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Q.Carolina Mills Inc. 1989 Annual Report

Highlights

 Carolina Mills, Inc. And Wholly Owned Subsidiary

 1989
 1988

 Earnings Per Share
 \$3.49

 \$1.67
 \$3.49

 Sales
 \$200,611,500

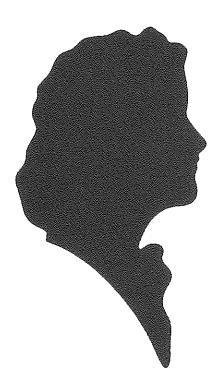
 Net Income
 \$6,655,434
 \$13,788,282

 Stockholders' Equity
 \$72,217,192
 \$69,786,318

 Number of Employees
 2,520
 2,639

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Message from the President

During 1989, Carolina Mills was able to show an increase in dollar volume of sales, but we did not maintain our profit margin and dropped to a net return on sales of 3.2%. A number of factors contributed to this lower return – one of the major ones being a 2.6 million dollar increase in LIFO position. Others were losses created in some plants due to installation of new equipment and lack of trained personnel. We continue to struggle with some of these problems but feel good about the progress being made.

New, modern equipment continues to be of prime importance; during 1989, we spent in excess of 10 million dollars on capital improvements. Installation of this equipment negatively impacts our profitability for short periods but will prove to be invaluable in protecting our position in the market and insuring increased profits in the future.

1989 completed one decade and another one is just around the corner. Looking back at the last 10 years, Carolina's total sales were over 1.6 billion dollars – from a year's low of 93 million to a high of 208 million. Total net profits for the decade were 62.7 million dollars – from a year's low of 4.3 million to a high of 13.8 million. Both sales and profits for the 10 years were 3 times greater than the previous decade. Continuing to grow at this pace would indicate that the next 10 years can be very good for your company.

Yours very truly,

F. Schnem

E. P. Schrum President



Administration

The Administrative activities within the company has been primarily devoted to enhancing the Data Processing support systems for managing the various functions in the company.

The design, development, and implementation of online data processing systems has been completed for the Fabric Sales Office and the Accounting Department in the corporate office.

The Fabric Sales office is linked with the Canton Flannel Weaving operation, Plant 3 located in Newton through a data transmission line. The systems provide for order entry, production planning, inventory control, shipping and invoicing.

These systems provide support and contribute to the effectiveness and efficiency of Plant 3's manufacturing operation and provides timely information to the administrative personnel in customer service.

The Accounting Department's new online systems consist of accounts receivables, accounts payable, and general ledger. These new systems provide the department with more current information and enhanced the performance of these functions.



Knit Goods Finishing Division

Production in the knit goods finishing division increased to 36.6 million pounds in 1989. The plant had an increase of just

over 4 million pounds, a 13% increase. From 1983 thru 1989 production has increased 75% or 15.5 million pounds in a 6 year period. The production level in the plant is near 900,000 pounds per week.

With the increase of production, new machinery was added. Two Pak-nit II shrinkage machines, two reels added to the 6 reel dryers, a new washer and a cloth turning machine were bought during the year.

The pad dyeing department is now all located at the Newton plant. A new Sail-rail system was installed to feed the pad dye machines and to store the goods on 3 levels during the reacting time required to bleach or dye the fabric.

A planning department was added to handle the scheduling of the production to fully utilize the machinery and to meet the required weekly shipments. Our customers receive the benefit of this addition through the customer service department.



Weaving Division

Imports of work gloves, primarily from the Far East, impacted the work glove manufacturing very severely. Also, a drop in automobile production also had an adverse effect on work glove usage.

On the positive side, the canton flannel operation, Plant No. 3, saw an increased demand for a "buffalo" nap on several styles of flannel. To meet this demand, an additional box napper was purchased.

A flow meter and a new air compressor were installed that enabled the plant to operate more economically. The flow meter

better measured the industrial waste discharge into the Newton sanitary system. This should reduce the waste charges from the city of Newton. The air compressor enabled the plant to operate more efficiently.

1990 will see the completion of the installation of a computer system in the plant that will be connected to the main frame in the Maiden corporate office. This system will facilitate shipping and inventory control, eliminate manual record keeping and monitor flannel weights.

No additional production equipment was added in 1989.

The plant returned to the 8 hour 3 shift operation. Despite all the changes in the plant, loom efficiency increased and quality improved.

Plant No. 14 saw many additions to the building. More offices, a conference room, a nurse's station and an enlarged employee canteen was built in 1989.

A Canadian sales representative was hired to the sales force. The initial response to our residential and contract fabrics in the Canadian Market was very gratifying. At the IDEX show in Toronto, the presentation of our fabrics by a large jobber whose sales cover all of Canada was well accepted.

Our jobber business and contract sales continued on a steady basis and were the prime sales of the plant. The end of the year saw residential sales drop which necessitated a curtailed running schedule. But the introduction of new residential patterns displayed at the October Furniture Market in High Point will enhance our sales when the furniture industry takes an upturn.



Sales Yarn Manufacturing

The end of the decade of the eighties brought many challenges and opportunities to the nine yarn plants. Tight labor markets, increasing customer demands, rapidly changing technologies, growing imports, and competition from new domestic sources are some of the more challenging problems which the company will face as we enter the 1990's. Certainly our commitment to modernization throughout the 1980's has proven to be not only correct but essential to our continued success.

During 1989, the installation of 16 Zinser/Murata link-spinning frames was completed at Plant No. 22. The yarn quality is excellent and the continued operation of this innovative technology should provide a good basis for further expansion of this new concept.

Plant No. 1 installed 8 new Rieter draw frames with auto levelling. These machines incorporate the latest technology to provide the best silver preparation anywhere in the world.

Plant No. 12 installed a new palletized yarn packing system. This system enables us to ship units weighing up to 1,000 pounds while carefully protecting the yarn packages to insure excellent preformance at our customers' plants.

The packing stations were updated to prepare bar coded labels on-site to conform with FASLINC standards and to set the stage for more electronic data interchange both within the company and with customers.

Working diligently and safely throughout the year, numerous safety awards were won in this division. Our people helped to make the Textile Industry the safest industry in the United States again this year. Q



Sales Yarn Division

The Sales Yarn Division had a record year in sales this past year. Demand for yarns in the knit and woven apparel markets was strong throughout the year. Demand in the woven residential upholstery and automotive upholstery markets was strong through the first half of the year but began to weaken in the second half of the year.

Polyester staple and rayon staple fibers were on allocation throughout most of the year and we were faced with major price increases on our two most important raw materials during the year. We were able to pass through the price increases and our allocations of fiber were sufficient to enable us to run a full schedule.

Extra costs associated with installing new link spinning equipment at our Plant No. 22 had a negative impact on earnings. Also earnings at this plant were impacted because of a change in inventory valuations because of a government cotton program. However, the installation of the new equipment will enable us to produce higher quality yarns on a more economical basis. This will position us to perform better in the future.

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Two of our long-time employees in the Carolina Maiden Corporation retired. Frank Cloninger with 43 years service and Edward Strauss with 25 years service will be missed by the company.

Continued emphasis on producing quality products, cost containment and servicing our customers' requirements have positioned us for maintaining our leadership position in the markets we serve. Q



CM Furniture, Inc.

CM Furniture in 1989 continued its marketing direction toward major accounts who offered the needed volume sales for the company. In 1989, we successfully placed our goods in several new accounts in the United States. Our export business increased dramatically with a distribution network established in Canada and England. These additional marketing networks will help CM Furniture increase sales volume in the upcoming year.

The April and October High Point Furniture Markets saw new additions added to the "Maiden Collection" and "Carolina Collection" which extended the offerings in the existing groups. With the success of these new offerings we increased efficiencys in manufacturing and raw material utilization and obtained higher margins in our base goods. Both lines of furniture increased volume and margins for the company.



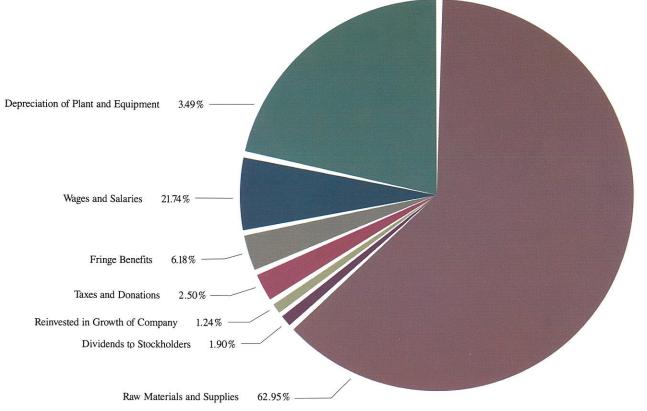
Distribution of Each Dollar of Income

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Carolina Mills, Inc. And Wholly Owned Subsidiaries Year Ended September 30, 1989

Distribution of Income

Total Income	\$210,163,503	100.00%
Wages and Salaries	\$ 45,687,014	21.74%
Fringe Benefits	12,999,963	6.18
Raw Materials and Supplies	132,306,704	62.95
Depreciation of Plant and Equipment	7,333,170	3.49
Taxes and Donations	5,247,918	2.50
Reinvested in Growth of Company	2,602,774	1.24
Dividends to Stockholders	3,985,960	1.90
	\$210,163,503	100.00%





Statement of Condition

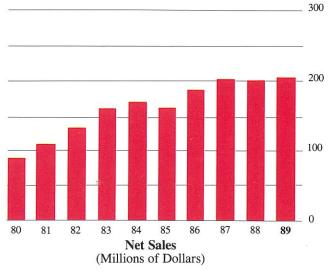
Carolina Mills, Inc. And Wholly Owned Subsidiaries

		Fiscal Year Ended	
Assets:		September 30 1989	October 1 1988
	Current Assets: Cash and Bank Balance Notes Receivable Accounts Receivable - Net Inventories Prepaid Expenses Temporary Investments	\$ 383,000 5,000 25,147,000 20,304,000 210,000 3,886,000	\$ 7,075,000 5,000 24,895,000 21,122,000 348,000 5,671,000
	Total Current Assets:	\$ 49,935,000	\$ 59,116,000
	Investments	\$ 3,052,000	\$ 3,314,000
	Fixed Assets	\$109,040,000 61,514,000	\$ 98,925,000 54,628,000
	Net Fixed Assets	\$ 47,526,000 \$ 2,100,000	\$ 44,297,000 \$ 1,153,000
	Total Assets:	\$102,613,000	\$107,880,000
Liabilities:	Current Liabilities: Notes Payable Accounts Payable	\$ 2,690,000 11,647,000	\$ 5,668,000 9,510,000
	Accruals	4,874,000	11,133,000
	Total Current Liabilities: Long Term Notes Payable &	\$ 19,211,000	\$ 26,311,000
	Deferred Taxes	11,185,000	11,093,000
	Total Liabilities:	\$ 30,396,000	\$ 37,404,000
Stockholders' Equity:			
	Capital Stock Paid in Surplus Earned Surplus	\$ 3,980,000 4,636,000 63,601,000	\$ 3,993,000 4,862,000 61,621,000
	Total Stockholders' Equity:	\$ 72,217,000	\$ 70,476,000
	Total Liabilities and Equity:	\$102,613,000	\$107,880,000

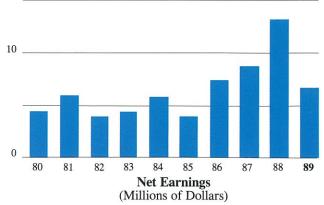


Ten Years In Review

	1989	1988	1987
Net Sales	\$207,997,333	\$200,621,500	\$204,205,292
Net Earnings Before Income Taxes Income Taxes Net Earnings	\$ 10,941,564 4,286,130 6,655,434	\$ 22,891,296 9,103,014 13,788,282	\$ 16,653,408 7,719,422 8,933,986
Dividends Paid Earnings Retained in Business Working Capital	 \$ 3,985,960 \$ 63,601,046 30,723,969 	\$ 3,941,221 \$ 60,931,572 32,114,939	\$ 3,244,125 \$ 51,084,511 31,064,819
Plant and Equipment- Less Depreciation Stockholders' Equity	\$ 47,525,870 72,217,192	\$ 44,296,673 69,786,318	\$ 39,884,391 59,291,257
Shares of Stock Outstanding Book Value Per Share	3,980,257 \$ 18.14	3,992,762 \$ 17.48	\$3,948,062 \$ 15.02
Per Share of Stock Net Earnings Dividends - Cash Cash Flow	\$1.67 \$1.00 \$3.51	\$3.49 \$1.00 \$5.19	\$2.26 \$.82 \$3.89



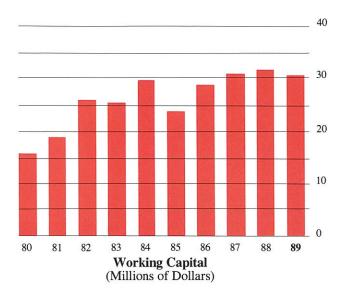
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1986	1985	1984	1983	1982	1981	1980
<u>\$187,884,211</u>	\$158,120,387	\$166,627,353	\$154,490,368	\$134,733,139	\$113,943,593	\$93,363,384
14,092,129	6,947,797	10,266,128	8,167,165	6,491,624	10,982,477	$8,269,717 \\3,676,568 \\4,593,149 \\1,468,589$
6,318,822	2,622,447	4,743,456	3,323,239	2,151,305	5,102,916	
7,773,307	4,325,350	5,522,672	4,843,926	4,340,319	<u>5,879,561</u>	
2,383,694	2,071,535	2,158,867	1,997,832	1,999,961	1,653,534	
45,394,650	40,005,037	37,589,041	34,225,236	31,379,142	26,074,428	21,848,401
	23,565,436	29,799,983	26,531,627	26,952,039	18,017,838	16,166,995
38,500,889	37,503,718	38,014,653	39,794,301	33,777,397	23,381,463	17,398,621
54,041,111	48,437,934	46,533,628	43,160,340	40,344,791	32,243,191	28,065,843
3,988,469	3,936,859	3,998,393	3,995,798	3,999,900	3,444,581	3,452,815
\$ 13.55	\$ 12.30	\$ 11.64	\$ 10.80	\$ 10.09	\$ 9.36	\$ 8.13
\$1.96	\$1.09	\$1.38	\$1.21	\$1.11	\$1.71	\$1.35
\$.60	\$.52	\$.54	\$.50	\$.50	\$.48	\$.43
\$3.42	\$2.46	\$2.66	\$2.34	\$2.04	\$2.43	\$2.34







Officers (Clockwise from far left)

Kenneth C. Issac Vice President Knit Finishing Division

Stephen G. Dobbins, Jr. Vice President Yarn Manufacturing Division Assistant Secretary

Edward P. Schrum Chief Executive Officer President Treasurer

Directors

Director Emeriti: Caldwell Ragan, Sr. Retired Textile Executive Board member since 4/25/61

D. Mark Boyd, III President Times Oil Corporation Board member since 11/23/76

***Thomas P. Pruitt, Jr.** Vice President Carolina Mills, Inc. Board member since 11/02/55 ***Hurshell H. Keener**

Investor Board member since 11/16/66

*Claude S. Abernethy, Jr. Vice President Interstate Securities Corporation Board member since 5/24/72

Locations

Corporate Headquarters PO Box 157 618 Carolina Avenue Telephone (704) 428-9911 FAX (704) 428-2335

Central Warehouse Data Processing Center General Administrative Offices Laboratory Trucking Department

Plant No. 1 (J.W. Abernethy), Maiden, NC Spun yarn from man-made fiber

Plant Manager, Gary Hefner Plant No. 2, Newton, NC Coarse open-end spun yarns

Plant Manager, Jim Bean Plant No. 3, Newton, NC

Woven canton flannel Plant Manager, Kermit Goodson

Plant No. 4, Newton, NC Commission finishing of tubular knit goods Plant Manager, Robert Bristow

Plant No. 5, Lincolnton, NC Spun yarns for the knitting trade Plant Manager, Fred Hoffman

Plant No. 6, Lincolnton, NC Spun polyester blend yarns Plant Manager, Fred Hoffman George A. Moretz Vice President Sales Yarn Division

Jerry G. Harbinson Vice President Administration Secretary

Thomas P. Pruitt, Jr. Vice President Weaving Division Assistant Treasurer

J.L. Thompson, Jr. Secretary to Board of Directors Board member since 11/12/59

*Julius W. Abernethy, Jr. President Carolina Glove Company Board member since 10/28/47

*Edward P. Schrum President Carolina Mills, Inc. Board member since 11/19/58

Julius W. Abernethy, III Vice President Carolina Glove Company Board member since 11/23/76

Robert A. Ragan Investments Board member since 11/22/77 *Executive committee

Plant No. 8, Maiden, NC Open-end spun yarns for knitting Plant Manager, J.V. Randall

Plant No. 12, Statesville, NC Fine count spun polyester yarns Plant Manager, Bob Cook

Plant No. 14, Hickory, NC Woven upholstery fabrics Plant Manager, Gary Bowers

Plant No. 21, Ranlo, NC Spun polyester yarns Plant Manager, J.C. Bridgeman

Plant Manager, J.C. Bridgemar Plant No. 22,

Ranlo, NC Combed cotton/polyester yarns Plant Manager, J.C. Bridgeman

Plant No. 24, Ranlo, NC Carpet yarns Plant Manager, Bob Harrison

Carolina Maiden Corporation Maiden, NC and New York, NY Wholly Owned Subsidiary Yarns sales agency

CM Furniture, Inc., Maiden, NC Wholly Owned Subsidiary Exposed wood and fully upholstered furniture selected case goods



Retired Banker Director Emeriti of Carolina Mills, Inc. Placed on Carolina Mills, Inc. Board of Directors, November 25, 1975



In Memory Mr. Charles Long Sigmon 1914 – 1989