

UNIFI INC  
Form 10-Q  
February 06, 2009

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

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

**For the quarterly period ended December 28, 2008**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 1-10542  
UNIFI, INC.**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction of  
incorporation or organization)

**11-2165495**  
(I.R.S. Employer  
Identification No.)

**P.O. Box 19109 7201 West Friendly Avenue  
Greensboro, NC**

**27419**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(336) 294-4410**

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the issuer's common stock, par value \$.10 per share, as of February 3, 2009 was 62,057,300.

UNIFI, INC.  
Form 10-Q for the Quarterly Period Ended December 28, 2008  
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Item.1 Financial StatementsUNIFI, INC.  
Condensed Consolidated Balance Sheets  
(Amounts in thousands)

|  | December<br>28,<br>2008<br>(Unaudited) | June 29,<br>2008 |
|--|--|------------------|
| <b>ASSETS</b>  |  |                  |
| Current assets:  |  |                  |
| Cash and cash equivalents  | \$ 12,619                              | \$ 20,248        |
| Receivables, net   | 68,611                                 | 103,272          |
| Inventories  | 127,107                                | 122,890          |
| Deferred income taxes  | 1,417                                  | 2,357            |
| Assets held for sale   | 1,700                                  | 4,124            |
| Restricted cash  | 5,970                                  | 9,314            |
| Other current assets   | 5,330                                  | 3,693            |
| Total current assets   | 222,754                                | 265,898          |
| Property, plant and equipment                                      | 782,227                                | 855,324          |
| Less accumulated depreciation                                      | (619,932)                              | (678,025)        |
|  | 162,295                                | 177,299          |
| Investments in unconsolidated affiliates                           | 71,094                                 | 70,562           |
| Restricted cash  | 13,817                                 | 26,048           |
| Goodwill   | 18,579                                 | 18,579           |
| Intangible assets, net   | 19,328                                 | 20,386           |
| Other noncurrent assets  | 10,841                                 | 12,759           |
| Total assets   | \$ 518,708                             | \$ 591,531       |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>                         |  |                  |
| Current liabilities:   |  |                  |
| Accounts payable   | \$ 28,505                              | \$ 44,553        |
| Accrued expenses   | 17,475                                 | 25,531           |
| Income taxes payable   | 41                                     | 681              |
| Current maturities of long-term debt and other current liabilities | 6,313                                  | 9,805            |
| Total current liabilities  | 52,334                                 | 80,570           |
| Long-term debt and other liabilities                               | 195,502                                | 204,366          |
| Deferred income taxes  | 477                                    | 926              |
| Commitments and contingencies                                      |  |                  |

|   |            |            |
|---|------------|------------|
| Shareholders' equity:                         |            |            |
| Common stock                                  | 6,206      | 6,069      |
| Capital in excess of par value                | 29,447     | 25,131     |
| Retained earnings                             | 244,750    | 254,494    |
| Accumulated other comprehensive income (loss) | (10,008)   | 19,975     |
|   | 270,395    | 305,669    |
| Total liabilities and shareholders' equity    | \$ 518,708 | \$ 591,531 |

See accompanying notes to condensed consolidated financial statements.

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UNIFI, INC.  
Condensed Consolidated Statements of Operations  
(Unaudited) (Amounts in thousands, except per share data)

|   | For the Quarters Ended  |                         | For the Six-Months Ended |                         |
|---|-------------------------|-------------------------|--------------------------|-------------------------|
|   | December<br>28,<br>2008 | December<br>23,<br>2007 | December<br>28,<br>2008  | December<br>23,<br>2007 |
| Net sales   | \$ 125,727              | \$ 183,369              | \$ 294,736               | \$ 353,905              |
| Cost of sales   | 123,415                 | 175,049                 | 278,999                  | 334,592                 |
| Selling, general & administrative expenses                              | 9,304                   | 12,008                  | 19,849                   | 26,462                  |
| Provision (recovery) for bad debts                                      | 501                     | (189)                   | 1,059                    | 65                      |
| Interest expense  | 5,748                   | 6,578                   | 11,713                   | 13,290                  |
| Interest income   | (680)                   | (746)                   | (1,593)                  | (1,580)                 |
| Other (income) expense, net   | (5,212)                 | (2,192)                 | (5,773)                  | (3,190)                 |
| Equity in (earnings) losses of unconsolidated affiliates                | (162)                   | 21                      | (3,644)                  | (157)                   |
| Restructuring charges   |                         | 4,205                   |                          | 6,837                   |
| Write down of long-lived assets   |                         | 2,247                   |                          | 2,780                   |
| Write down of investment in unconsolidated affiliates                   | 1,483                   |                         | 1,483                    | 4,505                   |
| Loss from continuing operations before income taxes                     | (8,670)                 | (13,612)                | (7,357)                  | (29,699)                |
| Provision (benefit) from income taxes                                   | 614                     | (5,757)                 | 2,499                    | (12,688)                |
| Loss from continuing operations   | (9,284)                 | (7,855)                 | (9,856)                  | (17,011)                |
| Income from discontinued operations net of tax                          | 216                     | 109                     | 112                      | 77                      |
| Net loss  | \$ (9,068)              | \$ (7,746)              | \$ (9,744)               | \$ (16,934)             |
| Losses per common share (basic and diluted):                            |                         |                         |                          |                         |
| Net loss continuing operations  | \$ (.15)                | \$ (.13)                | \$ (.16)                 | \$ (.28)                |
| Net income discontinued operations                                      |                         |                         |                          |                         |
| Net loss basic and diluted  | \$ (.15)                | \$ (.13)                | \$ (.16)                 | \$ (.28)                |
| Weighted average outstanding shares of common stock (basic and diluted) | 62,030                  | 60,553                  | 61,582                   | 60,545                  |
| See accompanying notes to condensed consolidated financial statements.  |                         |                         |                          |                         |

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UNIFI, INC.  
Condensed Consolidated Statements of Cash Flows  
(Unaudited) (Amounts in thousands)

|  | For the Six-Months Ended |                         |
|--|--------------------------|-------------------------|
|  | December<br>28,<br>2008  | December<br>23,<br>2007 |
| Cash and cash equivalents at beginning of year   | \$ 20,248                | \$ 40,031               |
| Operating activities:  |                          |                         |
| Net loss   | (9,744)                  | (16,934)                |
| Adjustments to reconcile net loss to net cash used in continuing operating activities:               |                          |                         |
| Income from discontinued operations  | (112)                    | (77)                    |
| (Earnings) losses of unconsolidated equity affiliates, net of distributions                          | (1,579)                  | 303                     |
| Depreciation   | 15,832                   | 18,850                  |
| Amortization   | 2,137                    | 2,324                   |
| Stock-based compensation expense   | 622                      | 392                     |
| Deferred compensation expense (recovery), net  | (69)                     | 173                     |
| Net gain on asset sales  | (5,910)                  | (1,413)                 |
| Non-cash write down of long-lived assets   |                          | 2,780                   |
| Non-cash write down of investment in unconsolidated affiliate  | 1,483                    | 4,505                   |
| Non-cash portion of restructuring charges  |                          | 6,837                   |
| Deferred income tax expense (benefit)  | 35                       | (14,699)                |
| Provision for bad debts  | 1,059                    | 65                      |
| Other  | 256                      | (568)                   |
| Change in assets and liabilities, excluding effects of acquisitions and foreign currency adjustments | (11,962)                 | (8,124)                 |
| Net cash used in continuing operating activities   | (7,952)                  | (5,586)                 |
| Investing activities:  |                          |                         |
| Capital expenditures   | (7,829)                  | (3,827)                 |
| Acquisition  | (500)                    |                         |
| Change in restricted cash  | 10,118                   | (14,810)                |
| Proceeds from sale of capital assets   | 6,950                    | 10,560                  |
| Proceeds from sale of equity affiliate   |                          | 8,750                   |
| Collection of notes receivable   |                          | 267                     |
| Return of capital from equity affiliate  |                          | 234                     |
| Net cash provided by investing activities  | 8,739                    | 1,174                   |
| Financing activities:  |                          |                         |
| Borrowings of long-term debt   | 14,600                   |                         |
| Payments of long-term debt   | (20,578)                 | (11,000)                |
| Proceeds from stock option exercises   | 3,830                    |                         |
| Other  | 37                       | (708)                   |
| Net cash used in financing activities  | (2,111)                  | (11,708)                |

|  |           |           |
|--|-----------|-----------|
| Cash flows of discontinued operations:                       |           |           |
| Operating cash flow  | (162)     | (201)     |
| Net cash used in discontinued operations                     | (162)     | (201)     |
| Effect of exchange rate changes on cash and cash equivalents | (6,143)   | 2,065     |
| Net decrease in cash and cash equivalents                    | (7,629)   | (14,256)  |
| Cash and cash equivalents at end of period                   | \$ 12,619 | \$ 25,775 |

See accompanying notes to condensed consolidated financial statements.



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## UNIFI, INC.

## Notes to Condensed Consolidated Financial Statements

**1. Basis of Presentation**

The Condensed Consolidated Balance Sheet of Unifi, Inc. (the Company) at June 29, 2008 has been derived from the audited financial statements at that date but does not include all of the information and footnotes required by United States generally accepted accounting principles ( U.S. GAAP ) for complete financial statements. Except as noted with respect to the balance sheet at June 29, 2008, this information is unaudited and reflects all adjustments which are, in the opinion of management, necessary to present fairly the financial position at December 28, 2008, and the results of operations and cash flows for the periods ended December 28, 2008 and December 23, 2007. Such adjustments consisted of normal recurring items necessary for fair presentation in conformity with U.S. GAAP. Preparing financial statements requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from these estimates. Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-Q should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended June 29, 2008. Certain prior period amounts have been reclassified to conform to current year presentation.

The significant accounting policies followed by the Company are presented on pages 65 to 71 of the Company's Annual Report on Form 10-K for the fiscal year ended June 29, 2008.

**2. Inventories**

Inventories are comprised of the following (amounts in thousands):

|                            | December<br>28,<br>2008 | June 29,<br>2008 |
|----------------------------|-------------------------|------------------|
| Raw materials and supplies | \$ 55,013               | \$ 51,407        |
| Work in process            | 4,861                   | 7,021            |
| Finished goods             | 67,233                  | 64,462           |
|                            | \$ 127,107              | \$ 122,890       |

**3. Accrued Expenses**

Accrued expenses are comprised of the following (amounts in thousands):

|                             | December<br>28,<br>2008 | June 29,<br>2008 |
|-----------------------------|-------------------------|------------------|
| Payroll and fringe benefits | \$ 6,064                | \$ 11,101        |
| Severance                   | 1,562                   | 1,935            |
| Interest                    | 2,705                   | 2,813            |
| Utilities                   | 1,443                   | 3,114            |
| Closure reserve             | 619                     | 1,414            |
| Retiree benefits            | 1,617                   | 1,733            |
| Property taxes              | 2,383                   | 1,132            |

|       |    |        |           |
|-------|----|--------|-----------|
| Other |    | 1,082  | 2,289     |
|       | \$ | 17,475 | \$ 25,531 |

**Table of Contents****4. Other (Income) Expense, Net**

The following table summarizes the Company's other (income) expense, net (amounts in thousands):

|   | For the Quarters Ended  |                         | For the Six-Months Ended |                         |
|---|-------------------------|-------------------------|--------------------------|-------------------------|
|   | December<br>28,<br>2008 | December<br>23,<br>2007 | December<br>28,<br>2008  | December<br>23,<br>2007 |
| Gain on sale of fixed assets            | \$ (5,594)              | \$ (1,271)              | \$ (5,910)               | \$ (1,413)              |
| Gain from sale of nitrogen credits      |                         | (807)                   |                          | (1,614)                 |
| Technology fee from China joint venture |                         | (250)                   |                          | (688)                   |
| Currency losses                         | 380                     | 131                     | 77                       | 458                     |
| Other, net                              | 2                       | 5                       | 60                       | 67                      |
| Other (income) expense, net             | \$ (5,212)              | \$ (2,192)              | \$ (5,773)               | \$ (3,190)              |

**5. Goodwill and Other Intangible Assets, Net**

The Company accounts for its goodwill and other intangibles under the provisions of Statements of Financial Accounting Standard ( SFAS ) No. 142, Goodwill and Other Intangible Assets ( SFAS 142 ). SFAS 142 requires that these assets be reviewed for impairment annually, unless specific circumstances indicate that a more timely review is warranted. This impairment test involves estimates and judgments that are critical in determining whether any impairment charge should be recorded and the amount of such charge if an impairment loss is deemed to be necessary. As a result of the significant decline in the Company's market capitalization during the second quarter, the Company determined that it was appropriate to perform an interim impairment analysis. Accordingly, the Company conducted an impairment test of its goodwill during the second quarter of fiscal year 2009 and concluded that no impairment was necessary.

Other intangible assets subject to amortization consisted of customer relationships of \$22.0 million and non-compete agreements of \$4.0 million which were entered in connection with an asset acquisition consummated in fiscal year 2007. The customer list is being amortized in a manner which reflects the expected economic benefit that will be received over its twelve year life and the non-compete agreement is being amortized using the straight-line method over six years. There are no residual values related to these intangible assets. Accumulated amortization at December 28, 2008 and June 29, 2008 for these intangible assets was \$7.2 million and \$5.6 million, respectively.

In addition, the Company allocated \$0.5 million to customer relationships arising from a transaction that closed in the second quarter of fiscal year 2009. This customer list will be amortized using the straight-line method over a period of one and a half years.

The intangible assets discussed above both relate to the polyester segment.

The following table represents the expected intangible asset amortization for the next five fiscal years (amounts in thousands):

|                      | Aggregate Amortization Expenses |          |          |          |          |
|----------------------|---------------------------------|----------|----------|----------|----------|
|                      | 2010                            | 2011     | 2012     | 2013     | 2014     |
| Customer list        | \$ 2,993                        | \$ 2,173 | \$ 2,022 | \$ 1,837 | \$ 1,481 |
| Non-compete contract | 571                             | 571      | 571      | 571      | 286      |

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\$ 3,564      \$ 2,744      \$ 2,593      \$ 2,408      \$ 1,767

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In September 2006, the Financial Accounting Standards Board ( FASB ) issued SFAS No. 157, Fair Value Measurements . SFAS No. 157 addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles. As a result of SFAS No. 157 there is now a common definition of fair value to be used throughout GAAP. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve disclosures about those measures. The provisions of SFAS No. 157 were to be effective for fiscal years beginning after November 15, 2007. On February 12, 2008, the FASB issued Staff Position ( FSP ) FAS 157-2 which delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). This FSP partially defers the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP. Effective for fiscal year 2009, the Company adopted SFAS No. 157 except as it applies to those nonfinancial assets and nonfinancial liabilities as noted in FSP FAS 157-2 and the adoption of this standard did not have a material effect on its consolidated financial statements.

**7. Comprehensive Income (Loss)**

Comprehensive losses amounted to \$23.2 million and \$39.7 million for the second quarter and year-to-date periods of fiscal year 2009, respectively, compared to comprehensive losses of \$4.7 million and \$10.4 million for the second quarter and the year-to-date periods of fiscal year 2008. Comprehensive losses were comprised of net losses of \$9.1 million and \$9.7 million for the second quarter and year-to-date periods of fiscal year 2009, respectively, and negative cumulative translation adjustments of \$14.1 million and \$30.0 million, respectively. Comparatively, comprehensive losses for the corresponding periods in the prior fiscal year were derived from net losses of \$7.7 million and \$16.9 million, and positive cumulative translation adjustments of \$3.0 million and \$6.5 million, respectively. The Company does not provide income taxes on the impact of currency translations as earnings from foreign subsidiaries are deemed to be permanently invested.

**8. Investments in Unconsolidated Affiliates**

The following table represents the Company's investments in unconsolidated affiliates:

| Affiliate Name                    | Date Acquired         | Location  | Percent Ownership |
|-----------------------------------|-----------------------|---|-------------------|
| Yihua Unifi Fibre Company Limited | August 2005 (1)       | Yizheng, Jiangsu Province, People's Republic of China | 50%               |
| Parkdale America, LLC             | June 1997             | North and South Carolina                              | 34%               |
| Unifi-SANS Technical Fibers, LLC  | September 2000<br>(2) | Stoneville, North Carolina                            | 50%               |
| U.N.F. Industries, LLC            | September 2000        | Migdal Ha Emek, Israel                                | 50%               |

(1) The Company is currently

negotiating the sale of YUFI and therefore the Company did not record its share of equity losses in YUFI for the year-to-date period ended December 28, 2008 since the carrying value of its investment reflects the lower fair value of \$9.0 million after impairment charges. See Footnote 12 Impairment Charges for further discussion.

- (2) Sold in the second quarter of fiscal year 2008

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Condensed  
income  
statement  
information for  
the quarters and  
six-months  
ended  
December 28,  
2008 and  
December 23,  
2007, of the  
combined  
unconsolidated  
equity affiliates,  
Yihua Unifi  
Fibre Company  
Limited ( YUFI ),  
UNIFI-SANS  
Technical  
Fibers, LLC  
( USTF ),  
Parkdale  
America, LLC  
( PAL ), and  
U.N.F.  
Industries Ltd  
( UNF ) are as  
follows  
(amounts in  
thousands):

## For the Quarter Ended December 28, 2008

|                               | YUFI     | PAL      | UNF      | Total     |
|-------------------------------|----------|----------|----------|-----------|
| Net sales                     | \$30,950 | \$97,194 | \$ 6,543 | \$134,687 |
| Gross profit (loss)           | (1,528)  | 5,825    | (877)    | 3,420     |
| Depreciation and amortization | 1,325    | 5,447    | 474      | 7,246     |
| Income (loss) from operations | (2,783)  | 2,546    | (1,374)  | (1,611)   |
| Net income (loss)             | (2,949)  | 1,794    | (1,268)  | (2,423)   |

## For the Six-Months Ended December 28, 2008

|                               | YUFI     | PAL       | UNF      | Total     |
|-------------------------------|----------|-----------|----------|-----------|
| Net sales                     | \$70,830 | \$219,278 | \$12,435 | \$302,543 |
| Gross profit (loss)           | (3,575)  | 12,072    | (1,667)  | 6,830     |
| Depreciation and amortization | 2,720    | 9,904     | 948      | 13,572    |
| Income (loss) from operations | (6,939)  | 6,024     | (2,625)  | (3,540)   |
| Net income (loss)             | (7,566)  | 11,940    | (2,411)  | 1,963     |

## For the Quarter Ended December 23, 2007

|  | YUFI | PAL | UNF | Total |
|--|------|-----|-----|-------|
|--|------|-----|-----|-------|

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|                               |          |           |         |           |
|-------------------------------|----------|-----------|---------|-----------|
| Net sales                     | \$36,051 | \$104,944 | \$4,467 | \$145,462 |
| Gross profit (loss)           | (227)    | 5,827     | (163)   | 5,437     |
| Depreciation and amortization | 1,294    | 4,760     | 316     | 6,370     |
| Income (loss) from operations | (1,856)  | 2,532     | (277)   | 399       |
| Net income (loss)             | (2,431)  | 3,213     | (231)   | 551       |

|                               | For the Six-Months Ended December 23, 2007 |          |           |          |           |
|-------------------------------|--|----------|-----------|----------|-----------|
|                               | USTF                                       | YUFI     | PAL       | UNF      | Total     |
| Net sales                     | \$6,455                                    | \$73,120 | \$215,539 | \$11,830 | \$306,944 |
| Gross profit (loss)           | 571  | (534)    | 10,449    | 155      | 10,641    |
| Depreciation and amortization | 578  | 2,618    | 9,670     | 790      | 13,656    |
| Income (loss) from operations | 188  | (3,628)  | 3,590     | (142)    | 8         |
| Net income (loss)             | 148  | (4,845)  | 4,566     | (88)     | (219)     |

**9. Income Taxes**

The Company's income tax provision for the quarter ended December 28, 2008 resulted in tax expense at an effective rate of 7.1% as compared to the quarter ended December 23, 2007, which resulted in tax benefit at an effective rate of 42.3%. The Company's income tax provision for the year-to-date period ended December 28, 2008 resulted in tax expense at an effective rate of 33.5% compared to the year-to-date period ended December 23, 2007 which resulted in a tax benefit at an effective rate of 42.7%. The primary differences between the Company's effective tax rate and the U.S. statutory rate for the quarter and year-to-date period ended December 28, 2008 were attributable to state income tax benefits, foreign income taxed at rates less than the U.S. statutory rate and an increase in the valuation allowance. The primary differences between the Company's effective tax rate and the U.S. statutory rate for the quarter ended December 23, 2007 were losses from certain foreign operations taxed at a lower effective rate, state income tax benefits, and a decrease in the valuation allowance.



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Deferred income taxes have been provided for the temporary differences between financial statement carrying amounts and the tax basis of existing assets and liabilities. The Company has continued to record a valuation allowance against its net domestic deferred tax assets, and certain foreign deferred tax assets related to net operating losses, as those net deferred tax assets are more likely than not to be unrealizable for income tax purposes. The valuation allowance increased to \$3.5 million and \$4.1 million in the quarter and year-to-date period ended December 28, 2008, respectively, compared to a \$1.7 million and \$6.8 million decrease in the quarter and year-to-date period ended December 23, 2007. The net increase in the valuation allowance for the quarter ended December 28, 2008 primarily consisted of a \$2.8 million increase for net operating losses generated this quarter (federal and state), and an increase of \$0.7 million related to other temporary differences this quarter. The net increase in the valuation allowance for the year-to-date period ended December 28, 2008 primarily consisted of a \$3.7 million increase for net operating losses generated year-to-date (federal and state), and an increase of \$0.4 million related to other temporary differences.

There was no change in the amount of interest and penalties during the quarter and year-to-date period ended December 28, 2008 due to the company's federal and state net operating loss carryforwards.

The Company is subject to income tax examinations for U.S. federal income taxes for fiscal years 2007 and 2008. The Internal Revenue Service ( IRS ) recently concluded its exam for fiscal years 2003 through 2006. The Company is also subject to income tax examinations for non-U.S. income taxes for tax years 2000 through 2008, and for state and local income taxes for fiscal years 2001 through 2008.

**10. Stock-Based Compensation**

During the second quarter of fiscal year 2008, the Compensation Committee ( Committee ) of the Board of Directors ( Board ) authorized the issuance of 1,570,000 stock options from the 1999 Long-Term Incentive Plan of which 120,000 were issued to certain Board members and the remaining options were issued to certain key employees. The stock options issued to key employees are subject to a market condition which vests the options on the date that the closing price of the Company's common stock shall have been at least \$6.00 per share for thirty consecutive trading days. The stock options issued to certain Board members are subject to a similar market condition in that one half of each member's options vest on the date that the closing price of the Company's common stock shall have been at least \$8.00 per share for thirty consecutive trading days and the remaining one half vest on the date that the closing price of the Company's common stock shall have been at least \$10.00 per share for thirty consecutive trading days. The Company used a Monte Carlo stock option model to estimate fair value and the derived vesting periods which range from 2.4 to 3.9 years.

On October 29, 2008, the shareholders of the Company approved the 2008 Unifi, Inc. Long-Term Incentive Plan ( 2008 Long-Term Incentive Plan ). The plan authorized the issuance of up to 6,000,000 shares of Common Stock pursuant to the grant or exercise of stock options, including Incentive Stock Options ( ISO ), Non-Qualified Stock Options ( NQSO ) and restricted stock, but not more than 3,000,000 shares may be issued as restricted stock. Option awards are granted with an exercise price not less than the market price of the Company's stock at the date of grant.

During the second quarter of fiscal year 2009, the Committee of the Board authorized the issuance of 280,000 stock options from the 2008 Long-Term Incentive Plan to certain key employees. The stock options are subject to a market condition which vests the options on the date that the closing price of the Company's common stock shall have been at least \$6.00 per share for thirty consecutive trading days. The exercise price is \$4.16 per share. The Company used a Monte Carlo stock option model to estimate the fair value of \$2.49 per share and the derived vesting period of 1.2 years.



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The Company incurred \$0.3 million in the second quarter of both fiscal years 2009 and 2008, and \$0.6 million and \$0.4 million for the year-to-date periods, respectively, in stock-based compensation charges which were recorded as selling, general and administrative ( SG&A ) expenses with the offset to capital in excess of par value.

The Company issued 100,000 shares of common stock and 1,368,300 shares of common stock during the second quarter of fiscal year 2009 and the 2009 fiscal year-to-date period, respectively, as a result of the exercise of an equivalent number of stock options.

**11. Assets Held for Sale**

As of June 29, 2008, the Company had assets held for sale related to the consolidation of its polyester manufacturing capacity, which included the remaining assets and structures at the Kinston site which have a carrying value of \$1.7 million and certain real property and related assets located in Yadkinville, North Carolina which have a carrying value of \$2.4 million.

During the first quarter of fiscal year 2009, the Company reclassified as held and used \$0.4 million of machines located in Yadkinville, North Carolina. During the second quarter of fiscal year 2009, the Company sold \$0.6 million of the assets in Yadkinville, North Carolina to its Brazilian subsidiary.

On September 29, 2008, the Company entered into an agreement to sell the assets located in Yadkinville, North Carolina for \$7.0 million. On December 19, 2008, the Company completed the sale which resulted in net proceeds of \$6.6 million and a net pre-tax gain of \$5.2 million in the second quarter of fiscal year 2009.

The following table summarizes by category assets held for sale (amounts in thousands):

|                         | December<br>28,<br>2008 | June<br>29,<br>2008 |
|-------------------------|-------------------------|---------------------|
| Land                    | \$                      | \$ 30               |
| Building                |                         | 1,348               |
| Machinery and equipment | 1,700                   | 2,746               |
|                         | \$ 1,700                | \$ 4,124            |

**12. Impairment Charges***Write down of long-lived assets*

During the first quarter of fiscal year 2008, the Company's Brazilian polyester operation continued the modernization plan for its facilities by abandoning four of its older machines and replacing them with newer machines transferred from the Company's domestic polyester division. As a result, the Company recognized \$0.5 million in non-cash impairment charges on the older machines.

During the second quarter of fiscal year 2008, the Company evaluated the carrying value of the remaining machinery and equipment at its Dillon, South Carolina facility and determined that a \$1.6 million non-cash impairment charge was required.

In addition, the Company negotiated with a third party to sell the manufacturing facility located in Kinston, North Carolina. As a result of these negotiations, management concluded that the carrying value of the real estate

exceeded its fair value. Accordingly, the Company recorded \$0.7 million in non-cash impairment charges in the second quarter of fiscal year 2008.

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*Write down of investment in unconsolidated affiliates*

During the first quarter of fiscal year 2008, the Company performed a review of the fair value of USTF as part of the negotiations related to the sale. The Company determined that the carrying value exceeded its fair value and recorded a non-cash impairment charge of \$4.5 million. The investment was sold in the second quarter of fiscal year 2008.

During the second quarter of fiscal year 2009, the Company and Sinopec Yizheng Chemical Fiber Co., Ltd, ( YCFC ) renegotiated the proposed agreement to sell the Company's interest in YUFI to YCFC for \$9.0 million, pending final negotiation and execution of definitive agreements and the receipt of Chinese regulatory approvals. As a result, the Company recorded an additional impairment charge of \$1.5 million due to the decline in the value of its investment and other related assets.

**13. Severance and Restructuring Charges**

*Severance*

In the first quarter of fiscal year 2008, the Company announced the closure of its polyester facility in Kinston, North Carolina. The Kinston facility produced partially oriented yarn ( POY ) for internal consumption and third party sales. The Company now purchases its commodity POY needs from external suppliers for conversion in its texturing operations. The Company continues to produce POY in its Yadkinville, North Carolina facility for specialty and premier valued-added ( PVA ) yarns and certain other commodity yarns. During the first quarter of fiscal year 2008, the Company recorded \$0.8 million for severance related to its Kinston consolidation which was reflected on the Cost of sales line item in the Consolidated Statements of Operations. Approximately 231 employees, which included 31 salaried positions and 200 wage positions, were affected as a result of the reorganization.

In the second quarter of fiscal year 2008, the Company recorded an additional \$0.4 million in severance costs related to Kinston employees who were associated with providing site services.

The Company recorded severance of \$2.4 million for its former President and Chief Executive Officer during the first quarter of fiscal year 2008 and \$1.7 million for severance related to its former Chief Financial Officer during the second quarter of fiscal year 2008 which were reflected on the Selling, general, & administrative expense line item in the Consolidated Statements of Operations.

On May 14, 2008, the Company announced the closure of its Staunton, Virginia facility and the transfer of all its production to its facility in Yadkinville, North Carolina which was completed in November 2008. During the first quarter of fiscal year 2009, the Company recorded \$0.1 million for severance related to its Staunton consolidation. Approximately 6 salaried employees and 35 wage employees were affected by this reorganization. The expenses were reflected on the Cost of sales line item in the Consolidated Statements of Operations.

*Restructuring*

In the first quarter of fiscal year 2008, the Company recorded \$1.5 million for restructuring charges related to unfavorable Kinston contracts for continued services after the closing of the facility.

In fiscal year 2007, the Company recorded a \$2.9 million unfavorable contract reserve related to a portion of the sales and service contract which it entered into with Dillon for continued support of the Dillon business through December 2008. A portion of the sales and service contract was deemed to be unfavorable, after the Company

announced its plan to consolidate the Dillon capacity into its other facilities.

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The table below summarizes changes to the accrued severance and accrued restructuring accounts for the period ended December 28, 2008 (amounts in thousands):

|                       | Balance at<br>June 29,<br>2008 | Charges | Adjustments | Amounts<br>Used | Balance at<br>December 28,<br>2008 |
|-----------------------|--------------------------------|---------|-------------|-----------------|------------------------------------|
| Accrued severance     | \$ 3,668                       | 146     | 5           | (1,280)         | \$ 2,539(1)                        |
| Accrued restructuring | \$ 1,414                       |         | 245         | (1,040)         | \$ 619                             |

(1) As of December 28, 2008, the Company classified \$1.0 million of accrued executive severance as long term.

**14. Discontinued Operations**

The manufacturing facilities in Ireland ceased operations on October 31, 2004. The Company is in the process of closing the business which should be completed by the end of the third quarter of fiscal year 2009. The Company does not anticipate significant future cash flow activity from its discontinued operations. The Company recorded income of \$0.2 million and \$0.1 million for the second quarter of fiscal years 2009 and 2008, respectively, and income of \$0.1 million and \$0.1 million for the year-to-date periods, respectively.

**15. Derivative Financial Instruments**

The Company accounts for derivative contracts and hedging activities under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities* which requires all derivatives to be recorded on the balance sheet at fair value. If the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives are either offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or are recorded in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value is immediately recognized in earnings. The Company does not enter into derivative financial instruments for trading purposes nor is it a party to any leveraged financial instruments.

The Company conducts its business in various foreign currencies. As a result, it is subject to the transaction exposure that arises from foreign exchange rate movements between the dates that foreign currency transactions are recorded and the dates they are consummated. The Company utilizes some natural hedging to mitigate these transaction exposures. The Company primarily enters into foreign currency forward contracts for the purchase and sale of European, North American and Brazilian currencies to hedge balance sheet and income statement currency exposures. These contracts are principally entered into for the purchase of inventory and equipment and the sale of Company products into export markets. Counter-parties for these instruments are major financial institutions.

Currency forward contracts are used to hedge exposure for sales in foreign currencies based on specific sales orders with customers or for anticipated sales activity for a future time period. Generally, 50% to 75% of the sales value of these orders is covered by forward contracts. Maturity dates of the forward contracts are intended to match anticipated receivable collections. The Company marks the outstanding accounts receivable and forward contracts to market at month end and any realized and unrealized gains or losses are recorded as other income and expense. The Company also enters currency forward contracts for committed or anticipated equipment and inventory purchases. Generally, 50% of the asset cost is covered by forward contracts although 100% of the asset cost may be covered by contracts in certain instances. Forward contracts are matched with the anticipated date of delivery of the assets and gains and losses are recorded as a component of the asset cost for purchase transactions when the Company is firmly committed. The latest maturity for all outstanding purchase and sales foreign currency forward contracts are February 2009 and March 2009, respectively.



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The dollar equivalent of these forward currency contracts and their related fair values are detailed below (amounts in thousands):

|                                      | December<br>28,<br>2008 | June 29,<br>2008 |
|--------------------------------------|-------------------------|------------------|
| Foreign currency purchase contracts: |                         |                  |
| Notional amount                      | \$ 638                  | \$ 492           |
| Fair value                           | 664                     | 499              |
| Net (gain) loss                      | \$ (26)                 | \$ (7)           |
| Foreign currency sales contracts:    |                         |                  |
| Notional amount                      | \$ 656                  | \$ 620           |
| Fair value                           | 638                     | 642              |
| Net gain (loss)                      | \$ 18                   | \$ (22)          |

For the quarters ended December 28, 2008 and December 23, 2007, the total impact of foreign currency related items on the Condensed Consolidated Statements of Operations, including transactions that were hedged and those that were not hedged, resulted in a pre-tax loss of \$0.4 million and \$0.1 million, respectively. For the year-to-date periods ended December 28, 2008 and December 23, 2007, the total impact of foreign currency related items resulted in a pre-tax loss of \$0.1 million and \$0.5 million, respectively.

**16. Contingencies**

On September 30, 2004, the Company completed its acquisition of the polyester filament manufacturing assets located at Kinston from INVISTA S.a.r.l. ( INVISTA ). The land for the Kinston site was leased pursuant to a 99 year ground lease ( Ground Lease ) with E.I. DuPont de Nemours ( DuPont ). Since 1993, DuPont has been investigating and cleaning up the Kinston site under the supervision of the United States Environmental Protection Agency ( EPA ) and the North Carolina Department of Environment and Natural Resources ( DENR ) pursuant to the Resource Conservation and Recovery Act Corrective Action program. The Corrective Action program requires DuPont to identify all potential areas of environmental concern ( AOCs ), assess the extent of containment at the identified AOCs and clean it up to comply with applicable regulatory standards. Under the terms of the Ground Lease, upon completion by DuPont of required remedial action, ownership of the Kinston site was to pass to the Company and after seven years of sliding scale shared responsibility with DuPont, the Company would have had sole responsibility for future remediation requirements, if any. Effective March 20, 2008, the Company entered into a Lease Termination Agreement associated with conveyance of certain assets at Kinston to DuPont. This agreement terminated the Ground Lease and relieved the Company of any future responsibility for environmental remediation, other than participation with DuPont, if so called upon, with regard to the Company's period of operation of the Kinston site. However, the Company continues to own a satellite service facility acquired in the INVISTA transaction that has contamination from DuPont's operations and is monitored by DENR. This site has been remediated by DuPont and DuPont has received authority from DENR to discontinue remediation, other than natural attenuation. DuPont's duty to monitor and report to DENR will be transferred to the Company in the future, at which time DuPont must pay the Company for seven years of monitoring and reporting costs and the Company will assume responsibility for any future remediation and monitoring of the site. At this time, the Company has no basis to determine if and when it will have any responsibility or obligation with respect to the AOCs or the extent of any potential liability for the same.



**Table of Contents****17. Related Party Transaction**

In fiscal year 2007, the Company purchased the polyester and nylon texturing operations of Dillon (the Transaction ). In connection with the Transaction, the Company and Dillon entered into a Sales and Services Agreement for a term of two years from January 1, 2007, pursuant to which the Company agreed to pay Dillon an aggregate amount of \$6.0 million in exchange for certain sales and transitional services to be provided by Dillon's sales staff and executive management, of which \$0.8 million was paid during the first and second quarters of both fiscal year 2009 and fiscal year 2008. On December 1, 2008, the Company entered into an agreement to extend the Sales and Service agreement for a term of one year effective January 1, 2009 pursuant to which the Company will pay Dillon an aggregate amount of \$1.7 million. Mr. Stephen Wener is the President and Chief Executive Officer of Dillon and is a director of the Company.

**18. Segment Disclosures**

The following is the Company's selected segment information for the quarters and six-month periods ended December 28, 2008 and December 23, 2007 (amounts in thousands):

|                                  | Polyester | Nylon    | Total     |
|----------------------------------|-----------|----------|-----------|
| Quarter ended December 28, 2008: |           |          |           |
| Net sales to external customers  | \$ 93,984 | \$31,743 | \$125,727 |
| Depreciation and amortization    | 5,419     | 1,795    | 7,214     |
| Segment operating profit (loss)  | (6,735)   | (257)    | (6,992)   |
| Total assets                     | 332,774   | 84,505   | 417,279   |
| Quarter ended December 23, 2007: |           |          |           |
| Net sales to external customers  | \$135,119 | \$48,250 | \$183,369 |
| Intersegment net sales           | 1,422     | 752      | 2,174     |
| Depreciation and amortization    | 6,273     | 3,291    | 9,564     |
| Segment operating profit (loss)  | (10,845)  | 705      | (10,140)  |
| Total assets                     | 381,758   | 98,900   | 480,658   |

The following table provides reconciliations from segment data to consolidated reporting data (amounts in thousands):

|  | For the Quarters Ended |                   |
|--|------------------------|-------------------|
|  | December 28, 2008      | December 23, 2007 |
| Depreciation and amortization:   |                        |                   |
| Depreciation and amortization of specific reportable segment assets                              | \$ 7,214               | \$ 9,564          |
| Depreciation of allocated assets   | 418                    | 559               |
| Amortization of allocated assets   | 289                    | 291               |
| Consolidated depreciation and amortization   | \$ 7,921               | \$ 10,414         |
| Reconciliation of segment operating loss to loss from continuing operations before income taxes: |                        |                   |
| Reportable segments operating loss   | \$ (6,992)             | \$ (10,140)       |
| Provision (recovery) for bad debts   | 501                    | (189)             |

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|  |            |             |
|--|------------|-------------|
| Interest expense, net                                    | 5,068      | 5,832       |
| Other (income) expense, net                              | (5,212)    | (2,192)     |
| Equity in (earnings) losses of unconsolidated affiliates | (162)      | 21          |
| Write down of investment in unconsolidated affiliate     | 1,483      |             |
| Loss from continuing operations before income taxes      | \$ (8,670) | \$ (13,612) |

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|                                     | Polyester | Nylon    | Total     |
|-------------------------------------|-----------|----------|-----------|
| Six-Months ended December 28, 2008: |           |          |           |
| Net sales to external customers     | \$216,963 | \$77,773 | \$294,736 |
| Intersegment net sales              |           | 71       | 71        |
| Depreciation and amortization       | 12,401    | 4,103    | 16,504    |
| Segment operating profit (loss)     | (6,925)   | 2,813    | (4,112)   |
| Six-Months ended December 23, 2007: |           |          |           |
| Net sales to external customers     | \$264,498 | \$89,407 | \$353,905 |
| Intersegment net sales              | 3,219     | 1,521    | 4,740     |
| Depreciation and amortization       | 12,883    | 6,583    | 19,466    |
| Segment operating profit (loss)     | (18,237)  | 1,471    | (16,766)  |

The following table represents reconciliations from segment data to consolidated reporting data (amounts in thousands):

|  | For the Six-Months Ended |                         |
|--|--------------------------|-------------------------|
|  | December<br>28,<br>2008  | December<br>23,<br>2007 |
| Depreciation and amortization:   |                          |                         |
| Depreciation and amortization of specific reportable segment assets                              | \$ 16,504                | \$ 19,466               |
| Depreciation of allocated assets   | 886                      | 1,127                   |
| Amortization of allocated assets   | 579                      | 581                     |
| Consolidated depreciation and amortization   | \$ 17,969                | \$ 21,174               |
| Reconciliation of segment operating loss to loss from continuing operations before income taxes: |                          |                         |
| Reportable segments operating loss   | \$ (4,112)               | \$ (16,766)             |
| Provision for bad debts  | 1,059                    | 65                      |
| Interest expense, net  | 10,120                   | 11,710                  |
| Other (income) expense, net  | (5,773)                  | (3,190)                 |
| Equity in earnings of unconsolidated affiliates  | (3,644)                  | (157)                   |
| Write down of investment in unconsolidated affiliate   | 1,483                    | 4,505                   |
| Loss from continuing operations before income taxes  | \$ (7,357)               | \$ (29,699)             |

For purposes of internal management reporting, segment operating loss represents segment net sales less cost of sales, allocated selling, general and administrative expenses, segment restructuring charges, and segment impairments of long-lived assets. Certain non-segment manufacturing and unallocated selling, general and administrative costs are allocated to the operating segments based on activity drivers relevant to the respective costs. In the prior year, consolidated intersegment sales were recorded at market. Beginning in fiscal year 2009, the Company changed its domestic intersegment transfer pricing of inventory from a market value approach to a cost approach. Using the new methodology, no intersegment sales are recorded for domestic transfers of inventory. The amounts of domestic intersegment sales that were included in the prior second quarter and year-to-date numbers totaled \$1.4 million and \$3.2 million, respectively, for domestic polyester and \$0.8 million and \$1.5 million, respectively, for domestic nylon. The remaining intersegment sales relate to sales to the Company's

foreign subsidiaries which are still recorded at market.

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The primary differences between the segmented financial information of the operating segments, as reported to management and the Company's consolidated reporting, relate to intersegment sales of yarn and the associated fiber costs, the provision for bad debts, interest expense, net, and corporate equity investment and long-lived asset impairments.

Segment operating loss excluded the provision (recovery) for bad debts of \$0.5 million and \$(0.2) million for the current and prior year second quarter periods, respectively, and \$1.1 million and \$0.1 million for the year-to-date periods, respectively.

The total assets for the polyester segment decreased from \$387.0 million at June 29, 2008 to \$332.8 million at December 28, 2008 primarily due to decreases in accounts receivable, property, plant, and equipment, cash, long-term restricted cash, short-term restricted cash, other non-current assets, other current assets, and deferred taxes of \$23.7 million, \$11.5 million, \$5.1 million, \$5.1 million, \$3.3 million, \$2.4 million, \$2.2 million, and \$0.9 million, respectively. The total assets for the nylon segment decreased from \$92.5 million at June 29, 2008 to \$84.5 million at December 28, 2008 due primarily to decreases in accounts receivable and property, plant, and equipment of \$8.9 million and \$3.8 million, respectively. These decreases were offset by increases in inventory and cash of \$4.2 million and \$0.5 million, respectively.

**19. Condensed Consolidated Guarantor and Non-Guarantor Financial Statements**

The guarantor subsidiaries presented below represent the Company's subsidiaries that are subject to the terms and conditions outlined in the indenture governing the Company's issuance of the notes due in 2014 (the 2014 notes) and the guarantees, jointly and severally, on a senior secured basis. The non-guarantor subsidiaries presented below represent the foreign subsidiaries which do not guarantee the notes. Each subsidiary guarantor is 100% owned, directly or indirectly, by Unifi, Inc. and all guarantees are full and unconditional.

Supplemental financial information for the Company and its guarantor subsidiaries and non-guarantor subsidiaries of the 2014 notes is presented below.

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

Balance Sheet Information as of December 28, 2008 (amounts in thousands):

|  | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| <b>ASSETS</b>  |               |                                   |                                       |                     |                     |
| Current assets:  |               |                                   |                                       |                     |                     |
| Cash and cash equivalents  | \$ 1,312      | \$ (159)                          | \$ 11,466                             | \$                  | \$ 12,619           |
| Receivables, net   | 7             | 56,484                            | 12,120                                |                     | 68,611              |
| Inventories  |               | 98,918                            | 28,189                                |                     | 127,107             |
| Deferred income taxes  |               |                                   | 1,417                                 |                     | 1,417               |
| Assets held for sale   |               | 1,700                             |                                       |                     | 1,700               |
| Restricted cash  |               |                                   | 5,970                                 |                     | 5,970               |
| Other current assets   | 223           | 2,201                             | 2,906                                 |                     | 5,330               |
| <b>Total current assets</b>  | <b>1,542</b>  | <b>159,144</b>                    | <b>62,068</b>                         |                     | <b>222,754</b>      |
| Property, plant and equipment                                      | 11,336        | 712,893                           | 57,998                                |                     | 782,227             |
| Less accumulated depreciation                                      | (1,758)       | (576,635)                         | (41,539)                              |                     | (619,932)           |
|  | 9,578         | 136,258                           | 16,459                                |                     | 162,295             |
| Investments in unconsolidated affiliates                           |               | 58,065                            | 13,029                                |                     | 71,094              |
| Restricted cash  |               | 11,106                            | 2,711                                 |                     | 13,817              |
| Investments in consolidated subsidiaries                           | 393,553       |                                   |                                       | (393,553)           |                     |
| Goodwill and intangible assets, net                                |               | 37,907                            |                                       |                     | 37,907              |
| Other noncurrent assets  | 58,261        | (42,697)                          | (4,723)                               |                     | 10,841              |
|  | \$ 462,934    | \$ 359,783                        | \$ 89,544                             | \$ (393,553)        | \$ 518,708          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                        |               |                                   |                                       |                     |                     |
| Current liabilities:   |               |                                   |                                       |                     |                     |
| Accounts payable and other   | \$ 139        | \$ 25,211                         | \$ 3,155                              | \$                  | \$ 28,505           |
| Accrued expenses   | 3,204         | 12,129                            | 2,142                                 |                     | 17,475              |
| Income taxes payable   | (804)         | 764                               | 81                                    |                     | 41                  |
| Current maturities of long-term debt and other current liabilities |               | 343                               | 5,970                                 |                     | 6,313               |
| <b>Total current liabilities</b>                                   | <b>2,539</b>  | <b>38,447</b>                     | <b>11,348</b>                         |                     | <b>52,334</b>       |
| Long-term debt and other liabilities                               | 190,000       | 2,791                             | 2,711                                 |                     | 195,502             |



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|                                |            |            |           |              |            |
|--------------------------------|------------|------------|-----------|--------------|------------|
| Deferred income taxes          |            |            | 477       |              | 477        |
| Shareholders / invested equity | 270,395    | 318,545    | 75,008    | (393,553)    | 270,395    |
|                                | \$ 462,934 | \$ 359,783 | \$ 89,544 | \$ (393,553) | \$ 518,708 |

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Balance Sheet Information as of June 29, 2008 (amounts in thousands):

|  | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| <b>ASSETS</b>  |               |                                   |                                       |                     |                     |
| Current assets:  |               |                                   |                                       |                     |                     |
| Cash and cash equivalents  | \$ 689        | \$ 3,377                          | \$ 16,182                             | \$                  | \$ 20,248           |
| Receivables, net   | 66            | 82,040                            | 21,166                                |                     | 103,272             |
| Inventories  |               | 92,581                            | 30,309                                |                     | 122,890             |
| Deferred income taxes  |               |                                   | 2,357                                 |                     | 2,357               |
| Assets held for sale   |               | 4,124                             |                                       |                     | 4,124               |
| Restricted cash  |               |                                   | 9,314                                 |                     | 9,314               |
| Other current assets   | 26            | 733                               | 2,934                                 |                     | 3,693               |
| Total current assets   | 781           | 182,855                           | 82,262                                |                     | 265,898             |
| Property, plant and equipment                                      | 11,273        | 765,710                           | 78,341                                |                     | 855,324             |
| Less accumulated depreciation                                      | (1,616)       | (623,262)                         | (53,147)                              |                     | (678,025)           |
|  | 9,657         | 142,448                           | 25,194                                |                     | 177,299             |
| Investments in unconsolidated affiliates                           |               | 60,853                            | 9,709                                 |                     | 70,562              |
| Restricted cash  |               | 18,246                            | 7,802                                 |                     | 26,048              |
| Investments in consolidated subsidiaries                           | 417,503       |                                   |                                       | (417,503)           |                     |
| Goodwill and intangible assets, net                                |               | 38,965                            |                                       |                     | 38,965              |
| Other noncurrent assets  | 74,271        | (60,879)                          | (633)                                 |                     | 12,759              |
|  | \$ 502,212    | \$ 382,488                        | \$ 124,334                            | \$ (417,503)        | \$ 591,531          |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>                        |               |                                   |                                       |                     |                     |
| Current liabilities:   |               |                                   |                                       |                     |                     |
| Accounts payable and other   | \$ 172        | \$ 39,328                         | \$ 5,053                              | \$                  | \$ 44,553           |
| Accrued expenses   | 3,371         | 18,011                            | 4,149                                 |                     | 25,531              |
| Income taxes payable   |               |                                   | 681                                   |                     | 681                 |
| Current maturities of long-term debt and other current liabilities |               | 491                               | 9,314                                 |                     | 9,805               |
| Total current liabilities  | 3,543         | 57,830                            | 19,197                                |                     | 80,570              |
| Long-term debt and other liabilities                               | 193,000       | 3,563                             | 7,803                                 |                     | 204,366             |

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|                                |            |            |            |              |            |
|--------------------------------|------------|------------|------------|--------------|------------|
| Deferred income taxes          |            |            | 926        |              | 926        |
| Shareholders / invested equity | 305,669    | 321,095    | 96,408     | (417,503)    | 305,669    |
|                                | \$ 502,212 | \$ 382,488 | \$ 124,334 | \$ (417,503) | \$ 591,531 |

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Statement of Operations Information for the Fiscal Quarter Ended December 28, 2008 (amounts in thousands):

|  | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Summary of Operations:                                       |               |                                   |                                       |                     |                     |
| Net sales  | \$            | \$ 103,324                        | \$ 22,586                             | \$ (183)            | \$ 125,727          |
| Cost of sales  |               | 103,756                           | 19,750                                | (91)                | 123,415             |
| Selling, general and administrative expenses                 | 190           | 7,669                             | 1,537                                 | (92)                | 9,304               |
| Provision (recovery) for bad debts                           |               | 620                               | (119)                                 |                     | 501                 |
| Interest expense   | 5,717         | 31                                |                                       |                     | 5,748               |
| Interest income  | (27)          | (2)                               | (651)                                 |                     | (680)               |
| Other (income) expense, net                                  | (13)          | (5,242)                           | (1)                                   | 44                  | (5,212)             |
| Equity in (earnings) losses of unconsolidated affiliates     |               | (610)                             | 634                                   | (186)               | (162)               |
| Equity in subsidiaries                                       | 2,640         |                                   |                                       | (2,640)             |                     |
| Write down of investment in unconsolidated affiliate         |               | 483                               | 1,000                                 |                     | 1,483               |
| Income (loss) from continuing operations before income taxes | (8,507)       | (3,381)                           | 436                                   | 2,782               | (8,670)             |
| Provision (benefit) for income taxes                         | 561           | (573)                             | 626                                   |                     | 614                 |
| Income (loss) from continuing operations                     | (9,068)       | (2,808)                           | (190)                                 | 2,782               | (9,284)             |
| Income from discontinued operations, net of tax              |               |                                   | 216                                   |                     | 216                 |
| Net income (loss)  | \$ (9,068)    | \$ (2,808)                        | \$ 26                                 | \$ 2,782            | \$ (9,068)          |

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Statement of Operations Information for the Fiscal Quarter Ended December 23, 2007 (amounts in thousands):

|  | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Summary of Operations:                                       |               |                                   |                                       |                     |                     |
| Net sales  | \$            | \$ 149,387                        | \$ 34,402                             | \$ (420)            | \$ 183,369          |
| Cost of sales  |               | 144,756                           | 30,506                                | (213)               | 175,049             |
| Selling, general and administrative expenses                 |               | 10,076                            | 2,000                                 | (68)                | 12,008              |
| Provision (recovery) for bad debts                           |               | (367)                             | 178                                   |                     | (189)               |
| Interest expense   | 6,316         | 161                               | 101                                   |                     | 6,578               |
| Interest income  | (184)         | (136)                             | (426)                                 |                     | (746)               |
| Other (income) expense, net                                  | (6,239)       | 3,602                             | 201                                   | 244                 | (2,192)             |
| Equity in (earnings) losses of unconsolidated affiliates     |               | (1,342)                           | 1,331                                 | 32                  | 21                  |
| Equity in subsidiaries                                       | (5,159)       |                                   |                                       | 5,159               |                     |
| Write down of long-lived assets                              |               | 2,247                             |                                       |                     | 2,247               |
| Restructuring charges  |               | 4,205                             |                                       |                     | 4,205               |
| Income (loss) from continuing operations before income taxes | 5,266         | (13,815)                          | 511                                   | (5,574)             | (13,612)            |
| Provision (benefit) for income taxes                         | 13,012        | (19,372)                          | 603                                   |                     | (5,757)             |
| Income (loss) from continuing operations                     | (7,746)       | 5,557                             | (92)                                  | (5,574)             | (7,855)             |
| Income from discontinued operations, net of tax              |               |                                   | 109                                   |                     | 109                 |
| Net income (loss)  | \$ (7,746)    | \$ 5,557                          | \$ 17                                 | \$ (5,574)          | \$ (7,746)          |

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Statement of Operations Information for the Six-Months Ended December 28, 2008 (amounts in thousands):

|  | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|--|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Summary of Operations:                                       |               |                                   |                                       |                     |                     |
| Net sales  | \$            | \$ 233,015                        | \$ 62,253                             | \$ (532)            | \$ 294,736          |
| Cost of sales  |               | 226,235                           | 53,185                                | (421)               | 278,999             |
| Selling, general and administrative expenses                 | 190           | 16,239                            | 3,573                                 | (153)               | 19,849              |
| Provision (recovery) for bad debts                           |               | 1,074                             | (15)                                  |                     | 1,059               |
| Interest expense   | 11,646        | 62                                | 5                                     |                     | 11,713              |
| Interest income  | (46)          | (48)                              | (1,499)                               |                     | (1,593)             |
| Other (income) expense, net                                  | (15)          | (5,222)                           | (361)                                 | (175)               | (5,773)             |
| Equity in (earnings) losses of unconsolidated affiliates     |               | (4,060)                           | 1,205                                 | (789)               | (3,644)             |
| Equity in subsidiaries                                       | (1,251)       |                                   |                                       | 1,251               |                     |
| Write down of investment in unconsolidated affiliate         |               | 483                               | 1,000                                 |                     | 1,483               |
| Income (loss) from continuing operations before income taxes | (10,524)      | (1,748)                           | 5,160                                 | (245)               | (7,357)             |
| Provision (benefit) for income taxes                         | (780)         | 802                               | 2,477                                 |                     | 2,499               |
| Income (loss) from continuing operations                     | (9,744)       | (2,550)                           | 2,683                                 | (245)               | (9,856)             |
| Income from discontinued operations, net of tax              |               |                                   | 112                                   |                     | 112                 |
| Net income (loss)  | \$ (9,744)    | \$ (2,550)                        | \$ 2,795                              | \$ (245)            | \$ (9,744)          |

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Statement of Operations Information for the Six-Months Ended December 23, 2007 (amounts in thousands):

|   | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Summary of Operations:  |               |                                   |                                       |                     |                     |
| Net sales   | \$            | \$ 290,230                        | \$ 64,576                             | \$ (901)            | \$ 353,905          |
| Cost of sales   |               | 277,871                           | 57,419                                | (698)               | 334,592             |
| Selling, general and administrative<br>expenses                 |               | 22,876                            | 3,747                                 | (161)               | 26,462              |
| Provision for bad debts   |               | 47                                | 18                                    |                     | 65                  |
| Interest expense  | 12,878        | 315                               | 97                                    |                     | 13,290              |
| Interest income   | (336)         | (136)                             | (1,108)                               |                     | (1,580)             |
| Other (income) expense, net                                     | (12,753)      | 8,903                             | 416                                   | 244                 | (3,190)             |
| Equity in (earnings) losses of<br>unconsolidated affiliates     |               | (2,251)                           | 2,466                                 | (372)               | (157)               |
| Equity in subsidiaries  | 4,049         |                                   |                                       | (4,049)             |                     |
| Write down of long-lived assets                                 |               | 2,247                             | 533                                   |                     | 2,780               |
| Write down of investment in<br>unconsolidated affiliate         |               | 4,505                             |                                       |                     | 4,505               |
| Restructuring charges   |               | 6,837                             |                                       |                     | 6,837               |
| Income (loss) from continuing<br>operations before income taxes | (3,838)       | (30,984)                          | 988                                   | 4,135               | (29,699)            |
| Provision (benefit) for income<br>taxes                         | 13,096        | (26,905)                          | 1,121                                 |                     | (12,688)            |
| Income (loss) from continuing<br>operations                     | (16,934)      | (4,079)                           | (133)                                 | 4,135               | (17,011)            |
| Income from discontinued<br>operations, net of tax              |               |                                   | 77                                    |                     | 77                  |
| Net income (loss)   | \$ (16,934)   | \$ (4,079)                        | \$ (56)                               | \$ 4,135            | \$ (16,934)         |

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Statements of Cash Flows Information for the Six-Months Ended December 28, 2008 (amounts in thousands):

|   | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Operating activities:   |               |                                   |                                       |                     |                     |
| Net cash provided by (used in)<br>continuing operating activities | \$ 4,642      | \$ (11,129)                       | \$ (1,316)                            | \$ (149)            | \$ (7,952)          |
| Investing activities:   |               |                                   |                                       |                     |                     |
| Capital expenditures  | (68)          | (6,742)                           | (1,769)                               | 750                 | (7,829)             |
| Acquisition   |               | (500)                             |                                       |                     | (500)               |
| Change in restricted cash   |               | 7,140                             | 2,978                                 |                     | 10,118              |
| Proceeds from sale of capital<br>assets                           |               | 7,658                             | 42                                    | (750)               | 6,950               |
| Reclassification of investment to<br>foreign guarantor            | (4,781)       |                                   | 4,781                                 |                     |                     |
| Net cash provided by (used in)<br>investing activities            | (4,849)       | 7,556                             | 6,032                                 |                     | 8,739               |
| Financing activities:   |               |                                   |                                       |                     |                     |
| Borrowings of long term debt                                      | 14,600        |                                   |                                       |                     | 14,600              |
| Payments of long term debt  | (17,600)      |                                   | (2,978)                               |                     | (20,578)            |
| Proceeds from stock exercises                                     | 3,830         |                                   |                                       |                     | 3,830               |
| Other   |               | 37                                |                                       |                     | 37                  |
| Net cash provided by (used in)<br>financing activities            | 830           | 37                                | (2,978)                               |                     | (2,111)             |
| Cash flows of discontinued<br>operations:                         |               |                                   |                                       |                     |                     |
| Operating cash flow   |               |                                   | (162)                                 |                     | (162)               |
| Net cash used in discontinued<br>operations                       |               |                                   | (162)                                 |                     | (162)               |
| Effect of exchange rate changes on<br>cash and cash equivalents   |               |                                   | (6,292)                               | 149                 | (6,143)             |
| Net increase (decrease) in cash and<br>cash equivalents           | 623           | (3,536)                           | (4,716)                               |                     | (7,629)             |
| Cash and cash equivalents at<br>beginning of period               | 689           | 3,377                             | 16,182                                |                     | 20,248              |



|  |          |          |           |    |           |
|--|----------|----------|-----------|----|-----------|
| Cash and cash equivalents at end of period | \$ 1,312 | \$ (159) | \$ 11,466 | \$ | \$ 12,619 |
|--|----------|----------|-----------|----|-----------|

**Table of Contents****UNIFI, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)**

Statements of Cash Flows Information for the Six-Months Ended December 23, 2007 (amounts in thousands):

|   | <b>Parent</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Eliminations</b> | <b>Consolidated</b> |
|---|---------------|-----------------------------------|---------------------------------------|---------------------|---------------------|
| Operating activities:   |               |                                   |                                       |                     |                     |
| Net cash provided by (used in)<br>continuing operating          | \$ (1,743)    | \$ (4,820)                        | \$ 1,412                              | \$ (435)            | \$ (5,586)          |
| Investing activities:   |               |                                   |                                       |                     |                     |
| Capital expenditures  |               | (2,464)                           | (2,203)                               | 840                 | (3,827)             |
| Return of capital in equity<br>affiliates                       |               | 234                               |                                       |                     | 234                 |
| Change in restricted cash                                       |               | (14,810)                          |                                       |                     | (14,810)            |
| Proceeds from sale of equity<br>affiliate                       |               | 8,750                             |                                       |                     | 8,750               |
| Proceeds from sale of capital<br>assets                         |               | 11,288                            | 112                                   | (840)               | 10,560              |
| Other   | 7             | 260                               |                                       |                     | 267                 |
| Net cash provided by (used in)<br>investing activities          | 7             | 3,258                             | (2,091)                               |                     | 1,174               |
| Financing activities:   |               |                                   |                                       |                     |                     |
| Payments of long term debt                                      | (11,000)      |                                   |                                       |                     | (11,000)            |
| Dividend payment  | 9,494         |                                   | (9,494)                               |                     |                     |
| Other   | (3)           | 34                                | (739)                                 |                     | (708)               |
| Net cash provided by (used in)<br>financing activities          | (1,509)       | 34                                | (10,233)                              |                     | (11,708)            |
| Cash flows of discontinued<br>operations:                       |               |                                   |                                       |                     |                     |
| Operating cash flow   |               |                                   | (201)                                 |                     | (201)               |
| Net cash used in discontinued<br>operations                     |               |                                   | (201)                                 |                     | (201)               |
| Effect of exchange rate changes<br>on cash and cash equivalents |               |                                   | 1,630                                 | 435                 | 2,065               |
| Net increase (decrease) in cash<br>and cash equivalents         | (3,245)       | (1,528)                           | (9,483)                               |                     | (14,256)            |

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|  |           |        |           |           |
|--|-----------|--------|-----------|-----------|
| Cash and cash equivalents at beginning of period | 17,808    | 1,645  | 20,578    | 40,031    |
| Cash and cash equivalents at end of period       | \$ 14,563 | \$ 117 | \$ 11,095 | \$ 25,775 |

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following is Management's discussion and analysis of certain significant factors that have affected Unifi, Inc.'s (the Company's) operations and material changes in financial condition during the periods included in the accompanying Condensed Consolidated Financial Statements.

**Business Overview**

The Company is a diversified producer and processor of multi-filament polyester and nylon yarns, including specialty yarns with enhanced performance characteristics. The Company adds value to the supply chain and enhances consumer demand for its products through the development and introduction of branded yarns that provide unique performance, comfort and aesthetic advantages. The Company manufactures partially oriented, textured, dyed, twisted and beamed polyester yarns as well as textured nylon and nylon covered spandex products. The Company sells its products to other yarn manufacturers, knitters and weavers that produce fabric for the apparel, hosiery, furnishings, automotive, industrial and other end-use markets. The Company maintains one of the industry's most comprehensive product offerings and emphasizes quality, style and performance in all of its products.

*Polyester Segment.* The polyester segment manufactures partially oriented, textured, dyed, twisted and beamed yarns with sales to other yarn manufacturers, knitters and weavers that produce fabrics for the apparel, automotive, hosiery, furnishings, industrial and other end-use markets. The polyester segment primarily manufactures its products in Brazil and the United States ( U.S. ) which has the largest operations.

*Nylon Segment.* The nylon segment manufactures textured nylon and covered spandex products with sales to other yarn manufacturers, knitters and weavers that produce fabrics for the apparel, hosiery, sock and other end-use markets. The nylon segment consists of operations in Colombia and the U.S. which has the largest operations.

**Recent Developments and Outlook**

Although the global textile and apparel industry continues to grow, the U.S. textile and apparel industry has contracted substantially since 1999. This contraction was caused primarily by intense foreign competition in finished products which has resulted in over capacity domestically and the closure of many domestic textile and apparel plants or the movement of their operations offshore. According to industry experts, the North American polyester textile filament market is estimated to have declined by approximately 5% in calendar year 2007 compared to an estimated decline of approximately 16% in calendar year 2006. Regional manufacturers continue to demand North American manufactured yarn and fabrics due to the duty-free advantage, quick response times, readily available production capacity, and specialized products. In addition, North American retailers have expressed the need to have a balanced procurement strategy with both global and regional producers. Industry experts originally projected a decline for calendar year 2008 at a rate of 4% to 5%, similar to calendar year 2007; however, experts now believe the rate of polyester industry contraction in North America during calendar year 2008 is projected to have declined by approximately 18% to 20% as a result of the current economic crisis. Unlike prior contractions in North American production, which were primarily due to import competition of finished goods, the contraction in calendar year 2008 was primarily driven by decreased demand from all sectors of the Company's downstream market such as apparel, automotive, and furnishings which have been significantly impacted by the economic and retail downturn which began in the second half of calendar year 2008. The U.S. economic slowdown is expected to impact consumer spending and retail sales within the Company's key market segments during calendar year 2009.

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During the last fiscal year, the Company faced an extremely difficult operating environment, driven by a faltering economy, and unprecedented increases in the cost of raw materials, energy and freight. However, the Company has reacted decisively in dealing with these conditions. A combination of sales price increases, cost containment, operational efficiencies and customer service, coupled with an aggressive raw material sourcing strategy, has partially offset the negative impact of the economic downturn on the Company.

The Company believes that its success going forward is primarily based on its ability to improve the mix of its product offerings by shifting to more premier value-added ( PVA ) products, aggressively negotiating favorable raw material supply agreements, implementing cost saving strategies which will improve its operating efficiencies, and leveraging the free-trade agreements to which the U.S. is a party. The continued viability of the U.S. domestic textile and apparel industry is dependent, to a large extent, on the international trade regulatory environment.

In addition to the difficult economic conditions in the U.S. markets, the Company was negatively impacted by the continued rising cost of raw materials and other petrochemical driven costs during the first quarter of fiscal year 2009. The impact of the surge in crude oil prices since the beginning of fiscal year 2008 created a spike in polyester and nylon raw material prices. As raw material prices peaked in July 2008, the Company was not able to pass all of these raw material increases along to its customers in the first quarter of fiscal year 2009 which resulted in lower conversion margins. Operating results for the second quarter of fiscal year 2009 were also adversely impacted as these higher priced products continued to work through the Company s inventory systems. However, crude oil prices declined substantially during the second quarter and therefore the cost of polyester ingredients declined as well.

Polyester raw yarn imports have declined by approximately 17% in calendar year 2008 while global imports of synthetic apparel were down approximately 3% during the first eleven months of calendar year 2008. However, imports from the U.S. Dominican Republic Central American Free Trade Agreement ( CAFTA ) region were up approximately 13% during the same period as U.S. brands and retailers continue to take advantage of the shorter lead times and the competitiveness of the region. The trend toward regional production is expected to continue and is significant because over half of the U.S. production goes into programs that require regional fiber in order for the garment to qualify for duty free treatment.

The recent global economic downturn negatively impacted the Company s sales volume beginning in mid-September 2008 in the apparel, home furnishings, and automotive segments. The Company s sales volume declined 32% during the second quarter of fiscal year 2009 compared to the same quarter in the prior year as a result of sharp declines in retail apparel sales of 7%, home furnishing sales of 15%, and automotive sales of 18%. Industry experts expect the decline in apparel retail sales to further deteriorate to a run rate of negative 10% to 12% over the next six months. Based on these volumes and the extraordinarily high inventory levels across the supply chain, the Company expects its sales volumes to remain significantly lower than retail sales over the next two quarters. Other economic recessionary trends such as low consumer confidence and job losses could further adversely impact the Company s sales during the second half of fiscal year 2009.

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**Key Performance Indicators**

The Company continuously reviews performance indicators to measure its success. The following are the indicators management uses to assess performance of the Company's business:

sales volume, which is an indicator of demand;

margins, which are indicators of product mix and profitability;

net income or loss before interest, taxes, depreciation and amortization, and income or loss from discontinued operations ( EBITDA ), which are indicators of the Company's ability to pay debt; and

working capital of each business unit as a percentage of sales, which is an indicator of the Company's production efficiency and ability to manage its inventory and receivables.

**Corporate Restructuring**

*Severance*

In the first quarter of fiscal year 2008, the Company announced the closure of its polyester facility in Kinston, North Carolina. The Kinston facility produced partially oriented yarn ( POY ) for internal consumption and third party sales. The Company now purchases its commodity POY needs from external suppliers for conversion in its texturing operations. The Company continues to produce POY in its Yadkinville, North Carolina facility for specialty and premier valued-added ( PVA ) yarns and certain other commodity yarns. During the first quarter of fiscal year 2008, the Company recorded \$0.8 million for severance related to its Kinston consolidation which was reflected on the Cost of sales line item in the Consolidated Statements of Operations. Approximately 231 employees, which included 31 salaried positions and 200 wage positions, were affected as a result of the reorganization.

In the second quarter of fiscal year 2008, the Company recorded an additional \$0.4 million in severance costs related to Kinston employees who were associated with providing site services.

The Company recorded severance of \$2.4 million for its former President and Chief Executive Officer during the first quarter of fiscal year 2008 and \$1.7 million for severance related to its former Chief Financial Officer during the second quarter of fiscal year 2008 which were reflected on the Selling, general, & administrative expense line item in the Consolidated Statements of Operations.

On May 14, 2008, the Company announced the closing of its Staunton, Virginia facility and the transfer of all its production to its facility in Yadkinville, North Carolina which was completed in November 2008. During the first quarter of fiscal year 2009, the Company recorded \$0.1 million for severance related to its Staunton consolidation. Approximately 6 salaried employees and 35 wage employees were affected by this reorganization. The expenses were reflected on the Cost of sales line item in the Consolidated Statements of Operations.

*Restructuring*

In the first quarter of fiscal year 2008, the Company recorded \$1.5 million for restructuring charges related to unfavorable Kinston contracts for continued services after the closing of the facility.

In fiscal year 2007, the Company recorded a \$2.9 million unfavorable contract reserve related to a portion of the sales and service contract which it entered into with Dillon for continued support of the Dillon business through December 2008. A portion of the sales and service contract was deemed to be unfavorable, after the Company announced its plan to consolidate the Dillon capacity into its other facilities.

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The table below summarizes changes to the accrued severance and accrued restructuring accounts for the period ended December 28, 2008 (amounts in thousands):

|                       | Balance at<br>June 29,<br>2008 | Charges | Adjustments | Amounts<br>Used | Balance at<br>December 28,<br>2008 |
|-----------------------|--------------------------------|---------|-------------|-----------------|------------------------------------|
| Accrued severance     | \$ 3,668                       | 146     | 5           | (1,280)         | \$ 2,539(1)                        |
| Accrued restructuring | \$ 1,414                       |         | 245         | (1,040)         | \$ 619                             |

(1) As of December 28, 2008, the Company classified \$1.0 million of accrued executive severance as long term.

**Joint Ventures and Other Equity Investments**

Condensed income statement information for the quarters ended and year-to-date periods December 28, 2008 and December 23, 2007, of the combined unconsolidated equity affiliates, Yihua Unifi Fibre Company Limited ( YUFI ), UNIFI-SANS Technical Fibers, LLC ( USTF ), Parkdale America, LLC ( PAL ), and U.N.F. Industries Ltd ( UNF ) are as follows (amounts in thousands):

|                               | For the Quarter Ended December 28, 2008 |           |          |           |
|-------------------------------|---|-----------|----------|-----------|
|                               | YUFI                                    | PAL       | UNF      | Total     |
| Net sales                     | \$30,950                                | \$ 97,194 | \$ 6,543 | \$134,687 |
| Gross profit (loss)           | (1,528)                                 | 5,825     | (877)    | 3,420     |
| Depreciation and amortization | 1,325                                   | 5,447     | 474      | 7,246     |
| Income (loss) from operations | (2,783)                                 | 2,546     | (1,374)  | (1,611)   |
| Net income (loss)             | (2,949)                                 | 1,794     | (1,268)  | (2,423)   |

|                               | For the Six-Months Ended December 28, 2008 |           |          |           |
|-------------------------------|--|-----------|----------|-----------|
|                               | YUFI                                       | PAL       | UNF      | Total     |
| Net sales                     | \$70,830                                   | \$219,278 | \$12,435 | \$302,543 |
| Gross profit (loss)           | (3,575)                                    | 12,072    | (1,667)  | 6,830     |
| Depreciation and amortization | 2,720                                      | 9,904     | 948      | 13,572    |
| Income (loss) from operations | (6,939)                                    | 6,024     | (2,625)  | (3,540)   |
| Net income (loss)             | (7,566)                                    | 11,940    | (2,411)  | 1,963     |

|                               | For the Quarter Ended December 23, 2007 |           |          |           |
|-------------------------------|---|-----------|----------|-----------|
|                               | YUFI                                    | PAL       | UNF      | Total     |
| Net sales                     | \$36,051                                | \$104,944 | \$ 4,467 | \$145,462 |
| Gross profit (loss)           | (227)                                   | 5,827     | (163)    | 5,437     |
| Depreciation and amortization | 1,294                                   | 4,760     | 316      | 6,370     |
| Income (loss) from operations | (1,856)                                 | 2,532     | (277)    | 399       |
| Net income (loss)             | (2,431)                                 | 3,213     | (231)    | 551       |

|                               | For the Six-Months Ended December 23, 2007 |          |           |          |           |
|-------------------------------|--|----------|-----------|----------|-----------|
|                               | USTF (1)                                   | YUFI     | PAL       | UNF      | Total     |
| Net sales                     | \$6,455                                    | \$73,120 | \$215,539 | \$11,830 | \$306,944 |
| Gross profit (loss)           | 571  | (534)    | 10,449    | 155      | 10,641    |
| Depreciation and amortization | 578  | 2,618    | 9,670     | 790      | 13,656    |
| Income (loss) from operations | 188  | (3,628)  | 3,590     | (142)    | 8         |
| Net income (loss)             | 148  | (4,845)  | 4,566     | (88)     | (219)     |

(1) Sold in the second quarter of fiscal year 2008



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In August 2005, the Company formed YUFI, a 50/50 joint venture with Sinopec Yizheng Chemical Fiber Co., Ltd, ( YCFC ), a publicly traded (listed in Shanghai and Hong Kong) enterprise, to manufacture, process, and market commodity and specialty polyester filament yarn in YCFC's facilities in China. The Company granted YUFI an exclusive, non-transferable license to certain of its branded product technology (including Mynx®, Sorbtek®, Reflexx®, and dye springs) in China for a license fee of \$6.0 million over a four year period.

In July 2008, the Company announced a proposed agreement to sell its 50% ownership interest in YUFI to its partner, YCFC, for \$10.0 million. In connection with a review of the fair value of YUFI during negotiations related to the sale, the Company initiated a review of the carrying value of its investment in YUFI in accordance with Accounting Principles Board Opinion 18, The Equity Method of Accounting for Investments in Common Stock ( APB 18 ). As a result of this review, the Company determined that the carrying value of its investment in YUFI exceeded its fair value. Accordingly, the Company recorded a non-cash impairment charge of \$6.4 million in the fourth quarter of fiscal year 2008. During the second quarter of fiscal year 2009, the Company and YCFC renegotiated the proposed agreement to sell the Company's interest in YUFI to YCFC for \$9.0 million, pending final negotiation and execution of definitive agreements and the receipt of Chinese regulatory approvals. As a result, the Company recorded an additional impairment charge of \$1.5 million due to the decline in the value of its investment and other related assets. However, there can be no assurances that this transaction will occur upon these terms.

For the quarter and year-to-date periods ended December 23, 2007, the Company recognized equity losses net of technology and license fee income of \$1.0 million and \$1.7 million, respectively. In addition, the Company recognized \$0.5 million and \$1.3 million in operating expenses for the quarter and year-to-date periods ended December 23, 2007, respectively, which was primarily reflected on the Cost of sales line item in the Consolidated Statements of Operations, directly related to providing technological support in accordance with the Company's joint venture contract. The Company did not record its share of equity losses in YUFI for the year-to-date period ended December 28, 2008, since the carrying value of its investment reflects the lower fair value of \$9.0 million as a result of the impairment charge described above.

In June 1997, the Company and Parkdale Mills, Inc. entered into a contribution agreement whereby both companies contributed all of the assets of their spun cotton yarn operations utilizing open-end and air jet spinning technologies to create PAL. In exchange for its contributions, the Company received a 34% ownership interest in the joint venture. PAL is a producer of cotton and synthetic yarns for sale to the textile and apparel industries primarily within North America. PAL has 12 manufacturing facilities primarily located in central and western North Carolina and in South Carolina. For the quarter and year-to-date periods ended December 28, 2008, the Company recognized net equity earnings of \$0.6 million and \$4.1 million, respectively, compared to equity earnings of \$1.1 million and \$1.6 million for the respective corresponding periods in the prior year. The Company received accumulated distributions from PAL of \$2.1 million and \$0.7 million for the year-to-date periods of fiscal years 2009 and 2008, respectively.

In September 2000, the Company and SANS Fibres of South Africa ( SANS Fibres ) formed USTF, a 50/50 joint venture created to produce low-shrinkage high tenacity nylon 6.6 light denier industrial yarns in North Carolina. The business was operated in a plant in Stoneville, North Carolina. In the second quarter of fiscal year 2008, the Company completed the sale of its interest in USTF.

In September 2000, the Company and Nilit Ltd ( Nilit ) formed UNF; a 50/50 joint venture to produce nylon POY at Nilit's manufacturing facility in Migdal Ha-Emek, Israel which is the Company's primary source of nylon POY for its texturing operations. For the quarter and year-to-date periods ended December 28, 2008, the Company recognized net equity losses of \$0.4 million and \$0.4 million, respectively, compared to net equity losses of \$0.1 million and net equity earnings of \$0.3 million for the respective corresponding periods in the prior year.

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The Company accounts for its goodwill and other intangibles under the provisions of Statements of Financial Accounting Standard ( SFAS ) No. 142, Goodwill and Other Intangible Assets ( SFAS 142 ). SFAS 142 requires that these assets be reviewed for impairment annually, unless specific circumstances indicate that a more timely review is warranted. This impairment test involves estimates and judgments that are critical in determining whether any impairment charge should be recorded and the amount of such charge if an impairment loss is deemed to be necessary. As a result of the significant decline in the Company's market capitalization during the second quarter, the Company determined that it was appropriate to perform an interim impairment analysis. Accordingly, the Company conducted an impairment test of its goodwill during the second quarter of fiscal year 2009 and concluded that no impairment was necessary. However, given the current market conditions and fluctuations in the Company's market capitalization the results of the test could change going forward. Therefore, the Company will continue to evaluate the need to perform interim impairment tests on a quarter-by-quarter basis until market conditions stabilize. Future events impacting cash flows for existing assets could render a write-down necessary that previously required no such write-down. In fiscal year 2007, the Company purchased the polyester and nylon texturing operations of Dillon (the Transaction ). In connection with the Transaction, the Company and Dillon entered into a Sales and Services Agreement for a term of two years from January 1, 2007, pursuant to which the Company agreed to pay Dillon an aggregate amount of \$6.0 million in exchange for certain sales and transitional services to be provided by Dillon's sales staff and executive management, of which \$0.8 million was paid during the first and second quarters of both fiscal year 2009 and fiscal year 2008. On December 1, 2008, the Company entered into an agreement to extend the Sales and Service agreement for a term of one year effective January 1, 2009 pursuant to which the Company will pay Dillon an aggregate amount of \$1.7 million. Mr. Stephen Wener is the President and Chief Executive Officer of Dillon and is a director of the Company.

**Table of Contents****Review of Second Quarter Fiscal Year 2009 compared to Second Quarter Fiscal Year 2008**

The following table sets forth the loss from continuing operations components for each of the Company's business segments for the fiscal quarters ended December 28, 2008 and December 23, 2007, respectively. The table also sets forth each of the segments' net sales as a percent to total net sales, the net income (loss) components as a percent to total net sales and the percentage increase or decrease of such components over the comparable prior year period (amounts in thousands, except percentages):

|  | For the Quarters Ended |                   |            |            | % Change |        |
|--|------------------------|-------------------|------------|------------|----------|--------|
|  | December 28, 2008      | December 23, 2007 |            |            |          |        |
|  |                        |                   | % to Total | % to Total |          |        |
| Net sales  |                        |                   |            |            |          |        |
| Polyester  | \$ 93,984              |                   | 74.8       | \$ 135,119 | 73.7     | (30.4) |
| Nylon  | 31,743                 |                   | 25.2       | 48,250     | 26.3     | (34.2) |
| Total  | \$ 125,727             |                   | 100.0      | \$ 183,369 | 100.0    | (31.4) |
|  |                        |                   | % to Sales | % to Sales |          |        |
| Gross profit   |                        |                   |            |            |          |        |
| Polyester  | \$ 559                 |                   | 0.4        | \$ 5,850   | 3.2      | (90.4) |
| Nylon  | 1,753                  |                   | 1.4        | 2,470      | 1.3      | (29.0) |
| Total  | 2,312                  |                   | 1.8        | 8,320      | 4.5      | (72.2) |
| Selling, general and administrative expenses                               |                        |                   |            |            |          |        |
| Polyester  | 7,294                  |                   | 5.8        | 10,243     | 5.6      | (28.8) |
| Nylon  | 2,010                  |                   | 1.6        | 1,765      | 0.9      | 13.9   |
| Total  | 9,304                  |                   | 7.4        | 12,008     | 6.5      | (22.5) |
| Write down of long-lived assets and investment in unconsolidated affiliate |                        |                   |            |            |          |        |
| Polyester  |                        |                   |            | 2,247      | 1.2      |        |
| Nylon  |                        |                   |            |            |          |        |
| Corporate  | 1,483                  |                   | 1.1        |            |          |        |
| Total  | 1,483                  |                   | 1.1        | 2,247      | 1.2      | (34.0) |
| Restructuring charges  |                        |                   |            |            |          |        |
| Polyester  |                        |                   |            | 4,205      | 2.3      |        |
| Nylon  |                        |                   |            |            |          |        |
| Total  |                        |                   |            | 4,205      | 2.3      |        |
| Other (income) expense, net  | 195                    |                   | 0.2        | 3,472      | 1.9      | (94.4) |

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|  |            |       |            |       |         |
|--|------------|-------|------------|-------|---------|
| Loss from continuing operations before<br>income taxes | (8,670)    | (6.9) | (13,612)   | (7.4) | (36.3)  |
| Provision (benefit) for income taxes                   | 614        | 0.5   | (5,757)    | (3.1) | (110.7) |
| Loss from continuing operations                        | (9,284)    | (7.4) | (7,855)    | (4.3) | 18.2    |
| Income from discontinued operations, net<br>of tax     | 216        | (0.2) | 109        | 0.1   | 98.2    |
| Net loss   | \$ (9,068) | (7.2) | \$ (7,746) | (4.2) | 17.1    |

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As reflected in the tables above, consolidated net sales from continuing operations decreased from \$183.4 million to \$125.7 million which was primarily attributable to decreased sales in the apparel, automotive and furnishing market segments. Consolidated unit volumes decreased by 32.4% for the second quarter of fiscal year 2009, while average net selling prices increased 1.0% for the same period.

Refer to the discussion of segment operations under the captions Polyester Operations and Nylon Operations for a further discussion of each segment's operating results.

Consolidated gross profit from continuing operations decreased by \$6.0 million to \$2.3 million for the quarter ended December 28, 2008 as compared to the prior year second quarter. This decrease was primarily attributable to lower conversion margins and increases in fixed converting costs due to lower utilization rates.

Consolidated selling, general and administrative (SG&A) expenses decreased by \$2.7 million or 22.5% during the second quarter of fiscal year 2009 as compared to the prior year second quarter. The decrease in SG&A for the second quarter was primarily a result of decreases of \$1.7 million in executive severance costs, \$0.5 million in the Company's Brazilian operation, \$0.3 million in salaries and fringe expenses which includes a \$0.5 million savings related to management bonuses, \$0.2 million in depreciation expenses, \$0.1 million in insurance expenses, and \$0.1 million in amortization of intangibles offset by an increase of \$0.2 million in start up costs related to the Company's Unifi Textiles (Suzhou) Company, Ltd. (UTSC) operation. SG&A expenses related to the Company's Brazilian operation decreased \$0.5 million compared to the prior year period due to a decrease of \$0.4 million related to the strengthening of the U.S. dollar against the Brazilian real and a decrease of \$0.1 million in overall expenses.

During the second quarter of fiscal year 2008, the Company evaluated the carrying value of the remaining machinery and equipment at its Dillon, South Carolina facility. The Company sold several machines to a foreign subsidiary and also transferred several other machines to its Yadkinville, North Carolina facility. Five machines were scrapped for spare parts inventory. Six of the remaining machines were leased under an operating lease to a manufacturer in Mexico at a fair market value substantially less than their carrying value. These remaining machines were written down to the fair market value determined by the lease; and as a result, the Company recorded a non-cash impairment charge of \$1.6 million in the second quarter of fiscal year 2008. The adjusted net book value will be depreciated over a two year period which is consistent with the life of the lease.

In addition, during the second quarter of fiscal year 2008, the Company began negotiations with a third party to sell the manufacturing facility located in Kinston, North Carolina. As a result of these negotiations, management concluded that the carrying value of the real estate exceeded its fair value. Accordingly, a \$0.7 million non-cash impairment charge was recorded in the quarter ended December 23, 2007.

During the second quarter of fiscal year 2008, the Company evaluated the contract termination costs associated with the closure of its Kinston, North Carolina facility for the remainder of its current fiscal year. The Company accrued for unfavorable contract costs of \$4.6 million related to site services that the Company was obligated to provide through June 2008.

In fiscal year 2004, the Company recorded restructuring charges of \$5.7 million in lease related costs associated with the closure of its facility in Altamahaw, North Carolina. In the second quarter of fiscal year 2008, the Company evaluated its remaining obligation on the lease and as a result recorded a \$0.4 million favorable adjustment.

During the second quarter of fiscal year 2009, the Company and YCFC renegotiated the proposed agreement to sell the Company's interest in YUFI to YCFC for \$9.0 million, pending final negotiation and execution of definitive agreements and the receipt of Chinese regulatory approvals. As a result, the Company recorded an additional impairment charge of \$1.5 million due to the decline in the value of its investment and other related assets. However, there can be no assurances that this transaction will occur upon these terms.

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Other (income) expense, net increased from \$2.2 million in the second quarter of fiscal year 2008 to \$5.2 million in the second quarter of fiscal year 2009. The following table shows the components of other (income) expense, net (amounts in thousands):

|   | For the Quarters Ended  |                         |
|---|-------------------------|-------------------------|
|   | December<br>28,<br>2008 | December<br>23,<br>2007 |
| Gain on sale of fixed assets            | \$ (5,594)              | \$ (1,271)              |
| Gain from sale of nitrogen credits      |                         | (807)                   |
| Technology fee from China joint venture |                         | (250)                   |
| Currency (gains) losses                 | 380                     | 131                     |
| Other, net                              | 2                       | 5                       |
| Other (income) expense, net             | \$ (5,212)              | \$ (2,192)              |

As a result of the discussions above, loss from continuing operations before income taxes was \$8.7 million in the second quarter of fiscal year 2009 as compared to a loss of \$13.6 million recorded in the same period of the prior year. The Company's income tax provision for the quarter ended December 28, 2008 resulted in tax expense at an effective rate of 7.1% as compared to the quarter ended December 23, 2007 which resulted in tax benefit at an effective rate of 42.3%. The primary differences between the Company's effective tax rate and the U.S. statutory rate for the quarter ended December 28, 2008 were attributable to state income tax benefits, foreign income being taxed at rates less than the U.S. statutory rate and an increase in the valuation allowance.

Deferred income taxes have been provided for the temporary differences between financial statement carrying amounts and the tax basis of existing assets and liabilities. The Company has continued to record a valuation allowance against its net domestic deferred tax assets, and certain foreign deferred tax assets related to net operating losses, as those net deferred tax assets are more likely than not to be unrealizable for income tax purposes. The valuation allowance increased \$3.5 million in the quarter ended December 28, 2008 compared to a \$1.7 million decrease in the quarter ended December 23, 2007. The net increase in the valuation allowance for the quarter ended December 28, 2008 primarily consisted of a \$2.8 million increase for net operating losses generated this quarter (federal and state) and an increase of \$0.7 million related to other temporary differences.

The income from discontinued operations for the second quarter of fiscal years 2009 and 2008 was primarily due to wind up activities and currency translation adjustments associated with the Ireland facility.

*Polyester Operations*

Polyester unit volumes decreased 32.7% for the quarter ended December 28, 2008, while average net selling prices increased 2.3% compared to the quarter ended December 23, 2007. Net sales for the polyester segment for the second quarter of fiscal year 2009 decreased by \$41.1 million or 30.4% as compared to the same quarter in the prior year. Net sales of domestic polyester decreased by 29.2% primarily due to a decline in volume attributed to a reduction in merchant market sales of commodity POY stemming from shutting down the Kinston facility in October 2007 and to a reduction in polyester sales related to the slowdown in the retail apparel, automotive and home upholstery markets. The polyester price increases are attributable to an enriched mix due to a higher percentage of PVA sales, a lower percentage of POY sales, and increases in raw material pricing.

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Sales in local currency for the Brazilian operation decreased by 15.8% for the quarter ended December 28, 2008 compared to the same quarter in the prior year primarily due to a decrease in unit volumes of 17.5% offset by an increase in average selling prices of 2.1%. The decrease in U.S. dollar net sales for the second quarter as compared to the prior year period includes a reduction of \$7.0 million due to an increase in the Brazilian currency exchange rate. In the second quarter of fiscal year 2009, the Company experienced a decline in its polyester business beginning in November 2008 which was attributable to market conditions previously discussed. Fiber costs for the polyester segment, excluding the Brazilian currency impact, decreased approximately 4.8% compared to the prior year second quarter primarily due to lower volumes which were offset by an increase in costs on a per-unit basis. Converting costs, excluding the Brazilian currency impact, decreased 49.0% primarily from lower sales volumes, the closure of the Kinston facility and management's efforts in controlling manufacturing costs. Gross profit for the polyester segment decreased \$5.3 million in the second quarter of fiscal year 2009 which reflects these reductions in conversion margins and lower volumes.

SG&A expenses for the second quarter of fiscal year 2009 were \$7.3 million compared to \$10.2 million in the same quarter in the prior year. Refer to the discussion of SG&A in the quarter overview discussed above.

*Nylon Operations*

Nylon unit volumes decreased by 30.0% in the second quarter of fiscal year 2009 compared to the prior year quarter while average selling prices decreased by 4.2%. Net sales for the nylon segment for the second quarter of fiscal year 2009 decreased by \$16.5 million or 34.2% as compared to the same quarter in the prior year. This decrease in net sales was primarily due to the slowdown in the retail apparel markets.

Total raw material costs decreased by 34.7% in the second quarter of fiscal year 2009 as compared to the prior year quarter as a result of the decreased volumes discussed above. Total converting costs for the nylon segment decreased by 34.1% in the same period as compared to the same quarter in the prior year reflecting lower depreciation expense in excess of higher other converting costs resulting in overall lower cost per unit. As a result, gross profit for the nylon segment decreased by \$0.7 million for the second quarter of fiscal year 2009 over the prior year quarter.

SG&A expenses for the second quarter of fiscal year 2009 were \$2.0 million compared to \$1.8 million in the same quarter in the prior year. Refer to the discussion of SG&A in the quarter overview discussed above.

*Corporate*

During the first quarter of fiscal year 2007, the Company established the Unifi, Inc. Supplemental Key Employee Retirement Plan (the Plan). This Plan, which replaced a similar retirement plan, was established for the purpose of providing supplemental retirement benefits for a select group of management employees. In the second quarter of fiscal year 2009, the Company recognized \$12 thousand of net expense related to the Plan's deferred compensation charges offset by its change in market value.

On July 26, 2006, the Compensation Committee (Committee) of the Board of Directors (Board) authorized the issuance of an additional 1,065,000 stock options to certain key employees from the 1999 Long-Term Incentive Plan. In addition, on October 24, 2007, the Committee authorized the issuance of approximately 1,570,000 stock options from the 1999 Long-Term Incentive Plan, of which 120,000 were issued to certain Board members and the remaining options were issued to certain key employees. On October 29, 2008, the shareholders of the Company approved the 2008 Unifi, Inc. Long-Term Incentive Plan (2008 Long-Term Incentive Plan). The plan authorized the issuance of up to 6,000,000 shares of Common Stock pursuant to the grant or exercise of stock options, including Incentive Stock Options (ISO), Non-Qualified Stock Options (NQSO) and restricted stock, but not more than 3,000,000 shares may be issued as restricted stock. Option

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awards are granted with an exercise price not less than the market price of the Company's stock at the date of grant. During the second quarter of fiscal year 2009, the Committee of the Board authorized the issuance of 280,000 stock options from the 2008 Long-Term Incentive Plan to certain key employees. As a result of these grants, the Company incurred \$0.3 million of stock-based compensation charges in both the second quarters for fiscal years 2009 and 2008, which were recorded as SG&A expenses with the offset to additional paid-in-capital.



**Table of Contents****Review of Year-To-Date Fiscal Year 2009 compared to Year-To-Date Fiscal Year 2008**

The following table sets forth the loss from continuing operations components for each of the Company's business segments for the year-to-date periods ended December 28, 2008 and December 23, 2007, respectively. The table also sets forth each of the segments' net sales as a percent to total net sales, the net income (loss) components as a percent to total net sales and the percentage increase or decrease of such components over the comparable prior year period (amounts in thousands, except percentages):

|  | For the Six-Months Ended |            |                   |            | % Change |
|--|--------------------------|------------|-------------------|------------|----------|
|  | December 28, 2008        |            | December 23, 2007 |            |          |
|  |                          | % to Total |                   | % to Total |          |
| Net sales  |                          |            |                   |            |          |
| Polyester  | \$ 216,963               | 73.6       | \$ 264,498        | 74.7       | (18.0)   |
| Nylon  | 77,773                   | 26.4       | 89,407            | 25.3       | (13.0)   |
| Total  | \$ 294,736               | 100.0      | \$ 353,905        | 100.0      | (16.7)   |
|  |                          | % to Sales |                   | % to Sales |          |
| Gross profit   |                          |            |                   |            |          |
| Polyester  | \$ 8,729                 | 2.9        | \$ 13,738         | 3.9        | (36.5)   |
| Nylon  | 7,008                    | 2.4        | 5,575             | 1.5        | 25.7     |
| Total  | 15,737                   | 5.3        | 19,313            | 5.4        | (18.5)   |
| Selling, general and administrative expenses                               |                          |            |                   |            |          |
| Polyester  | 15,654                   | 5.3        | 22,576            | 6.4        | (30.7)   |
| Nylon  | 4,195                    | 1.4        | 3,886             | 1.1        | 8.0      |
| Total  | 19,849                   | 6.7        | 26,462            | 7.5        | (25.0)   |
| Write down of long-lived assets and investment in unconsolidated affiliate |                          |            |                   |            |          |
| Polyester  |                          |            | 2,780             | 0.8        |          |
| Nylon  |                          |            |                   |            |          |
| Corporate  | 1,483                    | 0.5        | 4,505             | 1.3        | (67.1)   |
| Total  | 1,483                    | 0.5        | 7,285             | 2.1        | (79.6)   |
| Restructuring charges  |                          |            |                   |            |          |
| Polyester  |                          |            | 6,619             | 1.8        |          |
| Nylon  |                          |            | 218               |            |          |
| Total  |                          |            | 6,837             | 1.8        |          |
| Other (income) expense, net  | 1,762                    | 0.6        | 8,428             | 2.4        | (79.1)   |

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|  |            |       |             |       |         |
|--|------------|-------|-------------|-------|---------|
| Loss from continuing operations before<br>income taxes | (7,357)    | (2.5) | (29,699)    | (8.4) | (75.2)  |
| Provision (benefit) for income taxes                   | 2,499      | 0.8   | (12,688)    | (3.6) | (119.7) |
| Loss from continuing operations                        | (9,856)    | (3.3) | (17,011)    | (4.8) | (42.1)  |
| Income from discontinued operations,<br>net of tax     | 112        |       | 77          |       | 45.5    |
| Net loss   | \$ (9,744) | (3.3) | \$ (16,934) | (4.8) | (42.5)  |

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As reflected in the tables above, consolidated net sales from continuing operations decreased from \$353.9 million for the year-to-date ended December 23, 2007 to \$294.7 million for the year-to-date period ended December 28, 2008 which was primarily attributable to decreased sales in the apparel, automotive and furnishing market segments. Consolidated unit volumes decreased by 22.8% for the current year-to-date period, while average net selling prices increased 6.1% for the same period.

Refer to the discussion of segment operations under the captions Polyester Operations and Nylon Operations for a further discussion of each segment's operating results.

Consolidated gross profit from continuing operations decreased by \$3.6 million to \$15.7 million for the year-to-date period ended December 28, 2008 as compared to the prior year-to-date period. This decrease was primarily attributable to lower conversion margins and increases in fixed converting costs reflective of lower volumes.

Consolidated SG&A expenses decreased by \$6.6 million or 25.0% for the year-to-date period ended December 28, 2008 as compared to the same period of the prior year. The decrease in SG&A for the fiscal year was primarily a result of decreases of \$4.1 million in executive severance costs, \$1.2 million in deposit write-offs, \$0.4 million in salaries and fringe expenses which includes a \$1.1 million savings related to management bonuses, \$0.3 million in insurance expense, \$0.3 million in depreciation expenses, \$0.2 million in amortization of intangibles, \$0.1 million in miscellaneous charges, and a decrease of \$0.2 million related to the Company's Brazilian operation which included a decrease of \$0.1 million related to the strengthening of the U.S. dollar against the Brazilian real. These decreases in SG&A were offset by an increase of \$0.2 million in start up costs associated with UTSC.

During the first quarter of fiscal year 2008 in connection with a review of the fair value of USTF during negotiations related to the sale, the Company determined that a review of the carrying value of its investment was necessary. As a result of this review, the Company determined that the carrying value exceeded its fair value. Accordingly, a non-cash impairment charge of \$4.5 million was recorded in the first quarter of fiscal year 2008.

During the first quarter of fiscal year 2008, the Company's Brazilian polyester operation continued the modernization plan for its facilities by abandoning four of its older machines with newer machines purchased from the Company's domestic polyester division. As a result, the Company recognized a \$0.5 million non-cash impairment charge on the older machines.

During the second quarter of fiscal year 2008, the Company evaluated the carrying value of the remaining machinery and equipment at its Dillon, South Carolina facility. The Company sold several machines to a foreign subsidiary and also transferred several other machines to its Yadkinville, North Carolina facility. Five machines were scrapped for spare parts inventory. Six of the remaining machines were leased under an operating lease to a manufacturer in Mexico at a fair market value substantially less than their carrying value. These remaining machines were written down to the fair market value determined by the lease; and as a result, the Company recorded a non-cash impairment charge of \$1.6 million in the second quarter of fiscal year 2008. The adjusted net book value will be depreciated over a two year period which is consistent with the life of the lease.

In addition, the Company began negotiations with a third party to sell the manufacturing facility located in Kinston, North Carolina. As a result of these negotiations, management concluded that the carrying value of the real estate exceeded its fair value. Accordingly, a \$0.7 million non-cash impairment charge was recorded in the quarter ended December 23, 2007.

During the first quarter of fiscal year 2008, the Company recorded restructuring charges of \$2.6 million which was comprised of \$1.5 million in contract termination costs related to the Kinston closure and \$1.1 million of severance related to the restructuring of other corporate staff and manufacturing support functions.

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During the second quarter of fiscal year 2008, the Company evaluated the contract termination costs associated with the closure of its Kinston, North Carolina facility for the remainder of its current fiscal year. The Company accrued for unfavorable contracts costs of \$4.6 million related to site services that the Company was obligated to provide through June 2008.

In fiscal year 2004, the Company recorded restructuring charges of \$5.7 million in lease related costs associated with the closure of its facility in Altamahaw, North Carolina. In the second quarter of fiscal year 2008, the Company evaluated its remaining obligation on the lease and as a result recorded a \$0.4 million favorable adjustment.

During the second quarter of fiscal year 2009, the Company and YCFC renegotiated the proposed agreement to sell the Company's interest in YUFI to YCFC for \$9.0 million, pending final negotiation and execution of definitive agreements and the receipt of Chinese regulatory approvals. As a result, the Company recorded an additional impairment charge of \$1.5 million due to the decline in the value of its investment and other related assets. However, there can be no assurances that this transaction will occur upon these terms.

Other (income) expense, net increased from \$3.2 million for the year-to-date period of fiscal year 2008 to \$5.8 million for the same period of fiscal year 2009. The following table shows the components of other (income) expense, net (amounts in thousands):

|   | For the Six-Months Ended |                         |
|---|--------------------------|-------------------------|
|   | December<br>28,<br>2008  | December<br>23,<br>2007 |
| Gain on sale of fixed assets            | \$ (5,910)               | \$ (1,413)              |
| Gain from sale of nitrogen credits      |                          | (1,614)                 |
| Technology fee from China joint venture |                          | (688)                   |
| Currency (gains) losses                 | 77                       | 458                     |
| Other, net                              | 60                       | 67                      |
| Other (income) expense, net             | \$ (5,773)               | \$ (3,190)              |

As a result of the discussions above, loss from continuing operations before income taxes was \$7.4 million in the year-to-date period of fiscal year 2009 as compared to a loss of \$29.7 million for the same period of fiscal year 2008.

The Company's income tax provision for the year-to-date period ended December 28, 2008 resulted in tax expense at an effective rate of 33.5% compared to the year-to-date period ended December 23, 2007 which resulted in tax benefit at an effective rate of 42.7%. The primary differences between the Company's effective tax rate and the U.S. statutory rate for the year-to-date period ended December 28, 2008 were attributable to state income tax benefits, foreign income being taxed at rates less than the U.S. statutory rate and an increase in the valuation allowance.

Deferred income taxes have been provided for the temporary differences between financial statement carrying amounts and the tax basis of existing assets and liabilities. The Company has continued to record a valuation allowance against its net domestic deferred tax assets, and certain foreign deferred tax assets related to net operating losses, as those net deferred tax assets are more likely than not to be unrealizable for income tax purposes. The valuation allowance increased \$4.1 million in the year-to-date period ended December 28, 2008 compared to a decrease of \$6.8 million in the year-to-date period ended December 23, 2007. The net increase in the valuation allowance for the year-to-date period ended December 28, 2008 primarily consisted of a \$3.7 million increase for net operating losses generated year-to-date (federal and state) and an increase of \$0.4 million related to other temporary differences.

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The income from discontinued operations for the year-to-date period of fiscal year 2009 and 2008 was primarily due to wind-up activities and currency translation adjustments associated with the Ireland facility.

*Polyester Operations*

Polyester unit volumes decreased 24.4% for the year-to-date period ended December 28, 2008, while average net selling prices increased 6.4% compared to the prior year-to-date period. Net sales for the polyester segment for the year-to-date period of fiscal year 2009 decreased by \$47.5 million or 18.0% as compared to the same period in the prior year. Domestic sales of polyester decreased overall by 29.2% primarily due to a decline in volume attributed to a reduction in merchant market sales of commodity POY stemming from shutting the Kinston facility in October 2007 and to a reduction in polyester sales related to the slowdown in the retail apparel, automotive and home upholstery markets. The polyester price increases are attributable to an enriched mix due to a higher percentage of PVA sales, a lower percentage of POY sales, and increases in raw material pricing.

Sales in local currency for the Brazilian operation decreased by 1.12% for the year-to-date period ended December 28, 2008 compared to the same period in the prior year primarily due to a decrease in average selling prices of 0.04% and a decrease in unit volumes of 1.08%. The decrease in U.S. dollar net sales for the period as compared to the prior year period includes a reduction of \$2.6 million due to an increase in the Brazilian currency exchange rate.

During the first six months of fiscal year 2009, the polyester segment was negatively impacted by higher raw materials. Fiber costs for the polyester segment, excluding the Brazilian currency impact, increased 6.4% compared to the first six months of the prior year due to the rising cost of raw materials which was higher on a cost per unit basis which was partially offset by a decline in volume. Converting costs, excluding the Brazilian currency impact, decreased 47% compared to the same period in the prior year as a result of lower volumes, the closure of the Kinston facility, and other consolidation efforts. However, the decline in net sales exceeded the decline in the costs discussed above, and as a result, gross profit for the polyester segment decreased \$5.0 million.

SG&A expenses for the year-to-date period of fiscal year 2009 were \$15.7 million compared to \$22.6 million in the same period in the prior year. Refer to the discussion of SG&A in the year-to-date overview discussed above.

*Nylon Operations*

Nylon unit volumes decreased by 9.6% for the year-to-date period of fiscal year 2009 compared to the same period in the prior year while average selling prices decreased by 3.5%. Net sales for the nylon segment for the year-to-date period of fiscal year 2009 decreased by \$11.6 million or 13.0% as compared to the same period in the prior year. This decrease in net sales was primarily due to weak demand for both its nylon textured and covered products.

Total raw material costs decreased by 13.0% for the year-to-date period in fiscal year 2009 as compared to the same period last year as a result of decreased volumes previously discussed above. Total converting costs for the nylon segment decreased by 20.7% in the same period as compared to the same period in the prior year reflecting lower depreciation expense in excess of higher other converting costs resulting in overall lower cost per unit. As a result, gross profit for the nylon segment increased by \$1.4 million for the first six months of fiscal year 2009.

SG&A expenses for the year-to-date period of fiscal year 2009 were \$4.2 million compared to \$3.9 million for the year-to-date period of fiscal year 2008. Refer to the discussion of SG&A in the year-to-date overview discussed above.

**Table of Contents***Corporate*

During the first quarter of fiscal year 2007, the Company established the Unifi, Inc. Supplemental Key Employee Retirement Plan. This Plan, which replaced a similar retirement plan, was established for the purpose of providing supplemental retirement benefits for a select group of management employees. For the year-to-date period ending December 28, 2008, the Company recognized \$69 thousand of income related to the Plan's change in market value offset by deferred compensation charges.

On July 26, 2006, the Committee authorized the issuance of an additional 1,065,000 stock options to certain key employees from the 1999 Long-Term Incentive Plan. In addition, on October 24, 2007, the Committee authorized the issuance of approximately 1,570,000 stock options from the 1999 Long-Term Incentive Plan, of which 120,000 were issued to certain Board members and the remaining options were issued to certain key employees. On October 29, 2008, the shareholders of the Company approved the 2008 Unifi, Inc. Long-Term Incentive Plan ( 2008 Long-Term Incentive Plan ). The plan authorized the issuance of up to 6,000,000 shares of Common Stock pursuant to the grant or exercise of stock options, including Incentive Stock Options ( ISO ), Non-Qualified Stock Options ( NQSO ) and restricted stock, but not more than 3,000,000 shares may be issued as restricted stock. Option awards are granted with an exercise price not less than the market price of the Company's stock at the date of grant. During the second quarter of fiscal year 2009, the Committee of the Board authorized the issuance of 280,000 stock options from the 2008 Long-Term Incentive Plan to certain key employees. As a result of these grants, the Company incurred \$0.6 million and \$0.4 million of stock-based compensation charges in the year-to-date periods for fiscal years 2009 and 2008, respectively, which were recorded as SG&A expenses with the offset to additional paid-in-capital.

**Liquidity and Capital Resources***Liquidity Assessment*

The Company's primary capital requirements are for working capital, capital expenditures and service of indebtedness. Historically, the Company has met its working capital and capital maintenance requirements from its operations. Asset acquisitions and joint venture investments have been financed by asset sales proceeds, cash reserves and borrowing under its financing agreements discussed below.

In addition to its normal operating cash and working capital requirements and service of its indebtedness, the Company will also require cash to fund capital expenditures and enable cost reductions through restructuring projects as follows:

*Capital Expenditures.* The Company estimates its fiscal year 2009 capital expenditures will be within a range of \$14.0 million to \$16.0 million. The Company has restricted cash from the sale of certain nonproductive assets reserved for domestic capital expenditures in accordance with its long-term borrowing agreements. As of December 28, 2008, the Company had \$11.1 million in restricted cash funds, of which \$2.3 million is available for domestic capital expenditures. The Company's capital expenditures primarily relate to maintenance of existing assets and equipment and technology upgrades. Management continuously evaluates opportunities to further reduce production costs, and the Company may incur additional capital expenditures from time to time as it pursues new opportunities for further cost reductions.

*Joint Venture Investments.* During the first six months of fiscal year 2009, the Company received \$2.1 million in dividend distributions from its joint ventures. Although historically over the past five years the Company has received distributions from certain of its joint ventures, there is no guarantee that it will continue to receive distributions in the future. The Company may from time to time increase its interest in its joint ventures, sell its interest in its joint ventures, invest in new joint ventures or transfer idle equipment to its joint ventures.

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On July 31, 2008, the Company announced a proposed agreement to sell its 50% ownership interest in YUFI to its partner, YCFC, for \$10.0 million. During the second quarter of fiscal year 2009, the Company and YCFC renegotiated the proposed agreement to sell the Company's interest in YUFI to YCFC for \$9.0 million, pending final negotiation and execution of definitive agreements and the receipt of Chinese regulatory approvals. As a result, the Company recorded an additional impairment charge of \$1.5 million due to the decline in the value of its investment and other related assets. However, there can be no assurances that this transaction will occur upon these terms.

The Company's management has decided that a fundamental change in its approach was required to maximize its earnings and growth opportunities in the Chinese market. Accordingly, the Company formed Unifi Textiles (Suzhou) Company, Ltd. ( UTSC ). UTSC obtained its business license in the second quarter of fiscal year 2009 and will be operational during the third quarter of fiscal year 2009. The Company expects to invest between approximately \$3.0 million to \$5.0 million for initial startup costs and working capital requirements for UTSC.

*Cash Provided by Continuing Operations*

The Company used \$8.0 million of cash from continuing operations in the first six months of fiscal year 2009 compared to cash used in continuing operations of \$5.6 million for the first six months of fiscal year 2008. The net loss of \$9.7 million in the first six months of fiscal year 2009 was adjusted positively for non-cash income and expense items such as decreases in accounts receivable of \$26.6 million, depreciation and amortization of \$17.9 million, impairment charge of \$1.5 million, provision for bad debt of \$1.1 million, and an increase in additional paid in capital related to stock-based compensation expense of \$0.5 million, and decreases in other miscellaneous assets of \$0.3 million offset by decreases in accounts payable and accrued expenses of \$22.0 million, increases in inventories of \$13.5 million, gains from the sale of capital assets of \$5.9 million, increases in prepaid expenses of \$2.4 million, income from unconsolidated equity affiliates net of distributions of \$1.6 million, net decrease in income tax payable and deferred taxes of \$0.6 million, and income from discontinued operations of \$0.1 million.

The following discussion regarding the receipt and or use of cash from operations is a comparison of the first six months of fiscal year 2008 compared to the first six months of fiscal year 2009. Cash received from customers decreased from \$350.0 million to \$323.1 million due to a decrease in sales volume of 23% offset by an increase in weighted average net selling prices of 6%. Payments for cost of goods sold and SG&A expenses net of salaries, wages and related benefits decreased from \$280.2 million to \$260.3 million primarily due to lower volumes and cost consolidation efforts. Salary and wage payments decreased as well from \$62.3 million to \$56.8 million. Interest payments decreased from \$12.7 million to \$11.2 million as a result of the reduction in principal borrowing on LIBOR rate loans. Restructuring and severance payments were \$4.8 million compared to \$1.9 million due to the timing differences between the recognition of the expense and the actual cash outlay. Taxes paid by the Company increased from \$1.4 million to \$2.9 million primarily due to the timing of tax payments made by its Brazilian subsidiary. The Company received cash dividends of \$0.5 million compared to \$2.1 million as a result of increased net income recognized by PAL. Other net cash provided by or used in operating activities was derived from miscellaneous items, other income (expense) items, and interest income.

On a U.S. dollar basis, working capital decreased from \$185.3 million at June 29, 2008 to \$170.4 million at December 28, 2008 due to decreases in accounts receivable of \$34.7 million, decreases in cash of \$7.6 million, decreases in restricted cash of \$3.3 million, decreases in assets held for sale of \$2.4 million, decreases in deferred income tax assets of \$0.9 million offset by increases in inventory of \$4.2 million, decreases in accounts payable of \$16.0 million, decreases in accrued expenses of \$8.1 million, decreases in current maturities of long-term debt and other current liabilities of \$3.5 million, increases in other current assets of \$1.6 million, and decrease in income taxes payable of \$0.6 million. Working capital was negatively affected by \$19.1 million in currency translations related to the Company's Brazilian subsidiary. The working capital current ratio was 3.3 at June 29, 2008 and 4.3 at December 28, 2008.

**Table of Contents***Cash Provided By (Used in) Investing Activities and Financing Activities*

The Company provided \$8.7 million from net investing activities and used \$2.1 million in net financing activities during the year-to-date period ended December 28, 2008. The primary cash expenditures for investing and financing activities during the current period included \$20.6 million for payments of long-term debt, \$7.8 million in capital expenditures, and \$0.5 million of acquisition costs offset by \$14.6 million in borrowings of long-term debt, a \$10.1 million decrease in restricted cash, \$7.0 million in proceeds from the sale of capital assets, and \$3.8 million for stock option exercises.

The Company's ability to fund operations, meet its debt service obligations and reduce its total debt will depend upon its ability to generate cash in the future which, in turn, will be subject to general economic, financial, business, competitive, legislative, regulatory and other conditions, many of which are beyond its control. The Company may not be able to generate sufficient cash flow from operations and future borrowings may not be available to the Company under its amended revolving credit facility in an amount sufficient to enable it to repay its debt or to fund its other liquidity needs. If its future cash flow from operations and other capital resources are insufficient to pay its obligations as they mature or to fund its liquidity needs, the Company may be forced to reduce or delay its business activities and capital expenditures, sell assets, obtain additional debt or equity capital or restructure or refinance all or a portion of its debt on or before maturity. The Company may not be able to accomplish any of these alternatives on a timely basis or on satisfactory terms, if at all. In addition, the terms of its existing and future indebtedness, including the \$190 million of 11.5% senior secured notes which mature on May 15, 2014 (the 2014 notes) and its amended revolving credit facility, may limit its ability to pursue any of these alternatives. See Item 1A Risk Factors. The Company will require a significant amount of cash to service its indebtedness, and its ability to generate cash depends on many factors beyond its control included in the Company's Form 10-K for the fiscal year ended June 29, 2008. Some risks that could adversely affect its ability to meet its debt service obligations include, but are not limited to, intense domestic and foreign competition in its industry, general domestic and international economic conditions, changes in currency exchange rates, interest and inflation rates, the financial condition of its customers and the operating performance of joint ventures, alliances and other equity investments.

*Other Factors Affecting Liquidity*

*Asset Sales.* Under the terms of the Company's debt agreements, the Company has granted liens to the lenders on substantially all of its assets ( Collateral ). Further, the debt agreements place restrictions on the Company's ability to dispose of certain assets which do not qualify as Collateral ( Non-Collateral ). Pursuant to the debt agreements the Company is restricted from selling or otherwise disposing of either its Collateral or its Non-Collateral, subject to certain exceptions, such as ordinary course of business inventory sales and sales of assets having a fair market value of less than \$2.0 million.

On March 20, 2008, the Company completed the sale of assets located at Kinston. The Company retains certain rights to sell idle assets for a period of two years. If after the two year period the assets have not sold, the Company will convey them to the buyer for no value. As of December 28, 2008, the value of these assets held for sale was \$1.7 million and would be considered an Asset Sale of Collateral.

In the first quarter of fiscal year 2009, the Company entered into an agreement to sell the 380,000 square foot facility in Yadkinville for \$7.0 million and such sale was a sale of Non-Collateral assets. On December 19, 2008, the Company completed the sale which resulted in net proceeds of \$6.6 million and a net pre-tax gain of \$5.2 million in the second quarter of fiscal year 2009.



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The indenture with respect to the 2014 notes dated May 26, 2006 between the Company and its subsidiary guarantors and U.S. Bank, National Association, as the trustee (the Indenture ) governs the sale of both Collateral and Non-Collateral and the use of sales proceeds. The Company may not sell Collateral unless it satisfies four requirements. They are:

1. The Company must receive fair market value for the Collateral sold or disposed of;
2. Fair market value must be certified by the Company's Chief Executive Officer or Chief Financial Officer and for sales of Collateral in excess of \$5.0 million, by the Company's Board of Directors;
3. At least 75% of the consideration for the sale of the Collateral must be in the form of cash or cash equivalents and 100% of the proceeds must be deposited by the Company into a specified account designated under the Indenture (the Collateral Account ); and
4. Any remaining consideration from an asset sale that is not cash or cash equivalents must be pledged as Collateral.

Within 360 days after the deposit of proceeds from the sale of Collateral into the Collateral Account, the Company may invest the proceeds in certain other assets, such as capital expenditures or certain permitted capital investments ( Other Assets ). Any proceeds from the sale of Collateral that are not applied or invested within the 360 day period, shall constitute excess collateral proceeds ( Excess Collateral Proceeds ).

Once Excess Proceeds from sales of Collateral exceed \$10.0 million, the Company must make an offer, no later than 365 days after such sale of Collateral to all holders of the 2014 notes to repurchase such 2014 notes at par ( Collateral Sale Offer ). The Collateral Sale Offer must be made to all holders to purchase 2014 notes to the extent of the Excess Collateral Proceeds. Any Excess Collateral Proceeds remaining after the completion of a Collateral Sale Offer may be used by the Company for any purpose not prohibited by the Indenture. As of December 28, 2008, the balance in the Collateral Account was \$11.1 million. The Collateral Account consists of \$8.8 million of Excess Collateral Proceeds and \$2.3 million of restricted funds designated for the future purchase of long-term assets.

The Indenture also governs sales of Non-Collateral. The Company may not sell Non-Collateral unless it satisfies three specific requirements. They are:

1. The Company must receive fair market value for the Non-Collateral sold or disposed of;
2. Fair market value must be certified by the Company's Chief Executive Officer or Chief Financial Officer and for asset sales in excess of \$5.0 million, by the Company's Board of Directors; and,
3. At least 75% of the consideration for the sale of Non-Collateral must be in the form of cash or cash equivalents.

The Indenture does not require the proceeds to be deposited by the Company into the applicable Collateral Account, since the assets sold were not Collateral under the terms of the Indenture.

Within 360 days after receipt of the proceeds from a sale of Non-Collateral, the Company may utilize the proceeds in one of the following ways: 1) repay, repurchase or otherwise retire the 2014 notes; 2) repay, repurchase or otherwise retire other indebtedness of the Company that is *pari passu* with the 2014 notes, on a pro rata basis; 3) repay indebtedness of certain subsidiaries identified in the Indenture, none of which are a Guarantor; or 4) acquire or invest in Other Assets. Any net proceeds from a sale of Non-Collateral that are not applied or invested within the 360 day period, shall constitute excess proceeds ( Excess Proceeds ).

Once Excess Proceeds from sales of Non-Collateral exceed \$10.0 million the Company must make an offer, no later than 365 days after such sale of Non-Collateral to all holders of the 2014 notes and holders of other indebtedness that is *pari passu* with the 2014 notes to purchase or redeem the maximum amount of 2014 notes and/or other *pari passu* indebtedness that may be purchased out of the Excess Proceeds ( Asset Sale

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Offer ). The purchase price of such an Asset Sale Offer must be equal to 100% of the principal amount of the 2014 notes and such other indebtedness. Any Excess Proceeds remaining after completion of the Asset Sale Offer may be used by the Company for any purpose not prohibited by the Indenture.

*Other Potential Resources.* While there is no requirement in the Indenture to use Excess Proceeds or Excess Collateral Proceeds to offer to repurchase the Bonds (at par) prior to the time either category respectively reaches \$10.0 million, the Company may elect, from time to time, to make such offers earlier, at its discretion. Additionally, the Company may also from time to time seek to retire or purchase a portion of the Bonds in open market purchases, in privately negotiated transactions or otherwise. Such retirement or purchases of the Bonds may come from the operating cash flows of the business or other sources and will depend upon prevailing market conditions, liquidity requirements, contractual restrictions and other factors, and the amounts involved may be material.

The preceding description is qualified in its entirety by reference to the Indenture and the 2014 Notes which are listed on the Exhibit Index of the Company's Annual Report on Form 10-K for the fiscal year June 29, 2008.

*Stock Repurchase Program.* Effective July 26, 2000, the Board authorized the Company to repurchase up to 10.0 million shares of its common stock. The Company purchased 1.4 million shares in fiscal year 2001 for a total of \$16.6 million. There were no significant stock repurchases in fiscal year 2002. Effective April 24, 2003, the Board re-instituted the stock repurchase program. Accordingly, the Company purchased 0.5 million shares in fiscal year 2003 and 1.3 million shares in fiscal year 2004. As of December 28, 2008, the Company had remaining authority to repurchase approximately 6.8 million shares of its common stock under the repurchase plan. The repurchase program was suspended in November 2003, and the Company has no immediate plans to reinstitute the program.

*Environmental Liabilities.* On September 30, 2004, the Company completed its acquisition of the polyester filament manufacturing assets located at Kinston from INVISTA S.a.r.l. ( INVISTA ). The land for the Kinston site was leased pursuant to a 99 year ground lease ( Ground Lease ) with E.I. DuPont de Nemours ( DuPont ). Since 1993, DuPont has been investigating and cleaning up the Kinston site under the supervision of the United States Environmental Protection Agency ( EPA ) and the North Carolina Department of Environment and Natural Resources ( DENR ) pursuant to the Resource Conservation and Recovery Act Corrective Action program. The Corrective Action program requires DuPont to identify all potential areas of environmental concern ( AOCs ), assess the extent of containment at the identified AOCs and clean it up to comply with applicable regulatory standards. Under the terms of the Ground Lease, upon completion by DuPont of required remedial action, ownership of the Kinston site was to pass to the Company and after seven years of sliding scale shared responsibility with DuPont, the Company would have had sole responsibility for future remediation requirements, if any. Effective March 20, 2008, the Company entered into a Lease Termination Agreement associated with conveyance of certain assets at Kinston to DuPont. This agreement terminated the Ground Lease and relieved the Company of any future responsibility for environmental remediation, other than participation with DuPont, if so called upon, with regard to the Company's period of operation of the Kinston site. However, the Company continues to own a satellite service facility acquired in the INVISTA transaction that has contamination from DuPont's operations and is monitored by DENR. This site has been remediated by DuPont and DuPont has received authority from DENR to discontinue remediation, other than natural attenuation. DuPont's duty to monitor and report to DENR will be transferred to the Company in the future, at which time DuPont must pay the Company for seven years of monitoring and reporting costs and the Company will assume responsibility for any future remediation and monitoring of the site. At this time, the Company has no basis to determine if and when it will have any responsibility or obligation with respect to the AOCs or the extent of any potential liability for the same.

*Market Conditions.* Further deterioration of the current global economic conditions could reduce demand for the Company's product faster than management's ability to react through further consolidation of its

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manufacturing capacity, since the Company is a high volume, high fixed cost business. These conditions could also materially affect the Company's customers causing reductions or cancellations of existing sales orders and inhibit the collectibility of receivables. In addition, the Company's suppliers may be unable to fulfill the Company's outstanding orders or could change credit terms that would negatively affect the Company's liquidity. All of these factors could adversely impact the Company's results of operations, financial condition and cash flows.

**Long-Term Debt**

In May 2006, the Company amended its asset-based revolving credit facility with the Amended Credit Agreement to provide a \$100 million revolving borrowing base (with an option to increase borrowing capacity up to \$150 million), to extend its maturity from 2006 to 2011, and to revise some of its other terms and covenants. The Amended Credit Agreement is secured by first-priority liens on the Company's and its subsidiary guarantors' inventory, accounts receivable, general intangibles (other than uncertificated capital stock of subsidiaries and other persons), investment property (other than capital stock of subsidiaries and other persons), chattel paper, documents, instruments, supporting obligations, letter of credit rights, deposit accounts and other related personal property and all proceeds relating to any of the above, and by second-priority liens, subject to permitted liens, on the Company's and its subsidiary guarantors' assets securing the notes and guarantees on a first-priority basis, in each case other than certain excluded assets. The Company's ability to borrow under the Amended Credit Agreement is limited to a borrowing base equal to specified percentages of eligible accounts receivable and inventory and is subject to other conditions and limitations.

Borrowings under the Amended Credit Agreement bear interest at rates selected periodically by the Company of LIBOR plus 1.50% to 2.25% for LIBOR rate revolving loans and prime plus 0.00% to 0.50% for the prime rate revolving loan. The Company can decrease the LIBOR revolving loan interest rate by 0.25% if it maintains a fixed charge coverage ratio in excess of 1.5 to 1.0 for the four previous fiscal quarters. The interest rate matrix is based on the Company's excess availability under the Amended Credit Agreement. The interest rate in effect at December 28, 2008 was 3.25% for the prime rate revolving loan. Under the Amended Credit Agreement, the Company pays an unused line fee ranging from 0.25% to 0.35% per annum of the borrowing base. The Company primarily borrows using the LIBOR fixed rate loans discussed below.

As of December 28, 2008, the Company had no LIBOR rate revolving loans outstanding under the credit facility. As of December 28, 2008, under the terms of the Amended Credit Agreement, the Company had remaining availability of \$75.7 million, however given the current economic conditions in the U.S. and the tightening of the credit markets, the Company's ability to borrow under the agreement may be negatively impacted.

The Amended Credit Agreement contains affirmative and negative customary covenants for asset based loans that restrict future borrowings and capital spending. Such covenants include, without limitation, restrictions and limitations on (i) sales of assets, consolidation, merger, dissolution and the issuance of our capital stock, each subsidiary guarantor and any domestic subsidiary thereof, (ii) permitted encumbrances on our property, each subsidiary guarantor and any domestic subsidiary thereof, (iii) the incurrence of indebtedness by the Company, any subsidiary guarantor or any domestic subsidiary thereof, (iv) the making of loans or investments by the Company, any subsidiary guarantor or any domestic subsidiary thereof, (v) the declaration of dividends and redemptions by the Company or any subsidiary guarantor and (vi) transactions with affiliates by the Company or any subsidiary guarantor.

The Amended Credit Agreement contains customary covenants for asset based loans which restrict future borrowings and capital spending and, if availability is less than \$25.0 million at any time during the quarter, includes a required minimum fixed charge coverage ratio of 1.1 to 1.0.

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On May 26, 2006, the Company issued the 2014 notes. The estimated fair value of the 2014 notes, based on quoted market prices, at December 28, 2008 and at June 29, 2008, was approximately \$101.7 million and \$157.7 million, respectively. The Company makes semi-annual interest payments of \$10.9 million on the fifteenth of November and May each year.

As of December 28, 2008, the Company was in compliance with the Amended Credit Agreement and 2014 note covenants.

As discussed under **Other Factors Affecting Liquidity**, in accordance with the 2014 notes collateral documents and the Indenture, the net proceeds of sales of the First Priority Collateral are required to be deposited into a separate account whereby the Company may use the restricted funds to purchase additional qualifying assets. As of December 28, 2008 and June 29, 2008, the Company had \$11.1 million and \$18.2 million, respectively, of restricted funds available to purchase additional qualifying assets.

The Company's Brazilian subsidiary (the **Subsidiary**) receives loans from the government of the State of Minas Gerais to finance 70% of the value added taxes due by the Subsidiary to the State of Minas Gerais. These twenty-four month loans were granted as part of a tax incentive program for producers in the State of Minas Gerais. The loans have a 2.5% origination fee and bear an effective interest rate equal to 50% of the Brazilian inflation rate, which was 9.8% on December 28, 2008. The loans are collateralized by a performance bond letter issued by a Brazilian bank, which secures the performance by the Subsidiary of its obligations under the loans. In return for this performance bond letter, the Subsidiary makes certain restricted cash deposits with the Brazilian bank in amounts equal to 100% of the loan amounts. The deposits made by the Subsidiary earn interest at a rate equal to approximately 100% of the Brazilian prime interest rate which was 13.8% as of December 28, 2008. The ability to make new borrowings under the tax incentive program ended in May 2008 and was replaced by other favorable tax incentives.

**Recent Accounting Pronouncements**

In September 2006, the Financial Accounting Standards Board ( **FASB** ) issued SFAS No. 157, **Fair Value Measurements**. SFAS No. 157 addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles. As a result of SFAS No. 157 there is now a common definition of fair value to be used throughout GAAP. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve disclosures about those measures. The provisions of SFAS No. 157 were to be effective for fiscal years beginning after November 15, 2007. On February 12, 2008, the FASB issued Staff Position ( **FSP** ) FAS 157-2 which delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). This FSP partially defers the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP. Effective for fiscal year 2009, the Company adopted SFAS No. 157 except as it applies to those nonfinancial assets and nonfinancial liabilities as noted in FSP FAS 157-2 and the adoption of this standard did not have a material effect on its consolidated financial statements.

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**Off Balance Sheet Arrangements**

The Company is not a party to any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources.

**Forward-Looking Statements**

Forward-looking statements are those that do not relate solely to historical fact. They include, but are not limited to, any statement that may predict, forecast, indicate or imply future results, performance, achievements or events. They may contain words such as believe, anticipate, expect, estimate, intend, project, plan, will, or words of similar meaning. They may relate to:

- the competitive nature of the textile industry and the impact of worldwide competition;
- changes in the trade regulatory environment and governmental policies and legislation;
- the availability, sourcing and pricing of raw materials;
- general domestic and international economic and industry conditions in markets where the Company competes, such as recession and other economic and political factors over which the Company has no control;
- changes in consumer spending, customer preferences, fashion trends and end-uses;
- its ability to reduce production costs;
- changes in currency exchange rates, interest and inflation rates;
- the financial condition of its customers;
- its ability to sell excess assets;
- technological advancements and the continued availability of financial resources to fund capital expenditures;
- the operating performance of joint ventures, alliances and other equity investments;
- the impact of environmental, health and safety regulations;
- the loss of a material customer;
- employee relations;
- volatility of financial and credit markets;
- the continuity of the Company's leadership;
- availability of and access to credit on reasonable terms; and
- the success of the Company's consolidation initiatives.

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These forward-looking statements reflect the Company's current views with respect to future events and are based on assumptions and subject to risks and uncertainties that may cause actual results to differ materially from trends, plans or expectations set forth in the forward-looking statements. New risks can emerge from time to time. It is not possible for the Company to predict all of these risks, nor can it assess the extent to which any factor, or combination of factors, may cause actual results to differ from those contained in forward-looking statements. The Company will not update these forward-looking statements, even if its situation changes in the future, except as required by federal securities laws.

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

The Company is exposed to market risks associated with changes in interest rates and currency fluctuation rates, which may adversely affect its financial position, results of operations and Condensed Consolidated Statements of Cash Flows. In addition, the Company is also exposed to other risks in the operation of its business.

*Interest Rate Risk:* The Company is exposed to interest rate risk through its various borrowing activities. The majority of the Company's borrowings are in long-term fixed rate bonds. Therefore, the market rate risk associated with a 100 basis point change in interest rates would not be material to the Company at the present time.

*Currency Exchange Rate Risk:* The Company conducts its business in various foreign currencies. As a result, it is subject to the transaction exposure that arises from foreign exchange rate movements between the dates that foreign currency transactions are recorded (export sales and purchase commitments) and the dates they are consummated (cash receipts and cash disbursements in foreign currencies). The Company utilizes some natural hedging to mitigate these transaction exposures. The Company also enters into foreign currency forward contracts for the purchase and sale of European, North American, and Brazilian currencies to hedge balance sheet and income statement currency exposures. These contracts are principally entered into for the purchase of inventory and equipment and the sale of Company products into export markets. Counterparties for these instruments are major financial institutions. The Company is specifically exposed to currency exchange rate risk in its Brazilian operation.

Currency forward contracts are used to hedge exposure for sales in foreign currencies based on specific sales orders with customers or for anticipated sales activity for a future time period. Generally, 50% to 75% of the sales value of these orders is covered by forward contracts. Maturity dates of the forward contracts are intended to match anticipated receivable collections. The Company marks the outstanding accounts receivable and forward contracts to market at month end and any realized and unrealized gains or losses are recorded as other income and expense. The Company also enters currency forward contracts for committed or anticipated equipment and inventory purchases. Generally, 50% of the asset cost is covered by forward contracts although 100% of the asset cost may be covered by contracts in certain instances. Forward contracts are matched with the anticipated date of delivery of the assets and gains and losses are recorded as a component of the asset cost for purchase transactions when the Company is firmly committed. The latest maturity for all outstanding purchase and sales foreign currency forward contracts are February 2009 and March 2009, respectively.

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The dollar equivalent of these forward currency contracts and their related fair values are detailed below (amounts in thousands):

|                                      | December<br>28,<br>2008 | June 29,<br>2008 |
|--------------------------------------|-------------------------|------------------|
| Foreign currency purchase contracts: |                         |                  |
| Notional amount                      | \$ 638                  | \$ 492           |
| Fair value                           | 664                     | 499              |
| Net (gain) loss                      | \$ (26)                 | \$ (7)           |
| Foreign currency sales contracts:    |                         |                  |
| Notional amount                      | \$ 656                  | \$ 620           |
| Fair value                           | 638                     | 642              |
| Net gain (loss)                      | \$ 18                   | \$ (22)          |

For the quarters ended December 28, 2008 and December 23, 2007, the total impact of foreign currency related items on the Condensed Consolidated Statements of Operations, including transactions that were hedged and those that were not hedged, resulted in a pre-tax loss of \$0.4 million and \$0.1 million, respectively. For the year-to-date periods ended December 28, 2008 and December 23, 2007, the total impact of foreign currency related items resulted in a pre-tax loss of \$0.1 million and \$0.5 million, respectively.

*Inflation and Other Risks:* The inflation rate in most countries the Company conducts business has been low in recent years and the impact on the Company's cost structure has not been significant. The Company is also exposed to political risk, including changing laws and regulations governing international trade such as quotas and tariffs and tax laws. The degree of impact and the frequency of these events cannot be predicted.

#### Item 4. Controls and Procedures

As of December 28, 2008, an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act)) was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in its reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms, and that information required to be disclosed by the Company in the reports the Company files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) of the Exchange Act) during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

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## Part II. Other Information

## Item 1. Legal Proceedings

There are no pending legal proceedings, other than ordinary routine litigation incidental to the Company's business, to which the Company is a party or of which any of its property is the subject.

## Item 1A. Risk Factors

There have been no material changes in the Company's risk factors from those disclosed in Part I, Item 1A. Risk Factors in its Annual Report on Form 10-K for the fiscal year ended June 29, 2008. Those risk factors could materially affect the Company's business, financial condition and future results and should be carefully considered. Additional risks and uncertainties not currently known to management or that it currently deems to be immaterial also may materially adversely affect the Company's business, financial condition and operating results.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Items 2(a) and (b) are not applicable.

(c) The following table summarizes the Company's repurchases of its common stock during the quarter ended December 28, 2008:

| Period              | Total<br>Number<br>of<br>Shares<br>Purchased | Average<br>Price<br>Paid<br>per<br>Share | Total Number of<br>Shares Purchased<br>as<br>Part of Publicly<br>Announced Plans<br>or Programs | Maximum<br>Number<br>of Shares that<br>May<br>Yet Be Purchased<br>Under the Plans or<br>Programs |
|---------------------|--|--|---|--|
| 09/29/08 - 10/26/08 |  |  |   | 6,807,241  |
| 10/27/08 - 11/26/08 |  |  |   | 6,807,241  |
| 11/27/08 - 12/28/08 |  |  |   | 6,807,241  |

## Total

On April 25, 2003, the Company announced that its Board had reinstated the Company's previously authorized stock repurchase plan at its meeting on April 24, 2003. The plan was originally announced by the Company on July 26, 2000 and authorized the Company to repurchase of up to 10.0 million shares of its common stock. During fiscal years 2004 and 2003, the Company repurchased approximately 1.3 million and 0.5 million shares, respectively. The repurchase program was suspended in November 2003 and the Company has no immediate plans to reinstitute the program. As of December 28, 2008, there is remaining authority for the Company to repurchase approximately 6.8 million shares of its common stock under the repurchase plan. The repurchase plan has no stated expiration or termination date.

## Item 3. Defaults Upon Senior Securities

Not applicable



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## Item 4. Submission of Matters to a Vote of Security Holders

The Shareholders of the Company at their Annual Meeting held on October 29, 2008, elected the following directors to serve until the Annual Meeting of the Shareholders in 2009 or until their successors are elected and qualified.

## Proposal 1- Election of Directors

| Name of Director        | Votes<br>in Favor | Votes<br>Withheld |
|-------------------------|-------------------|-------------------|
| William J. Armfield, IV | 54,878,393        | 2,263,940         |
| R. Roger Berrier, Jr.   | 55,913,399        | 1,228,934         |
| Archibald Cox, Jr.      | 55,687,540        | 1,454,793         |
| William L. Jasper       | 55,913,099        | 1,229,234         |
| Kenneth G. Langone      | 55,566,605        | 1,575,728         |
| Chiu Cheng Anthony Loo  | 55,281,923        | 1,860,410         |
| George R. Perkins, Jr.  | 55,478,393        | 1,663,940         |
| William M. Sams         | 55,478,393        | 1,663,940         |
| G. Alfred Webster       | 55,532,778        | 1,609,555         |
| Stephen Wener           | 55,913,539        | 1,228,794         |

## Proposal 2- Adopt and Approve the 2008 Unifi, Inc. Long-Term Incentive Plan

|   | For        | Against   | Abstained | Broker<br>Non-votes |
|---|------------|-----------|-----------|---------------------|
| 2008 Unifi, Inc. Long-Term Incentive Plan | 38,063,841 | 2,475,415 | 2,417,738 | 14,185,339          |

## Item 5. Other Information

Not applicable.

## Item 6. Exhibits

- 10.1 First Amendment to Manufacturing Agreement dated January 1, 2007 between Unifi Manufacturing, Inc. and Dillon Yarn Corporation (incorporated by reference to Exhibit 99.2 to the Company's Registration Statement on Form 8-K (Reg. No. 333-140580) filed on December 3, 2008).
- 10.2 2008 Unifi, Inc. Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 to the Company's Registration Statement on Form S-8 (Reg. No. 333-140590) filed on December 12, 2008).
- 10.3 Form of Option Agreement for Incentive Stock Options granted under the 2008 Unifi, Inc. Long-Term Incentive Plan.
- 31.1 Chief Executive Officer's certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Chief Financial Officer's certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Chief Executive Officer's certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Chief Financial Officer's certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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UNIFI, INC.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

UNIFI, INC.

Date: February 6, 2009

/s/ RONALD L. SMITH

Ronald L. Smith

Vice President and Chief Financial Officer

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