 5, 2001
24(e)	Power of Attorney of Earl N. Phillips, Jr., dated June 29, 2001
24(f)	Power of Attorney of Judith C. Walker, dated June 27, 2001

EXHIBIT 21

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

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 333-59512, 333-59514, 333-27519, 33-13310, 33-37027, 33-80206, and 33-62843 on Form S-8 of Culp, Inc. of our report dated May 31, 2001, relating to the consolidated balance sheets of Culp, Inc. and subsidiary as of April 29, 2001 and April 30, 2000, and the related consolidated statements of income (loss), shareholders' equity and cash flows for each of the years in the three-year period ended April 29, 2001, which report appears in the April 29, 2001 annual report on Form 10-K of Culp, Inc.

KPMG LLP
Greensboro, North Carolina
July 26, 2001

Exhibit 24(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 FRANKLIN N. SAXON 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 April 29, 2001 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 29, 2001

Exhibit 24(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 FRANKLIN N. SAXON 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 April 29, 2001 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/ H. Bruce English
H. Bruce English

Date: June 25, 2001

Exhibit 24(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 FRANKLIN N. SAXON 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 April 29, 2001 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 B. Flavin
Patrick B. Flavin

Date: July 18, 2001

Exhibit 24(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 FRANKLIN N. SAXON 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 April 29, 2001 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 5, 2001

Exhibit 24(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 FRANKLIN N. SAXON 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 April 29, 2001 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 29, 2001

Exhibit 24(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 FRANKLIN N. SAXON 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 April 29, 2001 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/ Judith C. Walker
Judith C. Walker

Date: June 27, 2001