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CULP INC
Form 11-K
June 24, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 11-K

Pursuant to Section 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2007

COMMISSION FILE NO. 0-12781

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

CULP, INC.
1823 EASTCHESTER DRIVE
HIGH POINT, NORTH CAROLINA 27265

There were no material changes in the Plan or the Investment Policy of the Plan. Culp, Inc. has made no profit sharing contributions during the past five years. The number of participants in the Plan at December 31, 2007 was 670. The Retirement Committee administers the Plan, and its members are Franklin N. Saxon, Kenneth R. Bowling, and Teresa A. Huffman, all employees of Culp, Inc.

Financial Statements and Exhibits.

(a) Financial Statements. A list of all financial statements filed as part of this report, beginning on page 1, is set forth below:

Financial Statements -----	Page of Report -----
Report of Independent Registered Public Accounting Firm	1
Statements of Net Assets Available for Benefits	2
Statements of Changes in Net Assets Available for Benefits	3
Notes to Financial Statements	4
Schedule of Assets (Held at End of Year)	8

(b) Exhibit

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Exhibit 23 - Consent of Independent Registered Public
Accounting Firm

SIGNATURES

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

CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN

By: Culp, Inc., Plan Administrator

By: The Culp, Inc. Retirement Committee

Date: June 24, 2008

/s/ Franklin N. Saxon

Franklin N. Saxon

/s/ Kenneth R. Bowling

Kenneth R. Bowling

/s/ Teresa A. Huffman

Teresa A. Huffman

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Retirement Committee of the
Culp, Inc. Employees' Retirement Builder Plan
High Point, North Carolina

We have audited the accompanying statements of net assets available for benefits of the Culp, Inc. Employees' Retirement Builder Plan as of December 31, 2007 and 2006 and the related statements of changes in net assets available for benefits for each of the years in the three-year period ended December 31, 2007. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but

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not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the Culp, Inc. Employees' Retirement Builder Plan as of December 31, 2007 and 2006 and the changes in its net assets available for plan benefits for each of the years in the three-year period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) at December 31, 2007 is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

/s/ Dixon Hughes PLLC

June 17, 2008
High Point, NC

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CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2007 and 2006

ASSETS	2007	2006
	-----	-----
Investments, at fair value (Note C)	\$26,546,680	\$28,506,976
	-----	-----
Receivables		
Employer contributions	45,566	52,992
Participant contributions	74,646	90,394
	-----	-----
	120,212	143,386
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	26,666,892	28,650,362

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Adjustment from fair value to contract value for fully benefit-responsive investment contracts	67,112	152,035
	-----	-----
NET ASSETS AVAILABLE FOR BENEFITS	\$26,734,004	\$28,802,397
	=====	=====

See accompanying notes to the financial statements.

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CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2007, 2006 and 2005

	2007	2006	2005
	-----	-----	-----
ADDITIONS TO NET ASSETS ATTRIBUTED TO			
Investment income			
Net appreciation in fair value of investments (Note C)	\$ 1,934,661	\$ 3,066,735	\$ 1,139,654
Contributions			
Employer	620,972	792,110	1,179,177
Participant	1,126,849	1,391,325	1,981,037
Direct rollovers	4,200	-	-
	-----	-----	-----
TOTAL ADDITIONS	3,686,682	5,250,170	4,299,868
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO			
Benefits paid to participants	5,755,075	10,646,900	10,563,653
	-----	-----	-----
NET DECREASE	(2,068,393)	(5,396,730)	(6,263,785)
NET ASSETS AVAILABLE FOR BENEFITS			
Beginning of year	28,802,397	34,199,127	40,462,912
	-----	-----	-----
End of year	\$ 26,734,004	\$ 28,802,397	\$ 34,199,127
	=====	=====	=====

See accompanying notes to the financial statements.

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CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2007, 2006 and 2005

NOTE A - DESCRIPTION OF PLAN

The following description of the Culp, Inc. Employees' Retirement Builder Plan (the "Plan") provides only general information. Participants should refer to the summary plan description for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all full-time employees of Culp, Inc. and its subsidiaries (the "Company") who have 3 months of service and are at least 21 years of age. Employees who elect to participate in the Plan may do so in the next available payroll period. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Each year, participants may contribute from 2% of pretax annual compensation up to the maximum allowable amount, as defined in the Plan. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers various registered investment company funds, one common trust fund, and Culp, Inc. common stock as investment options for participants. The Company makes matching contributions equal to 100% of the participant's contribution up to the first 3% of annual compensation plus 50% of the next 2% of compensation contributed to the Plan which qualifies under safe harbor provisions. An employee who is eligible to participate in the Plan and does not affirmatively elect to decline participation or does not have a specified amount to be contributed to the Plan, the employee's compensation will be automatically reduced by 2% of compensation and contributed into the Plan. Contributions are subject to certain limitations.

Additional profit sharing amounts may be contributed at the option of the Company. No profit-sharing contributions were made during the years ended December 31, 2007, 2006 or 2005.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of (a) the Company's contribution and (b) Plan earnings.

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Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their 401(k) contributions, including the matching contributions from the Company and actual earnings thereon.

Payment of Benefits

On termination of service due to death, disability, retirement, or other reasons, participants receive a lump-sum distribution equal to the value of the participant's vested interest in the Plan.

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CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2007, 2006 and 2005

NOTE B - SUMMARY OF ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in the common and collective trust funds are valued at unit values of the respective funds. Purchases and sales of investments are reported on a trade date basis. Income from investments is reported as earned on the accrual basis.

Payment of Benefits

Benefits are recorded when paid.

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

As described in Financial Accounting Standards Board ("FASB") issued FASB Staff Position AAG INV-1 and SOP 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined Contribution Health and Welfare and Pension Plans ("FSP"), investment contracts held by a defined contribution plan are

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required to be reported at fair value. However, contract value is the relevant measurement attributable for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment contract, as well as the adjustment of the fully benefit-responsive investment contract from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

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CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
 NOTES TO FINANCIAL STATEMENTS
 December 31, 2007, 2006 and 2005

NOTE C - INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets.

	2007	2006
	-----	-----
Investments at fair value as determined by quoted market price:		
Common and collective trust fund:		
MFS Fixed Fund *	\$ 6,901,213	\$ 9,581,273
Registered investment company funds:		
MFS Value Fund *	4,644,905	4,616,195
MFS Total Return Fund *	3,227,610	3,667,498
MFS Core Growth Fund *	2,723,144	2,694,632
MFS International Diversification Fund *	2,035,523	1,653,616
JP Morgan U.S. Real Estate Fund	**	1,528,317

* Indicates party-in-interest

** Less than 5% in 2007.

The Plan's investments (including interest and dividends and gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	2007	2006	2005
	-----	-----	-----
Common and collective trust funds	\$ 192,013	\$ 398,816	\$ 543,608
Registered investment company funds	1,243,562	2,577,285	1,190,881
Culp, Inc. common stock *	499,086	90,634	(594,835)

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\$ 1,934,661	\$ 3,066,735	\$ 1,139,654
=====	=====	=====

* Indicates party-in-interest.

NOTE D - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of common and collective trust funds and registered investment companies managed by MFS Investment Management. MFS Investment Management is a trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest. Certain Plan investments are shares of the Company's common stock. These transactions qualify as party-in-interest.

NOTE E - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event the Plan is terminated, each participant becomes fully vested and the net assets of the Plan will be allocated as prescribed by the Employment Retirement Income Securities Act of 1974 ("ERISA").

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CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
NOTES TO FINANCIAL STATEMENTS
December 31, 2007, 2006 and 2005

NOTE F - TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated November 4, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE G - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that changes could materially affect the participants' account balances and the amounts reported in the statement of net assets available for benefits.

SUPPLEMENTAL INFORMATION

CULP, INC. EMPLOYEES' RETIREMENT BUILDER PLAN
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 EIN: 56-1001967
 PLAN NUMBER 001
 December 31, 2007

(a)	(b) Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost **	(e)
*	MFS Fixed Fund	6,901,213 units	-	\$
*	MFS Value Fund	175,081 units	-	
*	MFS Total Return Fund	211,785 units	-	
*	MFS Core Growth Fund	130,294 units	-	
*	MFS International Diversification Fund	128,831 units	-	

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	JP Morgan U.S Real Estate Fund	70,726 units	-
	Federated Kaufman Fund	192,271 units	-
	Oppenheimer Main St. Small Cap Fund	51,439 units	-
	Calvert Income Fund	56,421 units	-
*	MFS New Endeavor Fund	77,439 units	-
*	MFS Growth Allocation Fund	21,218 units	-
*	MFS Aggressive Growth Allocation Fund	8,395 units	-
*	MFS Conservative Allocation Fund	7,218 units	-
*	MFS Money Market Fund	67,866 units	-
*	MFS Moderate Allocation Fund	66 units	-
*	Culp, Inc. Common Stock	189,610 shares	-

\$2
=====

* Indicates party - in - interest
** Cost information omitted for participant-directed investments.