JPS INDUSTRIES INC
Form 10-K
January 25, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

[X] Annual Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the fiscal year ended October 27, 2001

[ ] 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: 33-27038

JPS INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Delaware	57-0868166
(STATE OF OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

555 North Pleasantburg Drive, Suite 202, Greenville, SC	29607
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(ZIP CODE)

Registrant's telephone number, including area code: (864) 239-3900

Securities registered pursuant to Section 12(b) of the Act: None.

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, Par Value $.01 per share, 22,000,000 shares authorized;
10,000,000 shares issued, 9,271,756 outstanding.

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: [X]

Indicate by check mark if disclosure of delinquent filers, pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K: [ ]

As of January 22, 2002, the aggregate market value of the Registrant's Common Stock held by non-affiliates, based upon the closing price of the Common Stock on January 22, 2002, as reported by the Nasdaq National Market, was approximately $45,709,757.

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court: [X]

As of the date hereof, 10,000,000 of the registrant's Common Stock $.01 par value per share were issued and 9,271,756 were outstanding.

The Registrant's Definitive Proxy Statement for the Annual Meeting of Stockholders to be held on February 26, 2002 is incorporated by reference in

Part III of this Form 10-K to the extent stated herein.

JPS INDUSTRIES, INC.

Table of Contents

PART I

PART I

ITEM 1. BUSINESS

GENERAL

Unless the context otherwise requires, the terms "JPS" and the "Company" as used in this Form 10-K mean JPS Industries, Inc. and JPS Industries, Inc. together with its subsidiaries, respectively.

The Company is a major U.S. manufacturer of extruded urethanes, polypropylenes and mechanically formed glass substrates for specialty industrial applications. JPS specialty industrial products are used in a wide range of applications, including: printed electronic circuit boards; advanced composite materials; aerospace components; filtration and insulation products; surf boards; construction substrates; high performance glass laminates for security and transportation applications; plasma display screens; athletic shoes; commercial and industrial roofing systems; reservoir covers; and medical, automotive and industrial components. Headquartered in Greenville, South Carolina, the Company operates manufacturing locations in Slater, South Carolina; Westfield, North Carolina; and Easthampton, Massachusetts.

JPS is a Delaware corporation incorporated in 1986 and has been publicly held since the completion of its financial restructuring in October 1997. The Company's common stock is listed in the Nasdaq National Market System under the stock symbol "JPST."

THE 1997 RESTRUCTURING

In 1997, JPS determined that it would be unable to meet certain debt obligations on its public bonds that would become due commencing in June 1997. Accordingly, on May 15, 1997, JPS, JPS Capital Corp., a wholly-owned subsidiary of JPS ("JPS Capital") and an unofficial committee (the "Unofficial Bondholder Committee") comprised of institutions that owned, or represented owners that beneficially owned, approximately 60% of the 10.85% Senior Subordinated Discount Notes due June 1, 1999 (the "10.85% Notes"), the 10.25% Senior Subordinated Notes due June 1, 1999 (the "10.25% Notes"), and the 7% Subordinated Debentures due May 15, 2000 ("the 7% Notes") (together with the 10.85% Notes and the 10.25% Notes, the "Old Debt Securities") reached an agreement in principle on the terms of a restructuring to be accomplished under chapter 11 of the Bankruptcy Code which culminated in a Joint Plan of Reorganization (as amended, the "Plan of Reorganization") proposed by JPS and JPS Capital under chapter 11 of the Bankruptcy Code. Pursuant to a disclosure statement, dated June 25, 1997 (the "Disclosure Statement"), on June 26, 1997, JPS and JPS Capital commenced a prepetition solicitation of votes by the holders of Old Debt Securities and 390,719 shares of Series A Senior Preferred Stock (the "Old Senior Preferred Stock") to accept or reject the Plan of Reorganization. Under the Plan of Reorganization, the holders of Old Debt Securities and Old Senior Preferred Stock were the only holders of impaired claims and impaired equity interests entitled to receive a distribution, and therefore, pursuant to section 1126 of the Bankruptcy Code, were the only holders entitled to vote on the Plan of Reorganization. At the conclusion of the 32-day solicitation period, the Plan of Reorganization had been accepted by holders of more than 99% of the Old Debt Securities that voted on the Plan of Reorganization and by holders of 100% of the Old Senior Preferred Stock that voted on the Plan of Reorganization.

On August 1, 1997, JPS commenced its voluntary reorganization case under chapter 11 of the Bankruptcy Code in the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), and filed the Plan of Reorganization and the Disclosure Statement. None of JPS's subsidiaries, including JPS Capital which was a co-proponent of the Plan of Reorganization, commenced a case under the Bankruptcy Code. Pursuant to orders of the Bankruptcy Court entered on September

9, 1997, the Bankruptcy Court (i) approved the Disclosure Statement and the solicitation of votes on the Plan of Reorganization and (ii) confirmed the Plan of Reorganization. The

Plan of Reorganization became effective on October 9, 1997 (the "Effective Date") resulting in, among other things, the cancellation of the Old Senior Preferred Stock, 10,000 shares of Series B Junior Preferred Stock (the "Old Junior Preferred Stock"), 490,000 shares of Class A common stock and 510,000 shares of Class B common stock (together with Class A common stock, the "Old Common Stock"), and the issuance of 10,000,000 shares of Common Stock $.01 par value per share (the "Common Stock").

Through the implementation of the Plan of Reorganization, as of the Effective Date, JPS's most significant financial obligations were restructured: $240,091,318 in face amount of outstanding Old Debt Securities were exchanged for, among other things, $14.0 million in cash, 99.25% of the shares of Common Stock and $34.0 million in aggregate principal amount (subject to adjustment on the maturity date) of contingent payment notes issued by JPS Capital (the "Contingent Notes"); the Old Senior Preferred Stock, the Old Junior Preferred Stock and the Old Common Stock were canceled; warrants (which have expired) to purchase up to 5% of the common stock of JPS (the "New Warrants") with an initial purchase price of $98.76 per share were issued in respect of the Old Senior Preferred Stock; and the obligations of JPS under its former working capital facility were satisfied and the Revolving Credit Facility was obtained. JPS's senior management received approximately 0.75% of the Common Stock in lieu of payment under their contractual retention bonus agreements. As a result of the restructuring, JPS's only significant debt obligation is its guaranty of the obligations of its operating subsidiaries under the Revolving Credit Facility. The equipment loan contracts, which are long-term obligations of the operating subsidiaries, are not guaranteed by, or otherwise obligations of, JPS. In August 1998, the Company reduced its long-term debt and related investments by repaying all of the approximately $34.0 million in principal amount of JPS Capital's Contingent Notes.

BUSINESS SEGMENTS

The Company currently operates in two reportable business segments (each of which constitutes a separate and distinct division)--JPS Elastomerics and JPS Glass. Item 7 of this Form 10-K, "Management's Discussion and Analysis of Financial Condition and Results of Operation," discloses the sales, profitability and net assets of each segment. Each division has independent administrative, manufacturing and marketing capabilities for all material aspects of their operations, including product design, technical development, customer service, purchasing, and collections. JPS's corporate group is responsible for finance, strategic planning, legal, tax, and regulatory affairs for its subsidiaries. Corporate costs are allocated to the divisions for segment reporting purposes. The following discussion provides general information as it relates to each division:

JPS Elastomerics

Through its JPS Elastomerics division, the Company is a market leader in the manufacturing and marketing of scrim-reinforced, heat-weldable, single-ply roofing membrane that is sold globally through a network of roofing distributors. The Company offers a polypropylene-based material, a Hypalon(R) (chlorosulfonated polyethylene)-based material, and a PVC-based material. These products, marketed under Stevens(R) Roofing Systems, are sold primarily to roofing distributors and contractors who install new and retrofitted roofs for commercial, industrial, and institutional construction. The Company is a major manufacturer and global marketer of polyurethane film, sheet, tubing, cord, and profile for a myriad of applications in security, athletic, automotive, medical, industrial, and consumer products industries.

JPS Glass

Through its JPS Glass segment, the Company manufactures and markets mechanically formed fiberglass substrates. Fiberglass substrates exhibit dimensional stability, moisture resistance, high strength, fire and chemical resistance, low dielectric properties and thermal conductivity, and as a result of these many attributes,

they provide an excellent platform for the construction of printed circuit boards, substrates for exterior insulation facing systems, filtration products, surfboard substrates, composite materials for aircraft cabin interiors and cargo liners, and other numerous technical, industrial applications.

The Company is a leading producer of AstroQuartz(R) substrates formed from quartz filaments to produce sophisticated electronic circuit boards and extremely high temperature thermal insulation for the defense and civilian aerospace industries. The Company also offers its patented AcidFlex(R) and UltraFlex(R) filtration products to industrial manufacturers.

JPS's wholly-owned operating subsidiaries include JPS Elastomerics and JPS Converter and Industrial Corp. ("C&I"). JPS's other wholly-owned subsidiaries do not have any significant operations: JPS Capital, International Fabrics, Inc. ("Fabrics"), JPS Auto, Inc. ("Auto") and JPS Carpet Corp. ("Carpet").

MANUFACTURING

JPS Elastomerics

The Elastomerics division operates two facilities and employs approximately 255 employees. Construction products are produced from raw materials, where they are blended to proprietary specifications along with fire-retardant and UV stabilizers and then calendered on state-of-the-art equipment.

Polyurethane products are extruded in highly engineered blown film and flat sheet extrusion processes from urethane resins and additives. Depending on end uses, some materials are manufactured in class 10,000 clean zone environments.

JPS Glass

The Glass division operates one facility and employs approximately 385 employees. The Company purchases fiberglass and other specialty materials to mechanically form substrates which have proprietary finishes applied to meet individual customer specifications. These proprietary finishes are designed to act as the bonding agent between the fiberglass substrate and the customer's value-added application. In almost every case, the customer's product would have lower or unacceptable performance without the proprietary finish. These finishes are customer specific and developed over years of trial and development. All products are manufactured to customer specification and require certification to either military or customer specification prior to shipment.

RAW MATERIALS

The Company maintains good relationships with its suppliers and has, where possible, diversified its supplier base so as to avoid a disruption of supply. In most cases, the Company's raw materials are staple goods that are readily available from domestic and international fiberglass and chemical manufacturers. For several products, however, branded goods or other circumstances prevent such a diversification, and an interruption of the supply of these raw materials could have a significant negative impact on the Company's ability to produce certain products. The construction products group has negotiated comprehensive supply agreements for all its polymer, chemical and accessory products, with multiple production sites assuring an uninterrupted supply. The urethane products group purchases under contract from all major thermoplastic polyurethane suppliers. The Company believes that its practice of purchasing such items from large, stable companies minimizes the risk of interrupting the supply of raw materials.

MARKETING AND COMPETITION

The following is a discussion of marketing and competitive factors as they relate to each of the Company's divisions:

JPS Elastomerics

The commercial roofing industry is highly competitive with a number of major participants in all segments of the industry. Many of the Company's competitors are significantly larger in terms of aggregate sales. In the specialty segment of the single-ply market where the Company competes, there are more than 10 competitors, with the Company having the largest market share in this segment. Due to the success of the Company's EP product line and new product introductions in 2000 and 2001, management expects continued growth in this sector. Industry capacity additions over the past 24 months are likely to keep prices under pressure as the market growth rate lags the capacity expansion rate.

The Company markets it products under the Stevens(R) brand name using a push-pull strategy: pushing products through distribution to the roofing contractor and pulling products through the market by creating demand on the part of building owners, architects and specifiers.

The Company has approximately 20 field sales staff as well as a network of independent representatives, distributors and distributor-representatives as its sales force. In addition, the Company operates a sales office in the United Kingdom, has an extensive distribution network in Europe, and a licensing program in Asia. Marketing efforts in the roofing industry include (i) new product development to meet changing market demands, (ii) providing proprietary accessory products, (iii) implementing contractor-specific programs, and (iv) expanded national account efforts.

Geomembrane products are sold to a select group of fabricators and installers. The Company's marketing efforts are focused on supporting those companies in a variety of ways.

The Company's urethane products are marketed through both direct sales personnel and a nationwide network of independent representatives. The Company's products are sold to specification and each application has specific end-use performance requirements. As with the construction products, marketing efforts for urethane are multifaceted with new product development and engineering being critical factors to the success of these products.

JPS Glass

The glass substrate business is highly competitive and globally influenced because of the significant capacity that exists in Europe, Asia and North America. The Company believes itself to be the third largest North American producer of glass substrates, where the majority of its products are sold. Importantly, it is well-positioned because of the balance between its electrical components, fiberglass reinforced composites, construction, and insulation product lines. Additionally, within the electrical substrate product line (i.e., printed circuit boards) the Company's ability to commit substantially all of its capacity to light weight substrates is a market strength because they are used in a vast array of growing consumer product markets, such as cell phones, computers, pagers, as well as the electronic infrastructure for the internet.

The Company's glass products are marketed through a combination of direct sales and distributors, with the central focus being development of customer specific finishes that enhance their respective value added processes.

6

CUSTOMERS

No customer accounts for more than 10% of the Company's sales. However, the loss of certain other customers could have a material adverse effect on sales.

PRODUCT DEVELOPMENT

The following is a discussion of product development as it relates to each of the Company's divisions:

JPS Elastomerics

On-going product development and process improvement activities include a constant evaluation of new advanced polymers and polymer compounds, as well as the evaluation and analysis of material additives required in the manufacture of commercial roofing products, geomembranes and thermoplastic polyurethane. As appropriate, additives are required to ensure long-term UV stability, fire or chemical resistance or to ensure that a specific product can be used in contact with drinking water.

For its roofing products, the Company continues to develop advanced material products that meet fire, wind and other building code requirements on a global basis. Such building codes vary from country to country, and even regionally, presenting a challenge to the manufacturer. Geomembranes must also meet stringent code requirements of several countries, particularly when used in potable water reservoirs.

The Company offers both aliphatic and aromatic polyurethane products. Aliphatic, which is used in glass clad polycarbonate laminates for security-glazing applications, is extruded in a clean zone environment to ensure maximum product cleanliness. Aromatic materials are extruded by blown film and flat sheet technologies. The Company spends a considerable amount of R&D effort to develop compounds to specifically meet customer needs. In addition, the Company provides specific surface finishes, textures, colors, etc. that may be required for end-use applications.

JPS Glass

R&D efforts include the continued refinement of silane chemistry and substrate processing, for high Tg resin systems, CAF (Conductive Anodic Filamentation) improvement and HDI (High Density Interlock) for improved laser drillability in the printed circuit board industry, development of soft moldable finishes for the building products industry, high-flex finishes to extend the life of filtration substrates for the power generation industry, and new low cost materials for the mechanically needled insulation industry. The product development effort is an ongoing customer specific process that is enhanced by the involvement of the division's vendor partners with the division's highly skilled research department.

BACKLOG

Unfilled open orders, which the Company believes are firm, were $20.0 million at October 27, 2001 and $24.5 million at October 28, 2000. The Company generally fills its open orders in the following fiscal year and the Company expects that all of the open orders as of October 27, 2001, will be filled in the 53-week period ending November 2, 2002 ("Fiscal 2002"). The Company believes that the amount of backlog provides limited indication of the sales volume that can be expected in coming months, and changes in economic conditions may result in deferral or acceleration of orders which may affect sales volume for a given period.

No significant portion of the Company's business is subject to renegotiation of profits, or termination of contracts or subcontracts at the election of the government.

PATENTS, LICENSES AND TRADEMARKS

The following is a discussion of patent licenses and trademarks as they relate to each of the Company's divisions:

JPS Elastomerics

Products, such as commercial roofing, geomembranes and polyurethane, are marketed under the "Stevens" brand name. As such, the Company is in the process of securing U.S. trademarks for the following names: Stevens Roofing Systems(TM), Stevens Geomembranes(TM) and Stevens Urethane(TM). In addition, the Company currently holds U.S. trademarks on the names Hi-Tuff(R) and Hi-Tuff Plus(R). The Company also holds trademarks for the Hi-Tuff(TM) name in Canada, Mexico and certain European and Asian countries.

In terms of product licensing, the Company is currently involved with two manufacturing licensees: Tsutsunaka Plastics Industries ("TPI") of Japan and Protan A/S of Norway. The Company has licensed roofing technology to Protan for manufacturing and marketing TPO-based roofing products in the Scandinavian countries. In addition, Stevens roofing and geomembrane compound and manufacturing technologies have been licensed to TPI for the production and marketing of membranes in Japan.

JPS Glass

A total of four patents and 36 trademarks are secured or are in the process of being secured by the Company for its Glass business. These include, but are not limited to: alkali resistant meshes for Exterior Insulation Facing Systems trademarked under the names of Versaflex(R), Duraflex(R), Ultraflex(R), Standardflex(R), and Gorilla-Mesh(TM); filtration products trademarked under the names AcidFlex(R), AcidBond(TM), and Ultraflex(R); substrates meeting high temperature requirements trademarked under the names, Tempratex(R) and

Industro-Quartz(TM); special laser drillable substrates under the trademark APS(TM) (Ablative Precision Substrate); and Quartz Hybrid substrates with the Astralar(R) and AstroCarb(R) trademarks.

EMPLOYEES

As of October 27, 2001, the Company had 650 active employees of which 465 were hourly and 185 were salaried. None of the Company's employees are represented by unions. The Company believes it has good relations with its employees.

ENVIRONMENTAL AND REGULATORY MATTERS

The Company is subject to various federal, state and local government laws and regulations concerning, among other things, the discharge, storage, handling and disposal of a variety of hazardous and non-hazardous substances and wastes. The Company's plants generate small quantities of hazardous waste that are either recycled or disposed of off-site by or at licensed disposal or treatment facilities.

The Company believes that it is in substantial compliance with all existing environmental laws and regulations to which it is subject. In addition, the Company is subject to liability under environmental laws relating to the past release or disposal of hazardous materials. To date, and in management's belief for the foreseeable future, liability under and compliance with existing environmental laws has not had and will not have a material adverse effect on the Company's financial or competitive positions. No representation or assurance can be made, however, that any change in federal, state or local requirements or the discovery of unknown problems or conditions will not require substantial expenditures by the Company.

SEASONALITY

Certain portions of the business of the Company are seasonal (principally construction products) and sales of these products tend to decline during winter months in correlation with construction activity. These declines have historically tended to result in lower sales and operating profits in the first and second quarters than in the third and fourth quarters of the Company's fiscal year.

WORKING CAPITAL

Information regarding the Company's working capital position and practices is set forth in Item 7 of this Form 10-K under the caption "Liquidity and Capital Resources."

Financial information for the JPS Elastomerics and JPS Glass segments is set forth in Note 10 to the Consolidated Financial Statements included in Item 8 herein.

PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain statements contained in this Item 1 "Business" and Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations" that are not historical facts are forward-looking statements subject to the safe harbor created by the Private Securities Litigation Reform Act of 1995. The Company cautions readers of this Annual Report on Form 10-K that a number of important factors could cause the Company's actual results in Fiscal 2002 and beyond to differ materially from those expressed in any such forward-looking statements. These factors include, without limitation, the general economic and business conditions affecting the Company's industries, actions of competitors, changes in demand in certain markets, the Company's ability to meet its debt service obligations, the seasonality of the Company's sales, the volatility of the Company's raw material costs, claims and energy, and the Company's dependence on key personnel and certain large customers.

Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. The forward-looking statements made herein are only made as of the date of this report and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

ITEM 2. PROPERTIES.

The following table sets forth certain information relating to the Company's principal facilities (segment information relates to principal use). All of the facilities are owned and are used for manufacturing.

Location	Square Footage	Location	Square Footage
JPS Elastomerics		JPS Glass	
Westfield, NC	237,000	Slater, SC	433,000
Easthampton, MA	50,000		

The Company also leases certain other warehouse facilities, various regional sales offices and its corporate headquarters. The Company believes that all of its facilities are suitable and adequate for the current and anticipated conduct of its operations.

9

ITEM 3. LEGAL PROCEEDINGS.

The Company is a party to lawsuits in the normal course of its business including certain asbestos-based claims. The Company believes that it has meritorious defenses in all lawsuits in which the Company or its subsidiaries is a defendant. Except as discussed below, management believes that none of this litigation, if determined unfavorable to the Company, would have a material adverse effect on the financial condition or results of operations of the Company.

In June 1997, Sears Roebuck and Co. ("Sears") filed a multi-count complaint, in the Circuit Court of Cook County, Illinois (Case No. 97C8586), against Elastomerics and two other defendants alleging an unspecified amount of damages in connection with the alleged premature deterioration of the Company's Hypalon roofing membrane installed during the 1980's on approximately 140 Sears stores. The Company believes it has meritorious defenses to the claims and intends to continue to defend the lawsuit vigorously. Management cannot determine the outcome of the lawsuit or estimate the range of loss, if any, that may occur and no provision for losses has been established in the Company's financial statements. An unfavorable resolution of the actions could have a material adverse effect on the business, results of operations and financial condition of the Company if not covered by insurance.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITYHOLDERS.

No matters were submitted to a vote of securityholders during the fourth quarter of Fiscal 2001.

PART II

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

The common stock of the Company was approved for listing and trading on the Nasdaq National Market System under the stock symbol "JPST," effective January 30, 1998. Prior to that time, there was only sporadic trading of the common stock in the over-the-counter market. The following table presents the high and low sales prices for the common stock for each full quarterly period for the past two years.

FISCAL 2000	HIGH	LOW
First Quarter	$ 4.000	$2.750
Second Quarter	3.938	2.875
Third Quarter	5.688	3.125
Fourth Quarter	5.750	3.875

FISCAL 2001	HIGH	LOW
First Quarter	$ 6.000	$3.250
Second Quarter	5.125	4.370
Third Quarter	7.490	4.370
Fourth Quarter	6.900	3.370

As of January 22, 2002, there were approximately 19 holders of record of the Company's common stock.

The Company has never paid a dividend on its common stock. The Company presently intends to retain earnings to fund working capital and for general corporate purposes and therefore, does not intend to pay cash dividends on shares of the common stock in the foreseeable future. The payment of future cash dividends, if any, would depend on the Company's financial condition, results of operations, current and anticipated capital requirements,

restrictions under the existing indebtedness (including, without limitation, indebtedness evidenced by the Revolving Credit Facility (as later defined) and refundings and refinancings thereof) and other factors deemed relevant by JPS's Board of Directors. The Company's subsidiaries that are borrowers under certain credit agreements are restricted from paying cash dividends to JPS with respect to their capital stock unless, among other things, JPS and its subsidiaries satisfy certain specified financial tests.

ITEM 6. SELECTED HISTORICAL FINANCIAL DATA.

(Dollars in Thousands Except Per Share Data)

The following table presents selected consolidated historical financial data for the Company as of the dates and for the fiscal years or periods indicated. The selected historical financial data for the period from November 3, 1996 to October 9, 1997, the period from October 10, 1997 to November 1, 1997, and the years ended October 31, 1998, October 30, 1999, October 28, 2000, and October 27, 2001 have been derived from the Consolidated Financial Statements of the Company for such periods, which have been audited. The presentation of certain previously reported amounts has been reclassified to conform to the current presentation and to reflect discontinued operations of the yarn sales business (sold on July 23, 1999), the cotton commercial products business (sold on August 27, 1999), and the Apparel Division (sold on November 17, 2000), as discussed in Note 2 to the Consolidated Financial Statements of the Company at Item 8 in this Form 10-K.

The financial statements for the period from October 10, 1997 to November 1, 1997 and for the years ended October 31, 1998, October 30, 1999, October 28, 2000, and October 27, 2001 reflect the Company's emergence from chapter 11 and were prepared utilizing the principles of fresh start accounting contained in the American Institute of Certified Public Accountants' Statement of Position 90-7, "Financial Reporting by Entities in Reorganization Under the Bankruptcy Code." As a result of the implementation of fresh start accounting, certain of the selected financial data for the period from October 10, 1997 to November 1, 1997 and for the years ended October 31, 1998, October 30, 1999, October 28, 2000, and October 27, 2001 are not comparable to the selected financial data of prior periods. Therefore, selected financial data for the "Reorganized Company" has been separately identified from that of the "Predecessor Company." The following information should be read in conjunction with the Consolidated Financial Statements of the Company and Notes thereto, and "Management's Discussion and Analysis of Financial Condition and Results of Operations" presented elsewhere herein.

11

	Predecessor Company	Reorganized Com		
INCOME STATEMENT DATA:	Period from November 3, 1996 to October 9, 1997	Period from October 10, 1997 to November 1, 1997	Fiscal Year Ended October 31, 1998 (52 Weeks)	Fiscal Yea Ended October 30 1999 (52 Weeks
Net sales	$ 146,926	$ 14,724	$ 155,944	$ 156,8
Cost of sales	109,760	10,602	119,727	121,5
Gross profit	37,166	4,122	36,217	35,2
Selling, general and administrative expenses	23,094	1,744	25,134	26,9
Other expense (income), net	302	(1)	(67)	1,6
Operating profit	13,770	2,379	11,150	6,6
Valuation allowance on Gulistan securities	(5,070)	--	--	
Interest income	2,744	94	1,038	

Interest expense	(29,425)	(507)	(4,013)	(3,5
Income (loss) before reorganization items, income taxes, discontinued operations and extraordinary items	(17,981)	1,966	8,175	3,1
Reorganization items:				
Fair-value adjustments	(4,651)	--	--	
Professional fees and expenses	(8,420)	--	--	
Income (loss) before income taxes, discontinued operations and extraordinary items	(31,052)	1,966	8,175	3,1
Income taxes (benefit)	(8,821)	1,177	3,462	1,9
Income (loss) from continuing operations	(22,231)	789	4,713	1,1
Discontinued operations (net of taxes):				
Income (loss) from discontinued operations	(1,726)	1,928	(15,377)	(4,4
Loss on disposal of discontinued operations	--	--	--	(18,0
Income (loss) before extraordinary items	(23,957)	2,717	(10,664)	(21,4
Extraordinary gain on early extinguishment of debt	100,235	--	--	
Net income (loss)	$ 76,278	$ 2,717	$ (10,664)	$ (21,4
Income (loss) applicable to common stock	$ 72,451	$ 2,717	$ (10,664)	$ (21,4
Weighted average number of shares outstanding	1,000,000	10,000,000	10,000,000	10,000,0

	Predecessor Company	Reorganized Com		
INCOME STATEMENT DATA:	Period from November 3, 1996 to October 9, 1997	Period from October 10, 1997 to November 1, 1997	Fiscal Year Ended October 31, 1998 (52 Weeks)	Fiscal Yea Ended October 30 1999 (52 Weeks
Basic income (loss) per common share:				
Income (loss) from continuing				

operations	$ (26.06)	$ 0.08	$ 0.47	$ 0.11
Discontinued operations (net of taxes):				
Income (loss) from discontinued operations	(1.73)	0.19	(1.54)	(0.44)
Loss on disposal of discontinued operations	--	--	--	(1.81)
Extraordinary gain	100.24	--	--	--
Net income (loss)	$ 72.45	$ 0.27	$ (1.07)	$ (2.14)

BALANCE SHEET DATA:	November 1, 1997	October 31, 1998	October 30, 1999
Working capital, excluding net assets held for sale	$ 27,281	$ 29,606	$ 29,148
Total assets	300,051	255,284	216,316
Total long-term debt, less current portion	94,891	98,693	79,806
Shareholders' equity	126,047	109,528	94,653

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion should be read in conjunction with the Consolidated Financial Statements of the Company and the Notes thereto included in Item 8 herein. The presentation of certain previously reported amounts has been reclassified to conform to the current presentation and to reflect discontinued operations of the yarn sales business (sold on July 23, 1999), the cotton commercial products business (sold on August 27, 1999), and the Apparel Division (sold on November 17, 2000).

	Fiscal Year Ended October 30, 1999	Fiscal Year Ended October 28, 2000	Fiscal Ende October 2001
NET SALES			
Elastomerics	$ 80,035	$ 86,595	$ 82,4
Glass	83,453	87,319	65,2
	163,488	173,914	147,6
Less intersegment sales(1)	(6,621)	(5,936)	
Net sales	$ 156,867	$ 167,978	$147,6

(Table continued on next page)

(Table continued from previous page)

	Fiscal Year Ended October 30, 1999	Fiscal Year Ended October 28, 2000	Fiscal Year Ended October 27, 2001
OPERATING PROFIT(2)			
Elastomerics	$ 4,889	$ 7,458	$ 3,922
Glass	1,758	6,790	5,655
Operating profit	6,647	14,248	9,577
Interest expense, net	(3,511)	(3,442)	(2,333)
Income before income taxes and discontinued operations	$ 3,136	$ 10,806	$ 7,244
OTHER DATA			
EBITDA(3)			
Elastomerics	$ 8,786	$ 10,369	$ 6,567
Glass	5,934	10,036	8,807
Total EBITDA	$ 14,720	$ 20,405	$ 15,374

(1) Intersegment sales consist primarily of the transfer of certain scrim products manufactured by the Glass segment to the Elastomerics segment. All intersegment revenues and profits are eliminated in the consolidated financial statements.

(2) The operating profit of each business segment includes a proportionate share of indirect corporate expenses. The Company's corporate group is responsible for finance, strategic planning, legal, tax and regulatory affairs for the business segments. Such expense consists primarily of salaries and employee benefits, professional fees and amortization of reorganization costs in excess of amounts allocable to identifiable assets.

(3) EBITDA represents operating income plus depreciation and amortization and certain other charges. EBITDA as determined by the Company may not be comparable to the EBITDA measure as reported by other companies. This presentation of EBITDA is not intended to represent cash flow from operations as defined by GAAP and should not be considered as an indicator of operating performance or an alternative to cash flow or operating income (as measured by GAAP) or as a measure of liquidity. In addition, this measure does not represent funds available for discretionary use. It is included herein to provide additional information with respect to ability of the Company to meet its future debt service, capital expenditures and working capital requirements. The

other charges added back to operating income represent severance and restructuring charges of $1.7 million in Fiscal 1999.

RESULTS OF OPERATIONS

INTRODUCTION

The Company has repositioned itself from being largely textile oriented to a diversified manufacturing and marketing company that is focused on a broad array of industrial applications. This has been accomplished by successfully exiting the apparel fabric business and two other textile businesses, while intensifying its focus on the two businesses with growth potential, JPS Glass and JPS Elastomerics. On November 17, 2000, the Company sold its Apparel Division, thereby exiting the apparel fabrics business. On March 2, 1999, the Company sold its Boger City manufacturing plant, thereby exiting the home fashions woven fabrics business. The

Company closed its Angle manufacturing facility in the third quarter of 1999 and sold the remaining plant on September 3, 1999, thereby streamlining the apparel business. On July 23, 1999, the Company sold its Stanley manufacturing plant, thereby exiting its yarn sales segment. On August 27, 1999, the Company sold its Borden manufacturing plant, thereby exiting its cotton commercial products segment. The apparel, yarn sales and cotton commercial products segments are reported in the accompanying consolidated financial statements as discontinued operations. Additionally, Company-wide cost reduction measures were implemented at the beginning of Fiscal 1999, which included the elimination of certain jobs at estimated annualized savings of approximately $1.3 million. The Company is now focusing solely on improving the performance and profitability of its remaining core businesses: JPS Elastomerics and JPS Glass.

FISCAL 2001 COMPARED WITH FISCAL 2000

Consolidated net sales decreased $20.4 million, or 12.1%, from $168.0 million in Fiscal 2000 to $147.6 million in Fiscal 2001. Consolidated operating profit decreased $4.6 million from $14.2 million in Fiscal 2000 to $9.6 million in Fiscal 2001. Total selling, general and administrative expenses decreased from 16.3% of sales in Fiscal 2000 to 14.3% of sales in Fiscal 2001. Fiscal 2000 included $2.5 million of incentive payments. This percentage decrease results primarily from additional cost reduction efforts in Fiscal 2001.

JPS Elastomerics

Net sales in Fiscal 2001 in the Elastomerics segment, which includes single-ply roofing and extruded urethane products, decreased $4.2 million, or 4.8%, from $86.6 million in Fiscal 2000 to $82.4 million in Fiscal 2001. The domestic roofing market continues to be characterized by intense competition driven by aggressive entrants into this market. The Company has addressed this challenge by instituting aggressive pricing strategies, development of new products, strengthening sales management in key territories, and taking actions to reduce operating costs. Sales of urethane products decreased due to lower overall demand for certain of the Company's extruded sheet products as a result of the general economic downturn experienced in the second half of Fiscal 2001.

Operating profit in Fiscal 2001 for the Elastomerics segment decreased $3.6 million from $7.5 million in Fiscal 2000 to $3.9 million in Fiscal 2001. The decrease resulted principally from lower sales and margins on roofing products partially offset with cost reduction measures and improved inventory management.

JPS Glass

Net sales in the Glass segment, which includes substrates constructed of synthetics and fiberglass for lamination, insulation and filtration applications, decreased $16.2 million, or 19.9%, from $81.4 million in Fiscal 2000 to $65.2 million in Fiscal 2001 primarily as a result of the significant decline in demand for electronics-related substrates. The electronics industry represents the largest customer base for the Company's fiberglass products.

Operating profit in Fiscal 2001 for the Glass segment decreased $1.1 million from $6.8 million in Fiscal 2000 to $5.7 million in Fiscal 2001 resulting from improved manufacturing productivity and improved quality of its products and services which have partially offset higher insurance costs as well as declining prices and volume.

Other

Interest expense decreased $1.1 million to $2.3 million in Fiscal 2001 from $3.4 million in Fiscal 2000. Total long-term debt was reduced by approximately $32.6 million in Fiscal 2001 as a result of cash flow from operations and payment received on the sale of the Company's Apparel Division. The Company has also benefited from interest rate reductions.

On November 17, 2000 the Company sold the assets of its greige apparel fabric business which included three manufacturing facilities in South Boston, Virginia; Greenville, South Carolina; and Laurens, South Carolina; and administrative offices in Greenville, South Carolina, New York and Los Angeles, thereby exiting its apparel business. The business accounted for sales of $125.4 million in Fiscal 2000. The consideration for the sale consisted of approximately $27.1 million in cash and future consideration in the form of an earn-out based on earnings before interest, depreciation and amortization, as defined, for the 24-month period following the transaction plus certain assumed liabilities. The Company has accounted for the results of the apparel fabric business as a discontinued operation and a charge for loss on disposal of discontinued operations of $47.4 million was recorded in Fiscal 2000 related primarily to the writedown of disposed plant assets and related reorganization value in excess of amounts allocable to identifiable assets, and other exit costs. The net proceeds from the sale of $26.2 million were used to reduce the Company's outstanding indebtedness on its Revolving Credit Facility (as defined below) which was amended in connection with the transaction to reflect the Company's lower borrowing requirements.

FISCAL 2000 COMPARED WITH FISCAL 1999

Consolidated net sales increased $11.1 million, or 7.1%, from $156.9 million in Fiscal 1999 to $168.0 million in Fiscal 2000. Consolidated operating profit increased $7.6 million from $6.6 million in Fiscal 1999 to $14.2 million in Fiscal 2000. Total selling, general and administrative expenses decreased from 17.2% of sales in Fiscal 1999 to 16.3% of sales in Fiscal 2000. Fiscal 2000 included $2.5 million of incentive payments while Fiscal 1999 included $1.7 million of severance and restructuring costs. The percentage decrease results primarily from cost reduction efforts and a higher revenue base.

JPS Elastomerics

Net sales in Fiscal 2000 in the Elastomerics segment, which includes single-ply roofing and extruded urethane products, increased $6.6 million, or 8.3%, from $80.0 million in Fiscal 1999 to $86.6 million in Fiscal 2000. The domestic roofing market continues to be characterized by intense competition driven by aggressive entrants into this market. The Company has addressed this challenge by instituting aggressive pricing strategies, development of new products, strengthening sales management in key territories, and taking actions to reduce operating costs. Sales of urethane products increased due to higher demand for certain of the Company's extruded sheet products used in security glass and athletic footwear.

Operating profit in Fiscal 2000 for the Elastomerics segment increased $2.6 million from $4.9 million in Fiscal 1999 to $7.5 million in Fiscal 2000. The increase resulted principally from increased sales and improved margins on urethane products, implementation of cost reduction measures, and improved inventory management.

JPS Glass

Net sales in the Glass segment, which includes substrates constructed of synthetics and fiberglass for lamination, insulation and filtration applications, increased $4.5 million, or 5.9%, from $76.9 million in Fiscal 1999 to $81.4 million in Fiscal 2000. The electronics industry represents the largest customer base for the Company's fiberglass products. Strong worldwide demand resulted in favorable market conditions for the Company's electronic substrates. Further, strong demand for the Company's patented filtration products boosted sales along with increased orders for high quality quartz fabrics and certain other products. The Company has also taken actions to reduce costs, improve manufacturing productivity and improve the quality of its products and services which have offset raw material price increases.

Operating profit in Fiscal 2000 for the Glass segment increased $5.0 million from $1.8 million in Fiscal 1999 to $6.8 million in Fiscal 2000 resulting from improved margins, higher manufacturing efficiencies and cost reduction efforts.

Other

Interest expense in Fiscal 2000 is consistent with the Fiscal 1999 amounts. Long-term debt was reduced by approximately $28.3 million in Fiscal 2000 as a result of operating performance and significant working capital improvements.

On November 17, 2000 the Company sold the assets of its greige apparel fabric business which included three manufacturing facilities in South Boston, Virginia; Greenville, South Carolina; and Laurens, South Carolina; and administrative offices in Greenville, South Carolina, New York and Los Angeles, thereby exiting its apparel business. The business accounted for sales of $137.6 million and $125.4 million in Fiscal 1999 and 2000, respectively. The consideration for the sale consisted of approximately $27.1 million in cash and future consideration in the form of an earn-out based on earnings before interest, depreciation and amortization, as defined, for the 24-month period following the transaction plus certain assumed liabilities. The Company has accounted for the results of the apparel fabric business as a discontinued operation and a charge for loss on disposal of discontinued operations of $47.4 million was recorded in Fiscal 2000 related primarily to the writedown of disposed plant assets and related reorganization value in excess of amounts allocable to identifiable assets, and other exit costs. The net proceeds from the sale of $26.2 million were used to reduce the Company's outstanding indebtedness on its Revolving Credit Facility (as defined below) which was amended in connection with the transaction to reflect the Company's lower borrowing requirements.

LIQUIDITY AND CAPITAL RESOURCES

The Company's principal sources of liquidity for operations and expansion are funds generated internally and borrowings under its Revolving Credit Facility.

On May 9, 2001, the Company replaced the existing syndicated senior revolving credit facility with a new Revolving Credit and Security Agreement with First Union National Bank. The new facility provides for a revolving credit loan facility and letters of credit ("the Revolving Credit Facility") in a maximum principal amount equal to the lesser of (a) $35 million or (b) a specified borrowing base (the "Borrowing Base"), which is based upon eligible receivables, eligible inventory, and a specified dollar amount (currently $9.9 million subject to reduction). The Revolving Credit Facility restricts investments, acquisitions, and dividends. The Revolving Credit Facility contains financial covenants relating to minimum levels of net worth, as defined, and a minimum debt to EBITDA ratio, as defined. The Company is currently in compliance with all of the restrictions and covenants of its new Revolving Credit Facility. All loans outstanding under the Revolving Credit Facility bear interest at the 30-day LIBOR rate plus an applicable margin (the "Applicable Margin") based upon the Company's debt to EBITDA ratio. As of October 27, 2001, the Company's effective interest rate was 3.6%, and it had approximately $17.3 million available for borrowing under the Revolving Credit Facility.

Year to date for 2001, cash provided by operating activities was $11.1 million. Working capital, excluding assets held for sale, at October 28, 2000 was $28.7 million compared with $26.8 million at October 27, 2001. Accounts receivable decreased by $6.0 million from October 28, 2000 to October 27, 2001 due to timing and sales levels. Inventories decreased $0.1 million from October 28, 2000 to October 27, 2001. Accounts payable and accrued expenses decreased by $9.2 million from October 28, 2000 to October 27, 2001 as a result of payment of Fiscal 2000 Incentive Compensation and lower general payables.

The principal uses of cash in 2001 were for capital expenditures of $5.8 million to upgrade the Company's manufacturing operations and the repayment of long-term debt of approximately $32.6 million. The Company also used $2.3 million to repurchase outstanding shares of its common stock. The Company received approximately $27.5 million in proceeds from the sale of its Apparel division as discussed under the caption "Fiscal 2001 Compared With Fiscal 2000" in the Company's Annual Report on Form 10-K for the fiscal year ended October 27, 2001. Such funds were used to reduce the Company's outstanding indebtedness under its Revolving Credit Facility and certain equipment loans.

Based upon the ability to generate working capital through its operations and its new Revolving Credit Facility the Company believes that it has the financial resources necessary to pay its capital obligations and implement its business plan.

INFLATION AND TAX MATTERS

The Company is subject to the effects of changing prices. It has generally been able to pass along inflationary increases in its costs by increasing the prices for its products or by increasing manufacturing efficiencies; however, market conditions have precluded raising prices in 2001 and, in some cases, the Company experienced selling price decreases for its products.

For Fiscal 2001, the Company recorded a tax expense from continuing operations of $2.8 million, a 39% effective rate. The Company also reduced the valuation allowance applicable to net operating losses arising prior to the Plan of Reorganization by $2.8 million and, under applicable accounting guidelines, reduced excess reorganization value by its remaining amount. The Company had net operating loss carryovers of approximately $89 million as of October 27, 2001. A portion of these losses were subject to annual limitations on usage as a result of the ownership change that occurred on the effective date. The Company incurred another ownership change in December 2000, as determined under the Internal Revenue Code of 1996, as amended, resulting in additional limitations on usage. See Note 7 to the consolidated financial statements for additional information. The effective tax rates for Fiscal 2000 and 1999 were, 42% and 64%, respectively. The effective rates for all years are higher than the combined federal and state statutory rate due primarily to the impact of nondeductible excess reorganization costs.

RECENT ACCOUNTING PRONOUNCEMENTS

On October 29, 2000, the Company adopted SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement requires companies to record derivatives on the balance sheet as assets or liabilities, measured at fair value. The Company did not have any derivatives which were required to be recorded on the balance sheet.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk. The Company has exposure to interest rate changes primarily relating to interest rate changes under its Revolving Credit Facility. The Company's Revolving Credit Facility bears interest at rates which vary with changes in the London Interbank Offered Rate (LIBOR). The Company does not speculate on the future direction of interest rates. Currently, all of the Company's debt bears interest at the 30-day LIBOR rate plus an applicable margin based upon the Company's debt to EBITDA ratio. The Company believes that the effect, if any, of reasonably possible near-term changes in interest rates on the Company's consolidated financial position, results of operations, or cash flows would not be material.

Raw material price risk. A portion of the Company's raw materials are commodities and are, therefore, subject to price volatility caused by weather, production problems, delivery difficulties, and other factors which are outside the control of the Company. In most cases, essential raw materials are available from several sources. For several raw materials, however, branded goods or other circumstances may prevent such diversification and an interruption of the supply of these raw materials could have a significant impact on the Company's ability to produce certain products. The Company has established long-term relationships with key suppliers and may enter into purchase contracts or commitments of one year or less for certain raw materials. Such agreements generally include a pricing schedule for the period covered by the contract or commitment. The Company believes that any changes in raw material pricing, which cannot be adjusted for by changes in its product pricing or other strategies, would not be significant.

General Economic Conditions. Demand for the Company's products is affected by a variety of economic factors including, but not limited to, the cyclical nature of the construction industry, demand for electronic and aerospace products which ultimately utilize components manufactured by the Company, and general consumer demand. Adverse economic developments could affect the financial performance of the Company.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

INDEPENDENT AUDITORS' REPORT

JPS Industries, Inc.

We have audited the accompanying consolidated balance sheets of JPS Industries, Inc. (a Delaware Corporation) and subsidiaries as of October 27, 2001, and the related statements of operations, shareholders' equity, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of JPS Industries, Inc. and subsidiaries as of October 27, 2001, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The schedule listed in the index of financial statements is presented for purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic financial statements. This schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic financial statements taken as a whole.

ARTHUR ANDERSEN LLP

Charlotte, North Carolina
December 6, 2001

INDEPENDENT AUDITORS' REPORT

JPS Industries, Inc.

We have audited the accompanying consolidated balance sheets of JPS Industries, Inc. and subsidiaries (the "Company") as of October 28, 2000, and the related statements of operations, shareholders' equity, and cash flows for each of the two years in the period ended October 28, 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company at October 28, 2000, and the results of its operations and its cash flows for each of the two years in the period ended October 28, 2000 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The financial statement schedule listed in the index at page S-1 is presented for the purpose of additional analysis and is not a required part of the basic financial statements. This financial statement schedule is the responsibility of the Company's management. Such financial statement schedule, for each of the two years in the period ended October 28, 2000, has been subjected to the auditing procedures applied in our audits of the basic financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

DELOITTE & TOUCHE LLP

Charlotte, North Carolina
November 29, 2000

JPS INDUSTRIES, INC.

CONSOLIDATED BALANCE SHEETS
(Dollars In Thousands)

	October 28, 2000	Octobe 20
ASSETS		
CURRENT ASSETS:		
Cash	$ 2,216	$
Accounts receivable, less allowance of $1,024 in 2000 and $684 in 2001	27,640	21
Inventories	18,583	18

Prepaid expenses and other	6,993	3
Net assets of discontinued operations	27,539	
	----------	------
Total current assets	82,971	43
PROPERTY, PLANT AND EQUIPMENT, net	43,439	43
REORGANIZATION VALUE IN EXCESS OF AMOUNTS ALLOCABLE TO IDENTIFIABLE ASSETS, less accumulated amortization of $5,286 in 2000	2,971	
OTHER ASSETS	18,861	22
	----------	------
Total assets	$ 148,242	$ 109
	==========	======

See notes to consolidated financial statements.

	October 28, 2000	Octobe 20
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable	$ 13,303	$ 10
Accrued interest	759	
Accrued salaries, benefits and withholdings	6,776	2
Other accrued expenses	4,924	3
Current portion of long-term debt	936	
	----------	------
Total current liabilities	26,698	17
LONG-TERM DEBT	51,529	19
OTHER LONG-TERM LIABILITIES	17,607	18
	----------	------
Total liabilities	95,834	54
	----------	------
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Common stock, $.01 par value; authorized - 22,000,000 shares; issued - 10,000,000 shares; outstanding - 9,271,756 shares in 2001 and 9,732,500 shares in 2000	100	
Additional paid-in capital	124,190	124
Treasury stock (at cost) - 728,244 shares in 2001 and 267,500 shares in 2000	(1,263)	(2
Accumulated deficit	(70,619)	(66
	----------	------

Total shareholders' equity	52,408	55
Total liabilities and shareholders' equity	$ 148,242	$ 109

See notes to consolidated financial statements.

23

JPS INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS
(Amounts in Thousands Except Share and Per Share Data)

	Fiscal Year Ended October 30, 1999	Fiscal Year Ended October 2 2000
Net sales	$ 156,867	$ 167,
Cost of sales	121,579	126,
Gross profit	35,288	41,
Selling, general and administrative expenses	26,978	27,
Other expense (income), net	1,663	
Operating profit	6,647	14,
Interest expense, net	(3,511)	(3,
Income before income taxes and discontinued operations	3,136	10,
Provision for income taxes	1,997	4,
Income from continuing operations	1,139	6,
Discontinued operations (net of taxes):		
Loss from discontinued operations	(4,485)	(
Loss on disposal of discontinued operations	(18,096)	(47,
Net income (loss)	(21,442)	(41,
Other comprehensive income (net of taxes):		
Minimum pension liability adjustments	5,855	
Comprehensive income (loss)	$ (15,587)	$ (41,
Weighted average number of common shares outstanding:		
Basic	10,000,000	9,940,
Diluted	10,000,000	10,045,
Basic earnings (loss) per common share:		

Income from continuing operations	$ 0.11	$ 0
Discontinued operations (net of taxes):		
Loss from discontinued operations	(0.44)	(0
Loss on disposal of discontinued operations	(1.81)	(4
Net income (loss)	$ (2.14)	$ (4
Diluted earnings (loss) per common share:		
Income from continuing operations	$ 0.11	$ 0
Discontinued operations (net of taxes):		
Loss from discontinued operations	(0.44)	(0
Loss on disposal of discontinued operations	(1.81)	(4
Net income (loss)	$ (2.14)	$ (4

See notes to consolidated financial statements.

JPS INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Dollars In Thousands)

	Common Stock	Additional Paid-In Capital	Treasury Stock
Balance - October 31, 1998	$ 100	$ 123,230	$ --
Stock compensation expense		712	
Additional minimum pension liability adjustment			
Net loss			
Balance - October 30, 1999	100	123,942	--
Stock compensation expense		248	
Shares reacquired and held in treasury			(1,263)
Net loss			
Balance - October 28, 2000	100	124,190	(1,263)
Stock compensation expense		102	
Shares reacquired and held in treasury			(2,309)
Exercise of stock options		(117)	737
Net income			

Balance - October 27, 2001	$ 100	$ 124,175	$ (2,835)
	=========	=========	=========

See notes to consolidated financial statements.

25

JPS INDUSTRIES, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Dollars In Thousands)

	Fiscal Year Ended October 30, 1999	Fis Ye En Octo 2
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$ (21,442)	$
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss from discontinued operations	4,485	
Loss on disposal of discontinued operations	18,096	
Depreciation and amortization	6,382	
Amortization of deferred financing costs	414	
Deferred income tax provision (benefit)	(1,753)	
Other, net	(1,793)	
Changes in assets and liabilities:		
Accounts receivable	752	
Inventories	3,571	
Prepaid expenses and other assets	(156)	
Accounts payable	(1,872)	
Accrued expenses and other liabilities	(2,062)	
Total adjustments	26,064	
Net cash provided by continuing operating activities	4,622	
Net cash from discontinued operations	5,694	
Net cash provided by operating activities	10,316	
CASH FLOWS FROM INVESTING ACTIVITIES		
Property and equipment additions	(4,071)	
Proceeds from disposal of discontinued operations, net	4,658	
Proceeds from disposal of certain other operations	8,491	
Proceeds from assets held for sale	--	
Net cash provided by (used in) investing activities	$ 9,078	$

26

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued from previous page)
(Dollars In Thousands)

	Fiscal Year Ended October 30, 1999	Fis Ye En Octo 2
CASH FLOWS FROM FINANCING ACTIVITIES		
Financing costs incurred	$ (732)	$
Purchase of treasury stock	--	
Net proceeds from exercise of stock options	--	
Revolving credit facility borrowings (repayments), net	(18,628)	
Repayment of other long-term debt	(332)	
Net cash used in financing activities	(19,692)	
NET INCREASE (DECREASE) IN CASH	(298)	
CASH AT BEGINNING OF YEAR	725	
CASH AT END OF YEAR	$ 427	$
SUPPLEMENTAL INFORMATION ON CASH FLOWS FROM CONTINUING OPERATIONS:		
Interest paid	$ 7,323	$
Income taxes paid, net	570	
Non-cash financing activities:		
Capital lease obligation	1,307	

See notes to consolidated financial statements.

27

JPS INDUSTRIES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation - The consolidated financial statements include JPS Industries, Inc. and its direct subsidiaries, all of which are wholly owned. Significant intercompany transactions and accounts have been eliminated. Unless the context otherwise requires, the terms

"JPS" and the "Company" as used in these Consolidated Financial Statements mean JPS Industries, Inc. and JPS Industries, Inc. together with its subsidiaries, respectively.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's most significant financial statement estimates include the estimate of the allowance for doubtful accounts, reserve for self-insurance liabilities, and the reserve for roofing products sold under warranties. Management determines its estimate of the allowance for doubtful accounts considering a number of factors, including historical experience, aging of the accounts and the current creditworthiness of its customers. Management determines its estimate of the reserve for self-insurance considering a number of factors, including historical experience, third party claims administrator and actuarial assessments and insurance coverages. Management determines its estimate of the reserve for roofing products sold under warranties by reviewing factors such as expected future claims and roofing compound applied; and the expected costs to repair and replace such roofing products. Management believes that its estimates provided in the financial statements are reasonable and adequate. However, actual results could differ from those estimates.

Inventories - Inventories are stated at the lower of cost or market. Cost, which includes labor, material and factory overhead, is determined on the first-in, first-out basis.

Property, Plant and Equipment - Property, plant and equipment is recorded at cost and depreciation is recorded using the straight-line method for financial reporting purposes. The estimated useful lives used in the computation of depreciation are as follows:

Land improvements	10 to 45 years
Buildings and improvements	25 to 45 years
Machinery and equipment	3 to 15 years
Furniture, fixtures and other	5 to 10 years

The Company assesses its long-lived assets for impairment whenever facts and circumstances indicate that the carrying amount may not be fully recoverable. If required, an impairment loss is measured based upon the difference between the carrying amount and the fair value of the assets. Assets under capital leases are amortized in accordance with the Company's normal depreciation policy and the charge to earnings is included in depreciation expense in the accompanying consolidated financial statements. Depreciation expense totaled $4.8 million for Fiscal 1999, $5.1 million for Fiscal 2000, and $5.5 million for Fiscal 2001.

Reorganization Value in Excess of Amounts Allocable to Identifiable Assets - ("Reorganization Value") in excess of amounts allocable to identifiable assets resulted from the application of "fresh start" reporting in 1997 and is being amortized over a 20-year period. In Fiscal 1999 and 2000, the Reorganization Value was decreased by approximately $3.7 million and $15.0 million, respectively, in relation to the discontinued operations, plant sales and plant closure discussed in Notes 2 and 3. As discussed in Note 7, the remaining amount was retired in connection with the year-end adjustment of the Company's deferred tax asset valuation allowance and $0 remains at October 27, 2001.

Distribution Costs - A portion of the Company's distribution and shipping and handling costs are included in cost of sales and selling, general and administrative costs. The portion of these costs, which were included in selling, general and administrative costs, totaled $2.1 million in Fiscal 1999, $2.4 million in Fiscal 2000, and $2.0 million in Fiscal 2001.

Debt Issuance Costs - Costs incurred in securing and issuing long-term debt are deferred and amortized over the terms of the related debt in amounts which approximate the interest method of amortization.

Product Warranties - On certain of its products, the Company provides a warranty against defects in materials and workmanship under separately priced extended warranty contracts generally for a period of 10 years. Revenue from such extended warranty contracts is deferred and recognized as income on a straight-line basis over the contract period. The cost of servicing such product warranties is charged to expense when claims become estimable.

Fair Value of Financial Instruments - The carrying amounts of all financial instruments approximate their estimated fair values in the accompanying Balance Sheets. The carrying amounts of cash, accounts receivable, accounts payable, and accrued expenses approximate fair value because of the short maturity of these items. The carrying value of financial instruments such as debt and notes receivable approximates fair value because interest rates on these instruments change with market rates.

Revenue Recognition - The Company recognizes revenue from product sales when it has shipped the goods.

Advertising Costs - The Company defers advertising related costs until the advertising is first run in magazines or other publications or in the case of brochures, until the brochures are printed and available for distribution. Advertising costs expensed were approximately $1.9 million in Fiscal 1999, $1.5 million in Fiscal 2000, and $1.3 million in Fiscal 2001.

Income Taxes - Deferred tax assets and liabilities are determined based on the difference between the financial statement bases and tax bases of assets and liabilities using enacted tax rates. A valuation allowance is recorded to reduce a deferred tax asset to that portion that is expected to more likely than not be realized.

Earnings Per Share - Potentially dilutive common shares consist primarily of stock options. For the year ended October 30, 1999, the inclusion of additional shares assuming the exercise of stock options and warrants are antidilutive. Therefore, basic and diluted earnings per share are the same for that period.

Fiscal Year - The Company's operations are based on a 52 or 53-week fiscal year ending on the Saturday closest to October 31. Each of fiscal years 1999, 2000, and 2001 had 52 weeks.

Effects of Recent Accounting Pronouncements - On October 29, 2000, the Company adopted Statement Financial Accounting Standards ("SFAS") No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement requires companies to record derivatives on the balance sheet as assets or liabilities, measured at fair value. As of October 28, 2000 and October 27, 2001, the Company did not have any derivatives which were required to be recorded on the balance sheet.

2. SALE OF DISCONTINUED OPERATIONS

Yarn Sales Business - On July 23, 1999, the Company sold its Stanley manufacturing plant, thereby exiting its yarn sales business. This business accounted for sales of $11.0 million in Fiscal 1999. The consideration for the Stanley sale consisted of approximately $2.0 million in cash. A charge for loss on disposal of discontinued operations of approximately $9.2 million was recorded in Fiscal 1999 related primarily to the

writedown of disposed plant assets and related Reorganization Value to net realizable value, employee severance costs, and other exit costs. The net proceeds from the sale were used to reduce the Company's outstanding indebtedness on its Revolving Credit Facility and an equipment loan.

Cotton Commercial Products Business - On August 27, 1999, the Company sold its Borden manufacturing plant, thereby exiting its cotton commercial products business. This business generated sales of $18.4 million in Fiscal 1999. The consideration for the Borden sale consisted of approximately $3.2 million in cash and a $2.0 million subordinated promissory note which was recorded at its estimated fair value. A charge for loss on disposal of discontinued operations of approximately $8.9 million was recorded in Fiscal 1999 related primarily to the writedown of disposed plant assets and related Reorganization Value to net realizable value, employee severance costs, and other exit costs. The net proceeds from the sale were used to reduce the Company's outstanding indebtedness on its Revolving Credit Facility.

Apparel Fabric Business - On November 17, 2000 the Company sold the assets of its greige apparel fabric business which included three manufacturing facilities in South Boston, Virginia; Greenville, South Carolina; and Laurens, South Carolina; and administrative offices in Greenville, South Carolina, New York and Los Angeles, thereby exiting its apparel business. The business accounted for sales of $137.6 million, and $125.4 million in Fiscal 1999 and 2000, respectively. The consideration for the sale consisted of approximately $27.1 million in cash and future consideration in the form of an earn-out based on earnings before interest, depreciation and amortization, as defined, for the 24-month period following the transaction plus certain assumed liabilities. The Company has accounted for the results of the Apparel Fabric Business as a discontinued operation and a charge for loss on disposal of discontinued operations of $47.4 million was recorded in Fiscal 2000 related primarily to the writedown of disposed plant assets and related Reorganization Value to realizable value and other exit costs. The net proceeds from the sale of $26.2 million were used to reduce the Company's outstanding indebtedness on its Revolving Credit

Facility which was amended in connection with the transaction to reflect the Company's lower borrowing requirements.

3. SALE OF CERTAIN OPERATIONS, PLANT CLOSING, WRITEDOWN OF CERTAIN LONG-LIVED ASSETS AND RESTRUCTURING COSTS

On March 2, 1999, the Company completed the sale of its Boger City manufacturing plant, thereby exiting the home fashions woven fabrics business. This business accounted for sales of $7.3 million in Fiscal 1999. The consideration for the sale consisted of approximately $7.9 million in cash. The net proceeds from the sale were used to reduce the Company's outstanding indebtedness on its Revolving Credit Facility and an equipment loan.

The Company closed its Angle manufacturing facility in the Fiscal 1999 third quarter and sold the plant on September 3, 1999, thereby streamlining the apparel business. The plant closing also resulted in a charge in Fiscal 1999 of approximately $0.9 million related principally to employee severance costs, all of which is now included in the loss from discontinued operations in Fiscal 1999. The proceeds from the sale of the plant facility of approximately $0.2 million were used to reduce the Company's outstanding indebtedness under its Revolving Credit Facility.

Additionally, in Fiscal 1999, the Company implemented cost reduction measures which included, among other things, personnel reductions and the idling of certain manufacturing equipment. The results of operations for Fiscal 1999 include a "charge for writedown of certain long-lived assets" of approximately $1.5 million for the impairment of idled equipment and a "charge for restructuring costs" of approximately $1.7 million related primarily to employee severance costs. Except for the $1.7 million of restructuring costs incurred in Fiscal 1999, all such costs have been reflected in discontinued operations.

30

4. BALANCE SHEET COMPONENTS

The components of certain balance sheet accounts are (in thousands):

	Octobe 200
Inventories:	
Raw materials and supplies	$ 5
Work-in-process	5
Finished goods	7
	$ 18
Prepaid expenses and other:	
Deferred current tax	$ 4
Prepaid insurance	
Other	2
	$ 6

Property, plant and equipment, net:	
Land and improvements	$
Buildings and improvements	5
Machinery and equipment	48
Furniture, fixtures and other	
	56
Less accumulated depreciation	(13
	42
Construction in progress	
	$ 43
Other noncurrent assets:	
Deferred financing fees	$
Prepaid pension costs	10
Deferred income tax	7
Other	
	$ 18
Other accrued expenses:	
Roofing warranty costs	$ 1
Taxes payable other than income taxes	
Income taxes	
Other	2
	$ 4
Other long-term liabilities:	
Roofing and deferred warranty income	$ 14
Accrued postretirement and postemployment benefit plan liability	3
	$ 17

31

5. LONG-TERM DEBT

Long-term debt consists of (in thousands):

	Octobe 200
Senior credit facility, revolving line of credit	$ 48
Equipment financing	
Capital lease obligation	3
Total	52
Less current portion	
Long-term portion	$ 51

Senior Credit Facility - On May 9, 2001, the Company replaced the existing syndicated senior revolving credit facility with a new Revolving Credit and Security Agreement with First Union National Bank. The new facility provides for a revolving credit loan facility and letters of credit ("the Revolving Credit Facility") in a maximum principal amount equal to the lesser of (a) $35 million or (b) a specified borrowing base (the "Borrowing Base"), which is based upon eligible receivables, eligible inventory, and a specified dollar amount (currently $9.9 million subject to reduction). The Revolving Credit Facility restricts investments, acquisitions, and dividends. The Revolving Credit Facility contains financial covenants relating to minimum levels of net worth, as defined, and a minimum debt to EBITDA ratio, as defined. As of October 27, 2001, the Company was in compliance with all of the restrictions and covenants of its new Revolving Credit Facility. All loans outstanding under the Revolving Credit Facility bear interest at the 30-day LIBOR rate plus an applicable margin (the "Applicable Margin") based upon the Company's debt to EBITDA ratio. As of October 27, 2001, the Company's effective interest rate was 3.6%.

As of October 27, 2001, unused and outstanding letters of credit totaled $0.6 million. The outstanding letters of credit reduce the funds available under the Revolving Credit Facility. At October 27, 2001, the Company had approximately $17.3 million available for borrowing under the Revolving Credit Facility. All borrowings under the Revolving Credit Facility mature in Fiscal 2004.

Capital Lease Obligation - In Fiscal 1998, the Company entered into a seven-year lease agreement (classified as a capital lease) for certain machinery and equipment. The total costs of assets under lease at October 28, 2000 and October 27, 2001 was approximately $4.8 million. The lease provides for an early buyout option at the end of six years and includes purchase and renewal options at the end of the lease term. The lease has an implied interest rate of approximately 7.4%. See Note 8 for obligations under capital leases.

Other - The loans and extensions of credit to the Company under the Revolving Credit Facility are guaranteed by JPS Elastomerics Corp. and JPS Converter and Industrial Corp. Substantially all of the Company's assets, excluding real property, are pledged as collateral for the Revolving Credit Facility or the capital lease obligation.

Interest expense includes $414,000 in Fiscal 1999, $272,000 in Fiscal 2000, and $320,000 in Fiscal 2001 representing amortization of debt issuance expenses. Interest expense allocated to discontinued operations was $3.9 million in Fiscal 1999 and $2.9 million in Fiscal 2000 based upon the ratio of identifiable net assets.

6. EQUITY SECURITIES

The Company has one class of stock issued and outstanding.

Share Repurchase Program

In 2000, the Board of Directors authorized the expenditure of up to $8 million for the repurchase of the Company's common stock. In November, 2000, this authorization was increased to $10 million. As of October 27, 2001, the Company had repurchased 886,005 shares at a cost of $3.6 million. This includes Fiscal 2000 repurchases of 267,500 shares at an aggregate cost of $1.3 million and Fiscal 2001 repurchases of 618,505 shares at a cost of $2.3 million. Management intends to make purchases of its common stock from time to time in the open market or in negotiated transactions, but there is no assurance that future repurchases will be made and the repurchase program may be discontinued at any time. There is no time limit on stock repurchases. The Company may use the stock to meet its obligations under its employee stock option program. The Company reissued 158,166 shares in 2001 in connection with its stock option program.

1997 Incentive and Capital Accumulation Plan

The 1997 Incentive and Capital Accumulation Plan (the "Incentive Plan") provides certain key employees and non-employee directors of the Company the right to acquire shares of Common Stock or monetary payments based on the value of such shares. Pursuant to the Incentive Plan, approximately 853,000 shares of Common Stock were initially reserved for issuance to the participants. On April 7, 1999, the Shareholders increased the number of shares reserved for issuance from 853,485 to 1,353,485. These options included a combination of time vesting options which vest solely on the lapse of time and performance options which vest upon achievement of specified corporate performance goals and the lapse of time.

On May 12, 1999 the Compensation Committee of the Board of Directors approved a plan to reprice stock options held by certain employees and Directors. Effective on that date, 349,150 options with an exercise price of $12.33 per share were reissued at an exercise price of $4.375 per share, the fair market value per share on the date of repricing. All repriced options were changed from a combination of performance and time vested options to solely time-vested options. The repriced options are shown as a separate cancellation and reissuance in the chart below. Under the provisions of Financial Accounting Standards Board Interpretation 44 (FIN 44) which was effective July 1, 2000, the Company is required to record non-cash compensation expense on the repriced options if the stock price exceeds certain threshold amounts. The provisions of FIN 44 will continue to apply until the repriced options are exercised, expire or are cancelled. Although there was no material compensation expense in Fiscal Year 2001 and 2000 as a result of applying FIN 44, FIN 44 could result in significant future non-cash compensation expense. Any expense will be added back to operating income to determine the Company's EBITDA, as previously defined.

No options grants were made in Fiscal 2001. There were exercises of 158,166 options. There were cancellations of 79,664 options during Fiscal 2001 as a result of employees voluntarily terminating employment with the Company or lapses in options following terminations where an exercise period was allowed. As of October 27, 2001 option prices ranged from $2.94 to $4.38 per share.

A summary of the activity in the Company's stock options for the years ended October 30, 1999, October 28, 2000, and October 27, 2001 is presented below:

	Number o
Outstanding at October 31, 1998	574
Options granted	595
Options canceled	(171
Options canceled - repriced	(349
Options granted - repriced	349
Outstanding at October 30, 1999	998
Options granted	206
Options cancelled	(160
Outstanding at October 28, 2000	1,043
Options granted	
Options cancelled	(79
Options exercised	(158
Outstanding at October 27, 2001	806
Exercisable at October 27, 2001	704
Exercisable at October 28, 2000	644
Exercisable at October 30, 1999	436
Weighted average remaining contractual life (years) at October 27, 2001	

The Company applies the principles of APB Opinion 25 in accounting for employee stock option plans. The time vesting options are fixed as to the number of shares that may be acquired and the amount to be paid by the employee. Under APB Opinion 25, the Company generally recognizes no compensation expense with respect to such awards because the quoted market price and the amount to be paid by the employee are the same on the date of grant. The Company's Chief Executive Officer was granted 500,000 options on February 28, 1999; however, the measurement date was April 7, 1999, the date the shareholders approved an amendment to the Incentive Plan increasing the number of shares that could be offered. As such, compensation expense was measured as the difference in the market value of the Company's stock between the grant date and the measurement date and the expense is being recognized over the two-year vesting period. The Company recognized compensation expense of approximately $0.7 million in Fiscal 1999, $0.2 million in Fiscal 2000, and $0.1 million in Fiscal 2001 relating to these options.

The fair value of options granted has been estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions:

Stock Optio
Fiscal 2000

Option life (in years)	3.0
Risk-free interest rate	6.3%
Stock price volatility	.66
Dividend yield	--
Proforma weighted average value using formula	$1.53
Actual weighted average exercise price	$3.16

34

Had the Company determined compensation expense based on the fair value at the grant date for its options under SFAS No. 123, for Fiscal 1999 and Fiscal 2000 the Company's net loss and net loss per share would have been increased as a result of cancellation of options which were expensed in previous years. For Fiscal 2001, the Company's net income and net income per share would have been increased. The proforma impact of determining compensation expense under SFAS No. 123 is indicated below (in thousands):

	Fiscal 2001	Fiscal 1999
Net (loss) income		
As reported	$ (21,442)	$ (41,23
Pro forma	$ (22,626)	$ (41,33
Net (loss) income per share		
As reported	$ (2.14)	$ (4.1
Pro forma	$ (2.26)	$ (4.1

7. INCOME TAXES

The provision for income taxes on continuing operations included in the consolidated statements of operations consists of the following (in thousands):

	Fiscal 2001	Fiscal 1999
Current federal provision	$ --	$ 1
Current state provision	285	30
Deferred federal provision	1,503	4,15
Deferred state provision	209	5
Provision for income taxes	$ 1,997	$ 4,51

A reconciliation between income taxes at the 35% statutory Federal income tax rate and the provision (benefit) for income taxes for Fiscal 1999, Fiscal 2000 and Fiscal 2001 is as follows (in thousands):

	Fiscal 2001	Fiscal 1999
Income tax provision at Federal statutory rate	$ 1,098	$ 3,78
Increase in income taxes arising from effect of:		
State and local income taxes	494	35
Amortization of excess reorganization value	329	29
Other	76	8
Provision for income taxes	$ 1,997	$ 4,51

Presented below are the elements which comprise deferred tax assets and liabilities (in thousands):

35

	Oct
Gross deferred assets:	
Estimated allowance for doubtful accounts	$
Excess of tax over financial statement basis of inventory	
Accruals deductible for tax purposes when paid	
Deferred stock option expense deductible for tax purposes when paid	
Postretirement benefits deductible for tax purposes when paid	
Alternative minimum tax credit carryforward available	
Deferred warranty income recognized for tax purposes when received	
Excess of tax over financial statement carrying value of investment in discontinued operation	
Excess of tax basis of intangibles over financial statement basis	
Miscellaneous	
Net operating loss carryforwards	
Less valuation allowance	
Gross deferred assets	$
Gross deferred liabilities:	
Pension asset recognized for book purposes	$
Excess of financial statement over tax basis of property, plant, and equipment	

Gross deferred liabilities	
Net deferred tax asset	$
Recognized in the accompanying consolidated balance sheets as follows:	
Prepaid expenses and other	$
Other non-current assets	
	$

For Fiscal 2001, the Company recorded a tax expense of $2.8 million. The Company evaluated its valuation allowance on its deferred tax asset. Based on historical and expected income of the continuing operations, a determination was made that the valuation allowance established in fresh start accounting should be decreased by $2.8 million. Under applicable accounting guidelines such reduction is first applied to reduce Reorganization Value. Accordingly, Reorganization Value was eliminated (see Note 1).

For Fiscal 2000, the Company recorded a tax expense on continuing operations of $4.5 million. In conjunction with the sale of the Apparel Division, the Company evaluated the valuation allowance on its deferred tax asset. Based on historical and expected income of the continuing operations, a determination was made that the valuation allowances established in fresh start accounting should be reversed. Accordingly, the Company reduced Reorganization Value by $11.4 million. The Company also recorded a tax benefit of $4.2 million on the loss on sale of discontinued operations. A valuation allowance was recorded on the remainder of this loss.

At October 27, 2001, the Company had regular federal net operating loss carryforwards for tax purposes of approximately $89 million. The net operating loss carryforwards expire in years 2003 through 2020. The

Company also has federal alternative minimum tax net operating loss carryforwards of approximately $105 million which expire in 2004 through 2020. Alternative minimum tax credits of $1.8 million can be carried forward indefinitely and used as a credit against regular federal taxes, subject to limitation.

The Company's future ability to utilize a portion of its net operating loss carryforwards is limited under the income tax laws as a result of being treated as having a change in the ownership of the Company's stock as of December 2000 under Federal income tax laws. The effect of such an ownership change is to limit the annual utilization of the net operating loss carryforwards to an amount equal to the value of the Company immediately after the time of the change (subject to certain adjustments) multiplied by the Federal long-term tax exempt rate. Based on the expiration dates for the loss carryforwards and fair market value at the time of ownership change, the Company does not believe that the limitations imposed as a result of prior ownership changes will result in any Federal loss carryforward expiring unutilized. Uncertainties surrounding income tax law changes, shifts in operations between state taxing jurisdictions and future operating income levels may, however, affect the ultimate realization of all or some portion of these deferred income tax assets. In addition, a future change in ownership could result in additional limitations on the ability of the Company to utilize its net operating loss carryforwards. Under applicable accounting guidelines, these future uncertainties, combined with factors giving rise to losses, requires a valuation allowance be recognized.

8. COMMITMENTS AND CONTINGENCIES

Leases - The Company leases office facilities, machinery and computer equipment under noncancellable operating leases and capital leases. Rent expense from continuing operations was approximately $2.1 million in Fiscal 1999, $2.1 million in Fiscal 2000, and $0.9 million in Fiscal 2001.

Future minimum payments, by year and in the aggregate, under the noncancellable capital and operating leases with terms of one year or more consist of the following at October 27, 2001 (in thousands):

Fiscal Year Ending	Ca L
2002	$
2003	
2004	
2005	
Total future minimum lease payments	
Less: amount representing interest	
Present value of net minimum lease payments (included in long-term debt - see Note 5)	$

Litigation - The Company is exposed to a number of asserted and unasserted potential claims encountered in the normal course of business including certain asbestos based claims. Except as discussed below, management believes that none of this litigation, if determined unfavorable to the Company, would have a material adverse effect on the financial condition or results of operations of the Company.

In June 1997, Sears Roebuck and Co. ("Sears") filed a multi-count complaint against Elastomerics and two other defendants alleging an unspecified amount of damages in connection with the alleged premature deterioration of the Company's Hypalon roofing membrane installed during the 1980's on approximately 140 Sears stores. No trial date has been established. The Company believes it has meritorious defenses to the claims and intends to defend the lawsuit vigorously. Management, however, cannot determine the outcome of the lawsuit or estimate the range of loss, if any, that may occur. Accordingly, no provision has been made for any loss which may result. An unfavorable resolution of the actions could have a material adverse effect on the business, results of operations or financial condition of the Company if not covered by insurance.

9. RETIREMENT PLANS

Defined Benefit Pension Plan - Substantially all of the Company's employees are covered by a Company-sponsored defined benefit pension plan. The plan also provides benefits to individuals employed by the businesses which were sold or plants which were closed by the Company. The benefits of these former employees were "frozen" at the respective dates of sale of the businesses or closure of the plants. Accordingly, these former employees will retain benefits earned through the respective disposal dates; however, they will not accrue additional benefits. The plan provides pension benefits that are based on the employees' compensation during the last 10 years of employment. The Company's policy is to fund the annual contribution required by applicable regulations.

Assets of the pension plan are invested in a bond portfolio covering specific liabilities and in common and preferred stocks, government and corporate bonds, and various short-term investments. During Fiscal 1999, the pension plan also purchased approximately 1.9 million shares of the Company's common stock in open market and negotiated transactions. This common stock accounted for less than 10% of the pension plan's total assets at the time of purchase.

Components of net periodic pension cost include the following (in thousands):

	Fiscal 1999	Fiscal 2000	F
Components of net periodic pension cost:			
Service cost-benefits earned during the period	$ 2,268	$ 1,678	$
Interest cost on projected benefit obligation	7,321	7,455	
Expected return on plan assets	(9,198)	(9,264)	
Recognized actuarial loss	195	--	
Net periodic pension cost (income)	$ 586	$ (131)	$

The weighted-average rates used in determining pension cost for the plan are as follows:

Discount rate	7.50%	7.75%	7.2
Expected long-term rate of return on plan assets	9.00%	9.00%	9.0
Rate of compensation increase	Age-related	Age-related	Age-re

A reconciliation of the plan's projected benefit obligation, fair value of plan assets, funding status, and other applicable information is as follows (in thousands):

	October 28, 2000	October 27, 2001
Change in benefit obligation:		
Benefit obligation at beginning of year	$ 106,115	$ 101,195
Service cost	1,678	900
Interest cost	7,455	7,532
Benefits paid	(8,953)	(8,043)
Actuarial (gain) loss	(5,100)	2,677
Benefit obligation at end of year	$ 101,195	$ 104,261

(Table continued on next page)

(Table continued from previous page)

	October 28, 2000	October 27, 2001
Change in plan assets:		
Fair value of plan assets at beginning of year	$ 104,788	$ 106,164
Actual return on plan assets	8,096	6,707
Employer contributions	2,233	--
Benefits paid	(8,953)	(8,043)
Fair value of plan assets at end of year	$ 106,164	$ 104,828
Reconciliation of funded status:		
Funded status	$ 4,969	$ 567
Unrecognized actuarial loss	5,879	10,783
Prepaid benefit cost, included in Other Assets	$ 10,848	$ 11,350

401(k) Savings Plan - The Company also has a savings, investment and profit sharing plan available to employees meeting eligibility requirements. The plan is a tax qualified plan under Section 401(k) of the Internal Revenue Code. The Company makes a matching contribution of 25% of each participant's contribution with a maximum matching contribution of 1-1/2% of the participant's base compensation. Company contributions were approximately $188,000 in Fiscal 1999, $199,000 in Fiscal 2000, and $187,000 in Fiscal 2001.

Postretirement Benefits - The Company has several unfunded postretirement plans that provide certain health care and life insurance benefits to eligible retirees. The plans are contributory, with retiree contributions adjusted periodically, and contain cost-sharing features such as deductibles and coinsurance. The Company's life insurance plan provides benefits to both active employees and retirees. Active employee contributions in excess of the cost of providing active employee benefits are applied to reduce the cost of retirees' life insurance benefits. The following table sets forth the status of the Company's postretirement plans as recorded in the accompanying consolidated financial statements:

Net periodic postretirement benefit expense included the following components (in thousands):

	Fiscal 1999	Fiscal 2000	Fiscal 2001
Service cost for benefits earned	$143	$ 34	$ 10
Interest cost on APBO	294	207	229
Recognized actuarial loss (gain)	124	286	(4)
Net periodic postretirement cost	$561	$527	$ 235

The weighted-average rates used in determining postretirement medical and life insurance costs are as follows:

	Fiscal 1999	Fiscal 2000	Fiscal 2001
Discount rate	7.50%	7.75%	7.25%

A reconciliation of the postretirement medical and life insurance plan's projected benefit obligation and funding status is as follows (in thousands):

	October 28, 2000	October 27, 2001

Change in benefit obligation:		
Benefit obligation at beginning of year	$ 3,262	$ 3,574
Service cost	34	10
Interest cost	207	229
Net benefits paid	(426)	(240)
Actuarial (gain) or loss	497	(4)
Benefit obligation at end of year	$ 3,574	$ 3,569
Reconciliation of funded status:		
Funded status	$(3,574)	$(3,569)
Unrecognized actuarial (gain) or loss	0	0
Net amount recognized at year-end	$(3,574)	$(3,569)

Since the Company has capped its annual liability per person and all future cost increases will be passed on to retirees, the annual rate of increase in health care costs does not affect the postretirement benefit obligation.

Postemployment Benefits - The Company provides certain benefits to former or inactive employees after employment but before retirement. In accordance with SFAS No. 112, these benefits are recognized on the accrual basis of accounting. The liability for postemployment benefits at October 28, 2000 of $0.3 million and October 27, 2001 of $0.4 million is included in other long-term liabilities in the accompanying consolidated financial statements.

10. BUSINESS SEGMENTS

The Company's reportable segments are JPS Elastomerics and JPS Glass. The reportable segments were determined using the Company's method of internal reporting, which divides and analyzes the business by the nature of the products manufactured and sold, the customer base, manufacturing process, and method of distribution. The Elastomerics segment principally manufactures and markets extruded products including high performance roofing products, environmental geomembranes, and various polyurethane products. The Glass segment produces and markets specialty substrates mechanically formed from fiberglass and other specialty materials for a variety of applications such as printed circuit boards, filtration, advanced composites, building products, defense, and aerospace.

The Company previously identified three other segments which met its criteria as reportable segments (the cotton commercial products, yarn sales and apparel segments), all of which have been exited.

The Company evaluates the performance of its reportable segments and allocates resources principally based on the segment's operating profit, defined as earnings before interest and taxes. Indirect corporate expenses allocated to each business segment are based on management's analysis of the costs attributable to each segment. The following table presents certain information regarding the business segments:

Industry segment information (in thousands):

	Fiscal Year Ended October 30, 1999	Fiscal Year Ended October 28, 2000	Fi Y E Octo 2
Net sales:			
Elastomerics	$ 80,035	$ 86,595	$
Glass	83,453	87,319	
	163,488	173,914	1
Less intersegment sales(1)	(6,621)	(5,936)	
Net sales	$ 156,867	$ 167,978	$ 1
Operating profit(2)			
Elastomerics	$ 4,889	$ 7,458	$
Glass	1,758	6,790	
Operating profit	6,647	14,248	
Interest expense, net	(3,511)	(3,442)	
Income before income taxes and discontinued operations	$ 3,136	$ 10,806	$
Depreciation and amortization expense:			
Elastomerics	$ 3,007	$ 2,911	$
Glass	3,375	3,246	
	$ 6,382	$ 6,157	$
Capital expenditures:			
Elastomerics	$ 2,281	$ 1,593	$
Glass	1,790	1,016	
	$ 4,071	$ 2,609	$
Identifiable assets:			
Elastomerics	$ 108,365	$ 74,801	$
Glass	108,823	74,569	
Eliminations	(872)	(1,128)	
	$ 216,316	$ 148,242	$ 1

(1) Intersegment sales consist primarily of the transfer of certain scrim products manufactured by the Glass segment to the Elastomerics segment

which was discontinued in Fiscal 2000. All intersegment revenues and profits are eliminated in the accompanying consolidated financial statements.

(2) The operating profit of each business segment includes a proportionate share of indirect corporate expenses. The Company's corporate group is responsible for finance, strategic planning, legal, tax, and regulatory affairs for the business segments. Such expense consists primarily of salaries and employee benefits, professional fees, and amortization of Reorganization Value.

11. UNAUDITED INTERIM FINANCIAL DATA (in thousands except per share amounts)

The results for each quarter include all adjustments which are, in the opinion of management, necessary for a fair presentation of the results for interim periods. The consolidated financial results on an interim basis are not necessarily indicative of future financial results on either an interim or annual basis. Selected consolidated financial data for each quarter within Fiscal 2000 and Fiscal 2001 are as follows:

	First Quarter	Second Quarter
Year Ended October 28, 2000:		
Net sales	$ 35,137	$ 41,039
Cost of sales	26,767	30,288
Gross profit	8,370	10,751
Selling, general and administrative expenses	6,167	6,889
Other income, net	(3)	(3)
Operating profit	2,206	3,865
Interest expense	(853)	(845)
Income before income taxes and discontinued operations	1,353	3,020
Provision for income taxes	498	1,524
Income from continuing operations	855	1,496
Discontinued operations	(143)	87
Net income (loss)	$ 712	$ 1,583
Diluted net income (loss) per common share	$ 0.07	$ 0.15

	First Quarter	Second Quarter
Year Ended October 27, 2001:		
Net sales	$ 38,633	$ 39,537
Cost of sales	29,852	30,686
Gross profit	8,781	8,851
Selling, general and administrative expenses	5,804	5,654
Other income, net	(2)	2
Operating profit	2,979	3,195
Interest expense	(851)	(634)
Income before income taxes	2,128	2,561
Provision for income taxes	829	997
Net income	$ 1,299	$ 1,564
Diluted net income per common share	$ 0.13	$ 0.17

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

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT.

The information required by Item 10 of Form 10-K with respect to identification of directors and executive officers is incorporated by reference from the information contained in the Company's definitive Proxy Statement for the Annual Meeting of Stockholders to be held February 26, 2002 (the "Proxy Statement").

ITEM 11. EXECUTIVE COMPENSATION.

The information required by Item 11 of Form 10-K is incorporated by reference from the information contained in the Proxy Statement.

ITEM 12. SECURITY OWNERSHIP OF PRINCIPAL STOCKHOLDERS AND MANAGEMENT.

The information required by Item 12 of Form 10-K is incorporated by reference from the information contained in the Proxy Statement.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS.

None.

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULE, AND REPORTS ON FORM 8-K.

(a) (1) The following financial statements are included in Item 8:

(i) Independent Auditors' Report.

(ii) Consolidated Balance Sheets as of October 27, 2001 and October 28, 2000.

(iii) Consolidated Statements of Operations for the fiscal years ended October 27, 2001, October 28, 2000, and October 30, 1999.

(iv) Consolidated Statements of Shareholders' Equity for the fiscal years ended October 27, 2001 and October 28, 2000, and October 30, 1999.

(v) Consolidated Statements of Cash Flows for the fiscal years ended October 27, 2001, October 28, 2000, and October 30, 1999.

(vi) Notes to Consolidated Financial Statements.

The registrant is primarily a holding company and all direct subsidiaries are wholly owned.

(2) The financial statement schedule required by Item 8 is listed on Index to Financial Statement Schedule, starting at page S-1 of this report.

(3) The exhibits required by Item 601 of Regulation S-K are listed in the accompanying Index to Exhibits. Registrant will furnish to any securityholder, upon written request, any exhibit listed in the accompanying Index to Exhibits upon payment by such securityholder of registrant's reasonable expenses in furnishing any such exhibit.

(b) No reports on Form 8-K were filed during the quarter ended October 27, 2001.

(c) Reference is made to Item 14(a)(3) above.

(d) Reference is made to Item 14(a)(2) above.

INDEX TO EXHIBITS

The following is a complete list of Exhibits filed as part of this report, which are incorporated herein:

Exhibit Number	Description
2.1(i)	Joint Plan of Reorganization for JPS Textile Group, Inc., a Delaware corporation ("JPS")

	Capital Corp., a Delaware corporation, pursuant to chapter 11 of title 11 United States dated August 1, 1997 (as amended, the "Plan").(K)
2.1(ii)	Revised Technical and Conforming Amendment to the Plan, dated September 4, 1997.(L)
3.1	Amended and Restated By-laws of JPS.(P)
3.2	Certificate of Incorporation of JPS Industries, Inc.(T)
10.4	Agreement of Lease, dated as of June 1, 1988, by and between 1185 Avenue of the Americas and JCIC.(A)
10.5	Lease Modification and Extension Agreement, dated as of April 2, 1991, by and between 11
10.7	Trademark License Agreement, dated as of May 9, 1988, by and between J.P. Stevens and JP (predecessor to the Company.)(B)
10.8	Omnibus Real Estate Closing Agreement, dated as of May 9, 1988, by and among J.P. Steven Acquisition Automotive Products Corp., JPS Acquisition Carpet Corp., JPS Acquisition Ind Acquisition Converter and Yarn Corp. and JPS Acquisition Elastomerics Corp.(B)
10.9	Purchase Agreement, dated as of April 24, 1988, by and among JPS Holding Corp., the Comp West Point-Pepperell, Inc., STN Holdings Inc., Magnolia Partners, L.P. and J.P. Stevens.
10.10	Asset Purchase Agreement, dated as of May 25, 1994, by and among the Company, JAPC, JCIC corporation, and Foamex International Inc., a Delaware corporation.(C)
10.15	Lease Modification and Extension Agreement, dated as of April 30, 1993, by and between 1
10.18	Lease Modification and Extension Agreement, dated as of November 17, 1994, by and betwee
10.19	Asset Transfer Agreement, dated as of November 16, 1995, by and among the Company, JPS C corporation, Gulistan Holdings Inc. ("GHI"), a Delaware corporation and Gulistan Carpet Inc., a Delaware Corporation and wholly-owned subsidiary of GHI.(H)

44

Exhibit Number	Description
10.25	Employment Agreement dated October 9, 1997, between the Company and David H. Taylor.(P)
10.26	Employment Agreement dated October 9, 1997, between the Company and Monnie L. Broome.(P)
10.27	Employment Agreement, dated May 1, 1993 and amended September 11, 1995 between the Compa
10.28	Employment Agreement, dated December 23, 1991 and amended August 20, 1996 and December 2 Company and Bruce Wilby.(G)
10.29	Asset Purchase Agreement, dated as of September 30, 1996 between Elastomer Technologies Corporation, and JPS Elastomerics Corp., a Delaware Corporation and wholly-owned subsidi
10.30	Receivables Purchase Agreement dated as of September 30, 1996 between The Bank of New Yo New York Corporation and JPS Elastomerics Corp., a Delaware Corporation and wholly-owned

10.31	Registration Rights Agreement, dated as of October 9, 1997, by and among JPS and the hol
10.35	Credit Facility Agreement, dated as of October 9, 1997, by and among JPS, C&I, Elastomer institutions listed on the signature pages thereto, and the agent and co-agent party the
10.36	1997 Incentive and Capital Accumulation Plan dated as of October 9, 1997.(P)
10.37	Warrant Agreement dated as of October 9, 1997.(P)
10.38	First Amendment to the Credit Facility Agreement, dated as of October 30, 1998, by and a the financial institutions listed on the signature pages thereto, and the agent and co-a
10.39	Asset Purchase Agreement, dated as of January 11, 1999, by and between C&I and Belding H
10.40	Amendment No. 1 to Asset Purchase Agreement, dated as of February 8, 1999, by and betwee Incorporated.(Q)
10.41	JPS Guaranty Letter, dated as of January 11, 1999, by and between JPS and Belding Hausma
10.42	Employment Agreement dated November 11, 1998, between the Company and John W. Sanders, J
10.43	Separation Agreement, dated February 27, 1999, between the Company and Jerry E. Hunter.(
10.44	Employment Agreement, dated February 29, 1999, between the Company and Michael L. Fulbri

45

Exhibit Number	Description
10.45	Stock Option Agreement, dated February 28, 1999, between the Company and Michael L. Fulb
10.46	Amendment to the JPS Textile Group, Inc. 1997 Incentive and First Capital Accumulation P
10.47	Second Amendment to the Credit Facility Agreement, dated as of April 30, 1999, by and am the financial institutions listed on the signature pages thereto, and the agent and co-a
10.48	Third Amendment to the Credit Facility Agreement, dated as of July 12, 1999, by and amon the financial institutions listed on the signature pages thereto, and the agent and co-a
10.49	Asset Purchase Agreement, dated as of July 2, 1999, by and between C&I and Belding Hausm
10.50	Asset Purchase Agreement, dated as of June 24, 1999, by and between C&I and Chiquola Fab
10.51	Special Warranty Deed, dated as of August 30, 1999, by and between C&I and Richard N. Ho
10.52	Separation Agreement dated September 29, 1999, between the Company and John W. Sanders,
10.53	Employment Agreement dated March 17, 1998, between the Company and Reid A. McCarter.(U)
10.54	Fourth Amendment to the Credit Facility Agreement, dated as of February 29, 2000, by and the financial institutions listed on the signature pages thereto, and the agent and co-a

10.55	Asset Purchase Agreement dated as of November 16, 2000, by and among JPS Industries, Inc Industrial Corp. and JPSA Acquisition Corp.(V)
10.56	Employment Agreement dated May 31, 2000, between the Company and Charles R. Tutterow.(W)
10.57	Fifth Amendment to the Credit Facility Agreement, dated as of November 9, 2000, by and a the financial institutions listed on the signature pages thereto, and the agent and co-a
10.58	Revolving Credit and Security Agreement dated May 9, 2001, by and among JPS, C&I, Elasto National Bank.(X)
10.59	Employment Agreement Amendment dated July 31, 2001 between the Company and Michael L. Fu

Exhibit Number	Description
11.1	Statement re: Computation of Per Share Earnings - not required since such computation ca material contained herein.
12.1	Computation of Ratio of Earnings to Fixed Charges - not required for Form 10-K per Item
12.2	Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends per Item 503(d) of Regulation S-K.
21.1	List of Subsidiaries of the Company.(E)
23.1	Consent of Arthur Andersen LLP, independent auditors.
23.2	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney relating to JPS (included as part of the signature page hereof).(M)

(A) Previously filed as an exhibit to Registration Statement No. 33-58272 on Form S-1, declared effective by the SEC on July 26, 1993, and incorporated herein by reference.

(B) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended October 30, 1993.

(C) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended April 30, 1994.

(D) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 1994.

(E) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended October 29, 1994.

(F) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended April 29, 1995.

(G) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended November 2, 1996.

(H) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated December 1, 1995.

(I) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended April 27, 1996.

(J) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended July 27, 1996.

(K) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated July 2, 1997.

(L) Previously filed as an exhibit to the Company's Registration Statement on Form 8-A filed on September 8, 1997

(M) Previously filed.

(N) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended February 1, 1997.

(O) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended May 3, 1997.

(P) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended November 1, 1997.

(Q) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended October 31, 1998.

(R) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated March 4, 1999.

(S) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended May 1, 1999.

(T) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 1999.

(U) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended January 29, 2000.

(V) Previously filed as an exhibit to the Company's Current Report on Form 8-K dated December 4, 2000.

(W) Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended October 28, 2000.

(X) Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended April 28, 2001.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

JPS INDUSTRIES, INC.

Date: January 25, 2002

By: /s/ Charles R. Tutterow
CHARLES R. TUTTEROW
Executive Vice President, Chief Financial Officer and Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Michael L. Fulbright MICHAEL L. FULBRIGHT	Director, Chairman of the Board, President and Chief Executive Officer	January 25, 2002
/s/ Robert J. Capozzi ROBERT J. CAPOZZI	Director	January 25, 2002
/s/ Nicholas P. DiPaolo NICHOLAS P. DIPAOLO	Director	January 25, 2002
/s/ John M. Sullivan, Jr. JOHN M. SULLIVAN, JR.	Director	January 25, 2002
/s/ Charles R. Tutterow CHARLES R. TUTTEROW	Director, Executive Vice President, Chief Financial Officer and Secretary	January 25, 2002

48

JPS INDUSTRIES, INC. INDEX TO SCHEDULE

INDEX TO FINANCIAL STATEMENT SCHEDULE
For the fiscal years ended October 30, 1999, October 28, 2000 and October 27, 2001.

FINANCIAL STATEMENT SCHEDULE

II. Valuation and Qualifying Accounts and Reserves S-2

Note: All other schedules are omitted because they are not applicable or not required, or because the required information is shown either in the the consolidated financial statements or in the notes thereto.

S-1

JPS INDUSTRIES, INC. SCHEDULE II
VALUATION AND QUALIFYING ACCOUNTS AND RESERVES
(IN THOUSANDS)

Column A	Column B	Column C	
Classification	Balance at Beginning of Period	Charged to Costs and Expenses	Charged t Other Accounts Describe (a)
Allowances Deducted from Asset to Which They Apply:			
Fiscal Year Ended October 30, 1999 (52 Weeks)			
Allowance for doubtful accounts	$ 792	$ 125	$(511)
Claims, returns and other allowances	155	38	333
	$ 947	$ 163	$(178)
Fiscal Year Ended October 28, 2000 (52 Weeks)			
Allowance for doubtful accounts	$ 405	$ 843	$ --
Claims, returns and other allowances	254	--	331
	$ 659	$ 843	$ 331
Fiscal Year Ended October 27, 2001 (52 Weeks)			
Allowance for doubtful accounts	$ 700	$ 2	$ --
Claims, returns and other allowances	324	214	77
	$1,024	$ 216	$ 77

(a) Change in various reserves charged to net sales.

(b) Uncollected receivables written off, net of recoveries.

S-2