MOHAWK INDUSTRIES INC
Form 10-Q
November 04, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[Mark One]

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

For the quarterly period ended October 1, 2011

OR

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

For the transition period from to

Commission File Number 01-13697

MOHAWK INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**52-1604305**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
160 S. Industrial Blvd., Calhoun, Georgia	**30701**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code: (706) 629-7721

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

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

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

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

The number of shares outstanding of the issuer s classes of common stock as of October 31, 2011, the latest practicable date, is as follows: 68,765,263 shares of Common Stock, $.01 par value.

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PART I. FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS

MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS

(In thousands)

(Unaudited)

	October 1, 2011	December 31, 2010
ASSETS		
Current assets:		
Cash and cash equivalents	$ 276,156	354,217
Restricted cash		27,954
Receivables, net	775,421	614,473
Inventories	1,132,073	1,007,503
Prepaid expenses	104,250	91,731
Deferred income taxes	131,931	133,304
Other current assets	20,757	19,431
Total current assets	2,440,588	2,248,613
Property, plant and equipment, at cost	3,626,615	3,518,392
Less accumulated depreciation and amortization	1,930,433	1,831,268
Property, plant and equipment, net	1,696,182	1,687,124
Goodwill	1,389,430	1,369,394
Tradenames	458,856	456,890
Other intangible assets, net	175,308	220,237
Deferred income taxes and other non-current assets	117,204	116,668
	$ 6,277,568	6,098,926

See accompanying notes to condensed consolidated financial statements.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS EQUITY

(In thousands, except per share data)

(Unaudited)

	October 1, 2011	December 31, 2010
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 438,300	350,588
Accounts payable and accrued expenses	774,939	698,326
Total current liabilities	1,213,239	1,048,914
Deferred income taxes	343,870	346,503
Long-term debt, less current portion	1,173,038	1,302,994
Other long-term liabilities	95,928	93,518
Total liabilities	2,826,075	2,791,929
Commitments and contingencies (Notes 12 and 13)		
Redeemable noncontrolling interest	32,758	35,441
Stockholders equity:		
Preferred stock, $.01 par value; 60 shares authorized; no shares issued		
Common stock, $.01 par value; 150,000 shares authorized; 79,793 and 79,666 shares issued in 2011 and 2010, respectively	798	797
Additional paid-in capital	1,245,020	1,235,445
Retained earnings	2,311,834	2,180,843
Accumulated other comprehensive income, net	184,631	178,097
	3,742,283	3,595,182
Less treasury stock at cost; 11,035 and 11,037 shares in 2011 and 2010, respectively	323,548	323,626
Total stockholders equity	3,418,735	3,271,556
	$ 6,277,568	6,098,926

See accompanying notes to condensed consolidated financial statements.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Three Months Ended	
	October 1, 2011	October 2, 2010
Net sales	$ 1,442,512	1,309,552
Cost of sales	1,084,889	964,620
Gross profit	357,623	344,932
Selling, general and administrative expenses	266,159	259,750
Operating income	91,464	85,182
Other expense (income):		
Interest expense	25,132	30,046
Other expense	14,418	2,944
Other income	(1,005)	(1,820)
U.S. customs refund		(5,765)
	38,545	25,405
Earnings before income taxes	52,919	59,777
Income tax expense	5,223	7,513
Net earnings	47,696	52,264
Less: Net earnings attributable to noncontrolling interest	1,050	1,170
Net earnings attributable to Mohawk Industries, Inc.	$ 46,646	51,094
Basic earnings per share attributable to Mohawk Industries, Inc.	$ 0.68	0.74
Diluted earnings per share attributable to Mohawk Industries, Inc.	$ 0.68	0.74

See accompanying notes to condensed consolidated financial statements.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(In thousands, except per share data)

(Unaudited)

	Nine Months Ended	
	October 1, 2011	October 2, 2010
Net sales	$ 4,263,961	4,056,874
Cost of sales	3,182,499	2,995,940
Gross profit	1,081,462	1,060,934
Selling, general and administrative expenses	832,214	832,405
Operating income	249,248	228,529
Other expense (income):		
Interest expense	77,487	102,985
Other expense	21,206	2,588
Other income	(7,412)	(5,451)
U.S. customs refund		(5,765)
	91,281	94,357
Earnings before income taxes	157,967	134,172
Income tax expense (benefit)	23,639	(8,327)
Net earnings	134,328	142,499
Less: Net earnings attributable to noncontrolling interest	3,337	2,786
Net earnings attributable to Mohawk Industries, Inc.	$ 130,991	139,713
Basic earnings per share attributable to Mohawk Industries, Inc.	$ 1.91	1.99
Diluted earnings per share attributable to Mohawk Industries, Inc.	$ 1.90	1.99

See accompanying notes to condensed consolidated financial statements.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(In thousands)

(Unaudited)

	Nine Months Ended	
	October 1, 2011	October 2, 2010
Cash flows from operating activities:		
Net earnings	$ 134,328	142,499
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Restructuring	15,513	12,263
Depreciation and amortization	222,804	222,251
Deferred income taxes	(732)	(12,486)
Loss on extinguishment of debt	1,116	7,514
Loss (gain) on disposal of property, plant and equipment	956	(5,105)
Stock-based compensation expense	8,129	5,224
Other	(1,257)	
Changes in operating assets and liabilities, net of effects of acquisitions:		
Receivables, net	(161,398)	(96,195)
Income tax receivable		74,252
Inventories	(114,682)	(103,944)
Accounts payable and accrued expenses	37,764	(24,775)
Other assets and prepaid expenses	(6,293)	(1,105)
Other liabilities	1,940	(9,999)
Net cash provided by operating activities	138,188	210,394
Cash flows from investing activities:		
Additions to property, plant and equipment	(182,260)	(86,240)
Proceeds from insurance claim		4,614
Acquisitions, net of cash acquired	(24,097)	(79,917)
Net cash used in investing activities	(206,357)	(161,543)
Cash flows from financing activities:		
Payments on revolving line of credit	(1,158,354)	
Proceeds from revolving line of credit	1,428,849	
Repayment of senior notes	(15,000)	(199,992)
Borrowings (payments) on term loan and other debt	(298,295)	198
Debt issuance costs	(8,218)	
Debt extinguishment costs		(7,514)
Distribution to noncontrolling interest	(4,763)	(2,984)
Change in restricted cash	27,954	
Change in outstanding checks in excess of cash	17,155	(2,137)
Proceeds from stock transactions	2,703	1,126
Net cash used in financing activities	(7,969)	(211,303)
Effect of exchange rate changes on cash and cash equivalents	(1,923)	(3,171)
Net change in cash and cash equivalents	(78,061)	(165,623)

Cash and cash equivalents, beginning of period		354,217	531,458
Cash and cash equivalents, end of period	$	276,156	365,835

See accompanying notes to condensed consolidated financial statements.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

1. Interim reporting

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with instructions to Form 10-Q and do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. These statements should be read in conjunction with the consolidated financial statements and notes thereto, and the Company s description of critical accounting policies, included in the Company s 2010 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission.

2. New pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income (Topic 220) Presentation of Comprehensive Income* (ASU 2011-05). This update requires that the components of net income, the components of other comprehensive income and the total of comprehensive income be presented as a single continuous financial statement or in two separate but consecutive statements. The option of presenting other comprehensive income in the statement of stockholders equity is eliminated. This update also requires the presentation on the face of the financial statements of reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statements where the components of net income and the components of other comprehensive income are presented. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011.

3. Receivables, net

Receivables, net are as follows:

	October 1, 2011	December 31, 2010
Customers, trade	$ 793,652	621,539
Income tax receivable	10,804	11,027
Other	16,663	27,662
	821,119	660,228
Less allowance for discounts, returns, claims and doubtful accounts	45,698	45,755
Receivables, net	$ 775,421	614,473

4. Inventories

The components of inventories are as follows:

	October 1, 2011	December 31, 2010
Finished goods	$ 702,150	624,082
Work in process	104,650	97,257
Raw materials	325,273	286,164
Total inventories	$ 1,132,073	1,007,503

5. Goodwill and intangible assets

During the third quarter of 2011, the Company acquired certain assets of a distribution business in the

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

Unilin segment for $24,097, resulting in a preliminary goodwill allocation of $17,211.

The components of goodwill and other intangible assets are as follows:

	$456,890	$456,890	$456,890	$456,890
	Mohawk	Dal-Tile	Unilin	Total
Balances as of December 31, 2010				
Goodwill	$ 199,132	1,186,913	1,310,774	2,696,819
Accumulated impairments losses	(199,132)	(531,930)	(596,363)	(1,327,425)
		654,983	714,411	1,369,394
Goodwill recognized during the period			17,211	17,211
Currency translation during the period			2,825	2,825
Balances as of October 1, 2011				
Goodwill	199,132	1,186,913	1,330,810	2,716,855
Accumulated impairments losses	(199,132)	(531,930)	(596,363)	(1,327,425)
	$	654,983	734,447	1,389,430

	$456,8	$456,8	$456,8	$456,8
Indefinite life assets not subject to amortization:	Tradenames			
Balance as of December 31, 2010	$ 456,890			
Currency translation during the period	1,966			
Balance as of October 1, 2011	$ 458,856			

Intangible assets subject to amortization:	Customer relationships	Patents	Other	Total
Balance as of December 31, 2010	$ 106,432	112,520	1,285	220,237
Intangible assets recognized during the period	5,181			5,181
Amortization during the period	(35,748)	(17,281)	(91)	(53,120)
Currency translation during the period	1,328	1,678	4	3,010
Balance as of October 1, 2011	$ 77,193	96,917	1,198	175,308

	Three Months Ended		Nine Months Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Amortization expense	$ 17,746	16,996	53,120	51,976

6. Accounts payable and accrued expenses

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

	October 1, 2011	December 31, 2010
Outstanding checks in excess of cash	$ 17,155	
Accounts payable, trade	412,946	353,387
Accrued expenses	174,666	147,595
Product warranties	29,245	37,265
Accrued interest	26,271	45,696
Income taxes payable	3,850	9,301
Deferred tax liability	6,986	5,089
Accrued compensation and benefits	103,820	99,993
Total accounts payable and accrued expenses	$ 774,939	698,326

7. Product warranties

The Company warrants certain qualitative attributes of its products for up to 50 years. The Company records a provision for estimated warranty and related costs in accrued expenses, based on historical experience, and periodically adjusts these provisions to reflect actual experience.

The provision for warranty obligations is as follows:

	Three Months Ended		Nine Months Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Balance at beginning of period	$ 32,052	44,501	37,265	66,545
Warranty claims paid during the period	(13,247)	(14,999)	(43,994)	(58,124)
Pre-existing warranty accrual adjustment during the period	300		3,784	
Warranty expense during the period	10,140	9,198	32,190	30,279
Balance at end of period	$ 29,245	38,700	29,245	38,700

8. Comprehensive income (loss)

Comprehensive income (loss) is as follows:

	Three Months Ended		Nine Months Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Net earnings	$ 47,696	52,264	134,328	142,499
Other comprehensive income (loss):				
Foreign currency translation	(146,927)	152,573	6,534	(60,540)

Comprehensive income (loss)	(99,231)	204,837	140,862	81,959
Comprehensive income attributable to the noncontrolling interest	(1,050)	(1,170)	(3,337)	(2,786)
Comprehensive income (loss) attributable to Mohawk Industries, Inc.	$ (100,281)	203,667	137,525	79,173

9. Stock-based compensation

The Company recognizes compensation expense for all share-based payments granted based on the grant-date fair value estimated in accordance with the provisions of the FASB Accounting Standards Codification topic (ASC) 718-10. Compensation expense is recognized on a straight-line basis over the options or awards estimated lives for fixed awards with ratable vesting provisions.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

Under the Company s 2007 Incentive Plan (2007 Plan), which was approved by the Company s stockholders on May 16, 2007, the Company reserved up to a maximum of 3,200 shares of common stock for issuance upon the grant or exercise of stock options, restricted stock, restricted stock units (RSUs) and other types of awards, to directors and key employees through 2017. Option awards are granted with an exercise price equal to the market price of the Company s common stock on the date of the grant and generally vest between three and five years with a 10-year contractual term. Restricted stock and RSUs are granted with a price equal to the market price of the Company s common stock on the date of the grant and generally vest between three and five years.

The Company granted 76 and 40 options to employees at a weighted-average grant-date fair value of $25.39 and $19.10 per share for the nine months ended October 1, 2011 and October 2, 2010, respectively. The Company recognized stock-based compensation costs related to stock options of $443 ($281 net of taxes) and $554 ($351 net of taxes) for the three months ended October 1, 2011 and October 2, 2010, respectively, and $1,452 ($920 net of taxes) and $1,878 ($1,190 net of taxes) for the nine months ended October 1, 2011 and October 2, 2010, respectively, which has been allocated to selling, general and administrative expenses. Pre-tax unrecognized compensation expense for stock options granted to employees and outside directors, net of estimated forfeitures, was $2,392 as of October 1, 2011, and will be recognized as expense over a weighted-average period of approximately 1.6 years.

The fair value of the option award is estimated on the date of grant using the Black-Scholes-Merton valuation model. Expected volatility is based on the historical volatility of the Company s common stock. The Company uses historical data to estimate option exercise and forfeiture rates within the valuation model.

The Company granted 196 and 89 RSUs at a weighted-average grant-date fair value of $57.35 and $46.94 per unit for the nine months ended October 1, 2011 and October 2, 2010, respectively. The Company recognized stock-based compensation costs related to the issuance of RSUs of $1,628 ($1,032 net of taxes) and $1,132 ($717 net of taxes) for the three months ended October 1, 2011 and October 2, 2010, respectively, and $6,608 ($4,186 net of taxes) and $3,208 ($2,032 net of taxes) for the nine months ended October 1, 2011 and October 2, 2010, respectively, which has been allocated to selling, general and administrative expenses. Pre-tax unrecognized compensation expense for unvested RSUs granted to employees, net of estimated forfeitures, was $12,960 as of October 1, 2011, and will be recognized as expense over a weighted-average period of approximately 3.6 years.

The Company did not grant any restricted stock awards for the nine months ended October 1, 2011. Compensation expense for restricted stock awards for the nine months ended October 1, 2011 and October 2, 2010, respectively, was not significant.

10. Earnings per share

Basic net earnings per share (EPS) is calculated using net earnings available to common stockholders divided by the weighted-average number of shares of common stock outstanding for the period. Diluted EPS is similar to basic EPS except that the weighted-average number of shares is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had been issued.

Dilutive common stock options are included in the diluted EPS calculation using the treasury stock method. Common stock options and unvested restricted shares (units) that were not included in the diluted EPS computation because the price was greater than the average market price of the common shares for the three months ended October 1, 2011 and October 2, 2010 were 1,200 and 1,339, respectively. Common stock options and unvested restricted shares (units) that were not included in the diluted EPS computation because the price was greater than the average market price of the common shares for the nine months ended October 1, 2011 and October 2, 2010 were 1,183 and 1,197, respectively.

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MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Net earnings attributable to Mohawk Industries, Inc.	$ 46,646	51,094	130,991	139,713
Accretion of redeemable noncontrolling interest (1)		(58)		(3,115)
Net earnings available to common stockholders	$ 46,646	51,036	130,991	136,598
Weighted-average common shares outstanding-basic and diluted:				
Weighted-average common shares outstanding basic	68,759	68,593	68,725	68,567
Add weighted-average dilutive potential common shares options and RSU s to purchase common shares, net	195	180	221	197
Weighted-average common shares outstanding-diluted	68,954	68,773	68,946	68,764
Basic earnings per share attributable to Mohawk Industries, Inc. (2)	$ 0.68	0.74	1.91	1.99
Diluted earnings per share attributable to Mohawk Industries, Inc. (2)	$ 0.68	0.74	1.90	1.99

(1) Amount represents the adjustment to fair value of a redeemable noncontrolling interest in a consolidated subsidiary

(2) Basic EPS for the nine months ended October 2, 2010, includes a decrease of approximately $0.05 (from $2.04), and diluted EPS for the nine months ended October 2, 2010, includes a decrease of approximately $0.04 (from $2.03), related to the correction of an immaterial error for a change in fair value of a redeemable noncontrolling interest in a consolidated subsidiary of the Company. The immaterial error had no effect on EPS for the three months ended October 2, 2010. For more information on this matter, see notes 1(b) and 16 to the notes to the consolidated financial statements in the Company s 2010 Annual Report on Form 10-K.

11. Segment reporting

The Company has three reporting segments: the Mohawk segment, the Dal-Tile segment and the Unilin segment. The Mohawk segment designs, manufactures, sources, distributes and markets its floor covering product lines, which include carpets, ceramic tile, laminate, rugs, carpet pad, hardwood and resilient, primarily in North America through its network of regional distribution centers and satellite warehouses using Company-operated trucks, common carrier or rail transportation. The segment s product lines are sold through various selling channels, which include independent floor covering retailers, home centers, mass merchandisers, department stores, commercial dealers and commercial end users. The Dal-Tile segment designs, manufactures, sources, distributes and markets a broad line of ceramic tile, porcelain tile, natural stone and other products, primarily in North America through its network of regional distribution centers and Company-operated sales service centers using Company-operated trucks, common carriers or rail transportation. The segment s product lines are sold through Company-owned sales service centers, independent distributors, home center retailers, tile and flooring retailers and contractors. The Unilin segment designs, manufactures, sources, licenses, distributes and markets laminate, hardwood flooring, roofing systems, insulation panels and other wood products, primarily in North America and Europe through various selling channels, which include retailers, independent distributors and home centers.

The accounting policies for each operating segment are consistent with the Company s policies for the consolidated financial statements. Amounts disclosed for each segment are prior to any elimination or consolidation entries. Corporate general and administrative expenses attributable to each segment are estimated and allocated accordingly. Segment performance is evaluated based on operating income.

Segment information is as follows:

MOHAWK INDUSTRIES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(In thousands, except per share amounts)

(Unaudited)

	Three Months Ended		Nine Months Ended	
	October 1, 2011	October 2, 2010	October 1, 2011	October 2, 2010
Net sales:				
Mohawk.	$ 754,470	713,481	2,203,699	2,177,646
Dal-Tile	381,891	345,074	1,105,775	1,050,088
Unilin	329,514	276,594	1,018,443	890,859
Intersegment sales	(23,363)	(25,597)	(63,956)	(61,719)
	$ 1,442,512	1,309,552	4,263,961	4,056,874
Operating income:				
Mohawk	$ 30,946	31,127	79,187	74,100
Dal-Tile	33,073	33,913	82,911	77,432
Unilin	33,048	24,640	105,507	93,434
Corporate and eliminations	(5,603)	(4,498)	(18,357)	(16,437)
	$ 91,464	85,182	249,248	228,529

Assets:	October 1, 2011	December 31, 2010
Mohawk	$ 1,810,191	1,637,319
Dal-Tile	1,735,718	1,644,448
Unilin	2,569,103	2,475,049
Corporate and intersegment eliminations	162,556	342,110
	$ 6,277,568	6,098,926

12. Commitments, contingencies and other

The Company is involved in litigation from time to time in the regular course of its business. Except as noted below, there are no material legal proceedings pending or known by the Company to be contemplated to which the Company is a party or to which any of its property is subject.

Beginning in August 2010, a series of civil lawsuits was initiated in several U.S. federal courts alleging that certain manufacturers of polyurethane foam products and competitors of the Company s carpet underlay division had engaged in price fixing in violation of U.S. antitrust laws. Mohawk has been named as a defendant in seven of the 43 cases filed (the first on August 26, 2010), as well as in two consolidated amended class action complaints, the first filed on February 28, 2011, on behalf of a class of all direct purchasers of polyurethane foam products, and the second filed on March 21, 2011, on behalf of a class of indirect purchasers. All pending cases in which the Company has been named as a defendant have been filed in or transferred to the U.S. District Court for the Northern District of Ohio for consolidated pre-trial proceedings under the name *In re: Polyurethane Foam Antitrust Litigation*, Case No. 1:10-MDL-02196.

In these actions, the plaintiffs, on behalf of themselves and/or a class of purchasers, seek three times the amount of unspecified damages allegedly suffered as a result of alleged overcharges in the price of polyurethane foam products from at least 1999 to the present. Each plaintiff also seeks attorney fees, pre-judgment and post-judgment interest, court costs, and injunctive relief against future violations. In April 2011, the Company filed a motion to dismiss the class action claims brought by the direct purchasers, and in May 2011, the Company moved to dismiss the claims brought by the indirect purchasers. On July 19, 2011, the Court issued a written opinion denying all defendants motions to

dismiss. The Company denies all of the allegations in these actions and will vigorously defend itself.

The Company believes that adequate provisions for resolution of all contingencies, claims and pending litigation have been made for probable losses and that the ultimate outcome of these actions will not have a material adverse effect on its financial condition but could have a material adverse effect on its results of operations in a given quarter or year.

Subsequent to the quarter ended October 1, 2011, the Company received notification from the Belgian taxing authority of its intent to increase the Company s tax base in connection with its 2008 and 2009 tax years. The adjustments proposed relate to certain

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income items. The Company disagrees with the view of the Belgian taxing authority, is reviewing the notification and intends to vigorously contest the proposed changes. The Company believes the ultimate outcome of these actions will not have a material adverse effect on its financial condition but could have a material adverse effect on its results of operations in a given quarter or year.

The Company recorded pre-tax business restructuring charges of $2,186 and $15,513 for the three and nine months ended October 1, 2011, respectively, of which $1,185 and $13,064 was recorded as cost of sales and $1,001 and $2,449 was recorded as selling, general and administrative expenses for the same periods, respectively. For the three and nine months ended October 2, 2010, the Company recorded pre-tax business restructuring charges of $3,330 and $12,263, respectively, of which $2,309 and $11,095 was recorded as cost of sales and $1,021 and $1,168 was recorded as selling, general and administrative expenses for the same periods, respectively. The charges in 2011 and 2010 primarily relate to the Company s actions taken to lower its cost structure and improve the efficiency of its manufacturing and distribution operations as the Company adjusts to current economic conditions.

The restructuring activity for the first nine months of 2011 is as follows:

	Asset write-downs	Lease impairments	Severance	Other restructuring costs	Total
Balance as of December 31, 2010	$	10,983	2,108	420	13,511
Provisions:					
Mohawk segment	7,426	466	4,508	3,113	15,513
Cash payments		(3,048)	(1,198)	(2,267)	(6,513)
Noncash items	(7,426)			(218)	(7,644)
Balance as of October 1, 2011	$	8,401	5,418	1,048	14,867

The Company expects the remaining severance costs, lease impairments and other restructuring costs to be paid over the next five years.

On October 28, 2011, subsequent to the balance sheet date, the Company announced a plan to exit a manufacturing facility in the Mohawk segment. The Company is finalizing its estimates and expects to record a restructuring charge in the fourth quarter of 2011.

13. Debt

On September 2, 2009, the Company entered into a $600,000 four-year, senior, secured revolving credit facility (the ABL Facility). On July 8, 2011, the Company entered into a $900,000 five-year, senior, secured revolving credit facility (the New Facility) and terminated the ABL Facility, which was originally set to mature on September 2, 2013. The Company paid financing costs of $8,218 in connection with its New Facility. These costs were deferred and, along with unamortized costs of $12,277 related to the Company s ABL Facility, are being amortized over the term of the New Facility. In addition, the Company expensed $1,116 of deferred financing costs related to the termination of its ABL Facility.

ABL Facility

The ABL Facility provided for a maximum of $600,000 of revolving credit, subject to borrowing base availability, including limited amounts of credit in the form of letters of credit and swingline loans. The borrowing base was equal to specified percentages of eligible accounts receivable and inventories of the borrowers under the ABL Facility, which are subject to seasonal variations, less reserves established in good faith by the Administrative Agent under the ABL Facility. All obligations under the ABL Facility, and the

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guarantees of those obligations, were secured by a security interest in certain accounts receivable, inventories, certain deposit and securities accounts, tax refunds and other personal property (excluding intellectual property) directly relating to or arising from, and proceeds of, any of the foregoing.

At the Company s election, revolving loans under the ABL Facility bore interest at annual rates equal to either (a) LIBOR for 1-, 2-, 3- or 6-month periods, as selected by the Company, plus an applicable margin ranging between 2.75% and 3.25%, or (b) the higher of the prime rate, the Federal Funds rate plus 0.5%, or a one-month LIBOR rate, plus an applicable margin ranging between 1.25% and 1.75%. The Company also paid a commitment fee to the lenders under the ABL Facility on the average amount by which the aggregate commitments of the lenders exceeded utilization of the ABL Facility equal to 0.65% per annum during any quarter that this excess was 50% or more and 0.50% per annum during any quarter that this excess was less than 50%.

The ABL Facility included certain affirmative and negative covenants that imposed restrictions on the Company s financial and business operations, including limitations on debt, liens, investments, fundamental changes, asset dispositions, dividends and other similar restricted payments, transactions with affiliates, payments and modifications of certain existing debt, future negative pledges, and changes in the nature of the Company s business. The Company was also required to maintain a fixed charge coverage ratio of 1.1 to 1.0 during any period that the unutilized amount available under the ABL Facility was less than 15% of the lenders aggregated commitments.

New Facility

The New Facility is scheduled to mature on July 8, 2016. The New Facility provides for a maximum of $900,000 of revolving credit, including limited amounts of credit in the form of letters of credit and swingline loans. The Company can terminate and prepay the New Facility at any time without payment of any termination or prepayment penalty (other than customary breakage costs in respect of loans bearing interest at a rate based on LIBOR).

At the Company s election, revolving loans under the New Facility bear interest at annual rates equal to either (a) LIBOR for 1-, 2-, 3- or 6- month periods, as selected by the Company, plus an applicable margin ranging between 1.25% and 2.0%, or (b) the higher of the Bank of America, N.A. prime rate, the Federal Funds rate plus 0.5%, and a monthly LIBOR rate plus 1.0%, plus an applicable margin ranging between 0.25% and 1.0%. The Company also pays a commitment fee to the Lenders under the New Facility on the average amount by which the aggregate commitments of the Lenders exceed utilization of the New Facility ranging from 0.25% to 0.4% per annum. The applicable margin and the commitment fee are determined based on the Company s Consolidated Net Leverage Ratio (with applicable margins and the commitment fee increasing as the ratio increases).

All obligations of the Company and the other borrowers under the New Facility are required to be guaranteed by all of the Company s material domestic subsidiaries and all obligations of borrowers that are foreign subsidiaries are guaranteed by those foreign subsidiaries of the Company which the Company designates as guarantors. All obligations under the New Facility, and the guarantees of those obligations, are secured by a security interest in domestic accounts receivable and inventories, certain shares of capital stock (or equivalent ownership interests) of the domestic borrowers and domestic guarantors subsidiaries, and proceeds of any of the foregoing. The amount of the obligations under the New Facility secured by such shares of capital stock and equivalent ownership interests is limited to the lesser of (i) the aggregate amount permitted to be secured under the Company s Indenture dated as of April 2, 2002, without requiring the notes issued under that Indenture to be secured equally and ratably by such shares of capital stock and equivalent ownership interests and (ii) the aggregate amount permitted to be secured under the Company s Indenture dated as of January 9, 2006 (as supplemented by that first supplemental indenture dated as of January 17, 2006) without requiring the notes issued under that Indenture to be secured equally and ratably by such shares of capital stock and equivalent ownership interests.

If at any time (a) either (i) the Company s corporate family rating or senior unsecured rating, whichever is in effect from Moody s Investors Service, Inc. (Moody s) is Baa3 or better (with a stable outlook or

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better) and the Company s corporate rating from Standard & Poor s Financial Services LLC (S&P) is BB+ or better (with a stable outlook or better) or (ii) the Moody s rating is Ba1 or better (with a stable outlook or better) and the S&P rating is BBB- or better (with a stable outlook or better) and (b) no default or event of default has occurred and is continuing, then upon the Company s request, the foregoing security interests will be released. The Company is required to reinstate such security interests after release if: (a) both (i) the Moody s rating is Ba2 and (ii) the S&P rating is BB, (b) (i) the Moody s rating is Ba3 or lower and (ii) the S&P rating is below BBB- (with a stable outlook or better) or (c) (i) the Moody s rating is below Baa3 (with a stable outlook or better) and (ii) the S&P rating is BB- or lower.

The New Facility includes certain affirmative and negative covenants that impose restrictions on the Company s financial and business operations, including limitations on liens, indebtedness, investments, fundamental changes, asset dispositions, dividends and other similar restricted payments, transactions with affiliates, payments and modifications of certain existing debt, future negative pledges, and changes in the nature of the Company s business. Many of these limitations are subject to numerous exceptions. The Company is also required to maintain a Consolidated Interest Coverage Ratio of at least 3.0 to 1.0 and a Consolidated Net Leverage Ratio of no more than 3.75 to 1.0, each as of the last day of any fiscal quarter, as defined in the New Facility. The New Facility also contains customary representations and warranties and events of default, subject to customary grace periods.

As of October 1, 2011, the amount utilized under the New Facility was $377,095 resulting in a total of $522,905 available under the New Facility. The amount utilized included $270,495 of borrowings, $53,542 of standby letters of credit guaranteeing the Company s industrial revenue bonds and $53,058 of standby letters of credit related to various insurance contracts and foreign vendor commitments.

Senior Notes

On January 17, 2006, the Company issued $500,000 aggregate principal amount of 5.75% senior notes due January 15, 2011 and $900,000 aggregate principal amount of 6.125% notes due January 15, 2016. Interest payable on these notes is subject to adjustment if either Moody s or S&P, or both, downgrades the rating assigned to the notes. Each rating agency downgrade results in a 0.25% increase in the interest rate, subject to a maximum increase of 1% per rating agency. If later the rating of these notes improves, then the interest rates would be reduced accordingly. Each 0.25% increase in the interest rate of these notes would increase the Company s interest expense by approximately $63 per quarter per $100,000 of outstanding notes. Interest rates have been increased by an aggregate amount of 0.75% as a result of downgrades by Moody s and S&P since 2008. Additional downgrades in the Company s credit ratings could further increase the cost of its existing credit and adversely affect the cost of and ability to obtain additional credit in the future. During the first quarter of 2011, the Company repaid the remaining outstanding $298,248, 5.75% senior notes due January 15, 2011, at maturity with cash on hand and borrowings under the ABL Facility.

In 2002, the Company issued $400,000 aggregate principal amount of its senior 7.20% notes due April 15, 2012. During the quarter ended October 1, 2011, the Company repurchased $15,000 of its senior 7.20% notes, at a price equal to 102.75% of the principal amount. Subsequent to the balance sheet date, the Company repurchased an additional $48,730 of its notes, at a price equal to 102.71% of the principal amount.

14. Fair value

ASC 825-10, formerly the FASB Staff Position FAS 107-1 and Accounting Principles Board 28-1, *Interim Disclosures About Fair Value of Financial Instruments* , requires disclosures about fair value of financial instruments in interim reporting periods of publicly-traded companies.

The fair value and carrying value of our debt instruments are detailed as follows:

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	October 1, 2011		December 31, 2010	
	Fair Value	Carrying Value	Fair Value	Carrying Value
5.75% notes, payable January 15, 2011 interest payable semiannually	$		296,459	298,248
7.20% senior notes, payable April 15, 2012 interest payable semiannually	393,855	385,000	422,400	400,000
6.125% notes, payable January 15, 2016 interest payable semiannually	929,700	900,000	963,000	900,000
Five-year senior secured credit facility, due July 8, 2016	270,495	270,495		
Industrial revenue bonds, capital leases and other	55,843	55,843	55,334	55,334
Total long-term debt	1,649,893	1,611,338	1,737,193	1,653,582
Less current portion	447,155	438,300	348,799	350,588
Long-term debt, less current portion	$ 1,202,738	1,173,038	1,388,394	1,302,994

The fair values of the Company s debt instruments were estimated using market observable inputs, including quoted prices in active markets, market indices and interest rate measurements. Within the hierarchy of fair value measurements, these are Level 2 fair values.

The carrying amounts of cash and cash equivalents, receivables, accounts payable and accrued expenses approximate their fair values because of the relatively short-term maturities of these instruments.

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

Overview

The Company is a leading producer of floor covering products for residential and commercial applications in the U.S. and residential applications in Europe with net sales in 2010 of $5.3 billion. The Company is the second largest carpet and rug manufacturer and one of the largest manufacturers, marketers and distributors of ceramic tile, natural stone and hardwood flooring in the U.S., as well as a leading producer of laminate flooring in the U.S. and Europe. In 2010, the primary categories of the U.S. floor covering industry were carpet and rug (55%), resilient and rubber (13%), ceramic tile (12%), hardwood (9%), stone (6%) and laminate (5%).

The U.S. floor covering industry experienced declining demand beginning in the fourth quarter of 2006. Industry conditions have remained difficult due to many factors, including uncertainty caused by economic conditions in the U.S., the European debt crisis, material price volatility, unemployment and consumer confidence, all of which have created headwinds to industry growth.

The Company has three reporting segments: the Mohawk segment, the Dal-Tile segment and the Unilin segment. The Mohawk segment designs, manufactures, sources, distributes and markets its floor covering product lines, which include carpets, ceramic tile, laminate, rugs, carpet pad, hardwood and resilient, primarily in North America through its network of regional distribution centers and satellite warehouses using Company-operated trucks, common carrier or rail transportation. The segment s product lines are sold through various selling channels, which include independent floor covering retailers, home centers, mass merchandisers, department stores, commercial dealers and commercial end users. The Dal-Tile segment designs, manufactures, sources, distributes and markets a broad line of ceramic tile, porcelain tile, natural stone and other products, primarily in North America through its network of regional distribution centers and Company-operated sales service centers using Company-operated trucks, common carriers or rail transportation. The segment s product lines are sold through Company-owned sales service centers, independent distributors, home center retailers, tile and flooring retailers and contractors. The Unilin segment designs, manufactures, sources, licenses, distributes and markets laminate, hardwood flooring, roofing systems, insulation panels and other wood products, primarily in North America and Europe through various selling channels, which include retailers, independent distributors and home centers.

For the three months ended October 1, 2011, net earnings attributable to the Company were $46.6 million, or diluted earnings per share (EPS) of $0.68, compared to the net earnings attributable to the Company of $51.1 million, or diluted EPS of $0.74, for the three months ended October 2, 2010. The diluted EPS for the three months ended October 2, 2010 includes the insurance settlement proceeds as a result of the flood in Mexico and U.S. Customs refunds from prior periods of approximately $9 million and $5.8 million, respectively. In addition to these 2010 impacts, the change in diluted EPS for the three months ended October 1, 2011 was primarily the result of unrealized foreign exchange losses and higher inflationary costs, primarily related to raw materials. These items were partially offset by the favorable net impact of price and product mix, lower manufacturing costs, higher sales volume and lower interest costs.

For the nine months ended October 1, 2011, net earnings attributable to the Company were $131.0 million, or diluted EPS of $1.90, compared to the net earnings attributable to the Company of $139.7 million, or diluted EPS of $1.99, for the nine months ended October 2, 2010. The diluted EPS for the nine months ended October 2, 2010 includes a tax benefit of approximately $30 million related to the settlement of certain tax contingencies, insurance settlement proceeds as a result of the flood in Mexico of approximately $9 million, higher interest expense of $7.5 million related to a premium paid to extinguish approximately $200.0 million aggregate principal amount of senior notes and $5.8 million for U.S. Customs refunds from prior periods. In addition to these 2010 impacts, the change in diluted EPS for the nine months ended October 1, 2011 was primarily the result of higher inflationary costs, primarily related to raw materials. These items were partially offset by the favorable net impact of price and product mix, lower manufacturing costs, higher sales volume and lower interest costs.

In October 2011, subsequent to the balance sheet date, the Company settled all outstanding income tax matters with the Internal Revenue Service pertaining to the years 2004 2006. As a result of these settlements, the Company expects to record a tax benefit of approximately $7 million in the fourth quarter of 2011. Following the aforementioned settlements, the Company has settled all income tax matters with the IRS related to years prior to 2007.

On October 28, 2011, subsequent to the balance sheet date, the Company announced a plan to exit a manufacturing facility in the Mohawk segment. The Company is finalizing its estimates and expects to record a restructuring charge in the fourth quarter of 2011.

Results of Operations

Quarter Ended October 1, 2011, as Compared with Quarter Ended October 2, 2010

Net sales

Net sales for the three months ended October 1, 2011 were $1,442.5 million, reflecting an increase of $133.0 million, or 10.2%, from the $1,309.6 million reported for the three months ended October 2, 2010. The increase was primarily due to higher sales volume of approximately $75 million, the net effect of price and product mix of approximately $35 million and the impact of favorable foreign exchange rates of approximately $23 million.

Mohawk Segment Net sales increased $41.0 million, or 5.7%, to $754.5 million for the three months ended October 1, 2011, compared to $713.5 million for the three months ended October 2, 2010. The increase was primarily driven by the net effect of price and product mix of approximately $24 million and higher sales volume of approximately $17 million.

Dal-Tile Segment Net sales increased $36.8 million, or 10.7%, to $381.9 million for the three months ended October 1, 2011, compared to $345.1 million for the three months ended October 2, 2010. The increase was primarily driven by higher sales volume of approximately $35 million and the impact of favorable foreign exchange rates of approximately $2 million. Net sales for the three months ended October 2, 2010, was unfavorably impacted the flood in Mexico.

Unilin Segment Net sales increased $52.9 million, or 19.1%, to $329.5 million for the three months ended October 1, 2011, compared to $276.6 million for the three months ended October 2, 2010. The increase was due to favorable foreign exchange rates of approximately $21 million, higher sales volume of approximately $20 million and the net effect of price and product mix of approximately $11 million.

Gross profit

Gross profit for the three months ended October 1, 2011 was $357.6 million (24.8% of net sales) and increased by $12.7 million or 3.7% compared to gross profit of $344.9 million (26.3% of net sales) for the three months ended October 2, 2010. The 2010 results include insurance settlement proceeds of approximately $9 million related to a flood in the Company s Mexican manufacturing facility. In addition to the impact of the Mexican flood in 2010, gross profit was favorably impacted by the net effect of price and product mix of approximately $39 million, lower manufacturing costs of approximately $20 million, higher sales volume of approximately $16 million and the impact of favorable foreign exchange rates of approximately $6 million. These items were partially offset by higher inflationary costs of approximately $62 million, primarily related to raw materials. The lower manufacturing costs were primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company, including facility consolidations, workforce reductions and productivity improvements.

Selling, general and administrative expenses

Selling, general and administrative expenses for the three months ended October 1, 2011 were $266.2

million (18.5% of net sales), reflecting an increase of $6.4 million, or 2.5%, compared to $259.8 million (19.8% of net sales) for the three months ended October 2, 2010. The increase in selling, general and administrative expenses is primarily driven by unfavorable foreign exchange rates and the higher sales volumes. As a percentage of net sales, selling, general and administrative expenses decreased for the three months ended October 1, 2011, primarily driven by the benefits of various restructuring actions and cost savings initiatives implemented by the Company, including facility consolidations and productivity improvements.

Operating income

Operating income for the three months ended October 1, 2011 was $91.5 million (6.3% of net sales) reflecting an increase of $6.3 million, or 7.4%, compared to operating income of $85.2 million (6.5% of net sales) for the three months ended October 2, 2010. The 2010 results include insurance settlement proceeds of approximately $9 million related to a flood in the Company s Mexican manufacturing facility. In addition to the impact of the Mexican flood in 2010, operating income was favorably impacted by the net effect of price and product mix of approximately $39 million, lower manufacturing costs of approximately $18 million and higher sales volume of approximately $16 million, partially offset by higher inflationary costs of approximately $62 million, primarily related to raw materials. The lower manufacturing costs were primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company.

Mohawk Segment Operating income was $30.9 million (4.1% of segment net sales) for the three months ended October 1, 2011 reflecting a decrease of $0.2 million compared to operating income of $31.1 million (4.4% of segment net sales) for the three months ended October 2, 2010. Operating income was favorably impacted by the net effect of price and product mix of approximately $25 million, lower manufacturing costs and selling, general and administrative expenses of approximately $19 million and higher sales volume of approximately $2 million, offset by higher inflationary costs of approximately $47 million, primarily related to raw materials. The lower manufacturing costs and selling, general and administrative expenses were primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company.

Dal-Tile Segment Operating income was $33.1 million (8.7% of segment net sales) for the three months ended October 1, 2011 reflecting a decrease of $0.8 million compared to operating income of $33.9 million (9.8% of segment net sales) for the three months ended October 2, 2010. The 2010 results include insurance settlement proceeds of approximately $9 million related to a flood in the Company s Mexican manufacturing facility. In addition to the impact of the Mexican flood in 2010, operating income was favorably impact by higher sales volume of approximately $9 million, lower manufacturing costs and selling, general and administrative expenses of approximately $2 million, and the net effect of price and product mix of approximately $2 million, offset by inflationary costs of approximately $6 million, primarily related to raw materials. The lower manufacturing costs and selling, general and administrative expenses are primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company.

Unilin Segment Operating income was $33.0 million (10.0% of segment net sales) for the three months ended October 1, 2011 reflecting an increase of $8.4 million compared to operating income of $24.6 million (8.9% of segment net sales) for the three months ended October 2, 2010. The increase was primarily driven by the net effect of price and product mix of approximately $12 million, higher sales volume of approximately $5 million, favorable foreign exchange rates of approximately $3 million, partially offset by higher inflationary costs of approximately $10 million, primarily related to raw materials.

Interest expense

Interest expense was $25.1 million for the three months ended October 1, 2011, reflecting a decrease of $4.9 million compared to interest expense of $30.0 million for the three months ended October 2, 2010. The decrease in interest expense for 2011 was due to lower interest costs on the Company s outstanding debt and lower debt levels.

Other expense/Other income

The change in other expense and other income for the three months ended October 1, 2011, compared to the three months ended October 2, 2010, is primarily related to unrealized foreign currency losses for certain of the Company s consolidated foreign subsidiaries that measure financial conditions and results using the U.S. dollar rather than the local currency. The unrealized foreign currency losses were a result of volatility in the Mexican Peso and the Canadian Dollar that occurred late in the third quarter of 2011.

Income tax expense

For the three months ended October 1, 2011, the Company recorded income tax expense of $5.2 million on earnings before income taxes of $52.9 million for an effective tax rate of 9.9%, as compared to an income tax expense of $7.5 million on earnings before income taxes of $59.8 million, resulting in an effective tax rate of 12.6% for the three months ended October 2, 2010. The difference in the effective tax rate for the comparative period is primarily due to the geographical dispersion of earnings and losses for the current period.

Nine Months Ended October 1, 2011, as Compared with Nine Months Ended October 2, 2010

Net sales

Net sales for the nine months ended October 1, 2011 were $4,264.0 million, reflecting an increase of $207.1 million, or 5.1%, from the $4,056.9 million reported for the nine months ended October 2, 2010. The increase was primarily due to the net effect of price and product mix of approximately $83 million, higher sales volume of $66 million and the impact of favorable foreign exchange rates of approximately $58 million.

Mohawk Segment Net sales increased $26.1 million, or 1.2%, to $2,203.7 million for the nine months ended October 1, 2011, compared to $2,177.6 million for the nine months ended October 2, 2010. The increase was primarily driven by the net effect of price and product mix of approximately $33 million, partially offset by lower sales volume of approximately $7 million, primarily related to continued weakness in the U.S. residential market.

Dal-Tile Segment Net sales increased $55.7 million, or 5.3%, to $1,105.8 million for the nine months ended October 1, 2011, compared to $1,050.1 million for the nine months ended October 2, 2010. The increase was primarily driven by higher sales volume of approximately $42 million, the net effect of price and product mix of approximately $8 million and the impact of favorable foreign exchange rates of approximately $5 million.

Unilin Segment Net sales increased $127.6 million, or 14.3%, to $1,018.4 million for the nine months ended October 1, 2011, compared to $890.9 million for the nine months ended October 2, 2010. The increase was primarily due to the impact of favorable foreign exchange rates of approximately $53 million, the net effect of price and product mix of approximately $42 million and higher sales volume of approximately $33 million.

Gross profit

Gross profit for the nine months ended October 1, 2011 was $1,081.5 million (25.4% of net sales) and increased by $20.5 million compared to gross profit of $1,060.9 million (26.2% of net sales) for the nine months ended October 2, 2010. The 2010 results include insurance settlement proceeds of approximately $9 million related to a flood in the Company s Mexican manufacturing facility. In addition to the impact of the Mexican flood in 2010, gross profit was favorably impacted by the net effect of price and product mix of approximately $95 million, lower manufacturing costs of approximately $59 million, favorable foreign exchange rates of approximately $15 million and higher sales volume of approximately $10 million, offset by higher inflationary costs of approximately $147 million, primarily related to raw materials, and approximately $2 million of higher restructuring charges. The lower manufacturing costs are primarily a result of cost savings initiatives implemented and various restructuring activities taken by the Company, including facility consolidations, workforce reductions and productivity improvements.

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Selling, general and administrative expenses

Selling, general and administrative expenses for the nine months ended October 1, 2011 were $832.2 million (19.5% of net sales), reflecting a decrease of $0.2 million, compared to $832.4 million (20.5% of net sales) for the nine months ended October 2, 2010. The decrease in selling, general and administrative expenses is primarily driven by the benefits of various restructuring actions and cost savings initiatives implemented by the Company, including facility consolidations and productivity improvements, offset by unfavorable foreign exchange rates. As a percentage of net sales, selling, general and administrative expenses decreased for the nine months ended October 1, 2011, primarily driven by the benefits of various restructuring actions and cost savings initiatives implemented by the Company, including facility consolidations and productivity improvements.

Operating income

Operating income for the nine months ended October 1, 2011 was $249.2 million (5.9% of net sales) reflecting a $20.7 million increase compared to an operating income of $228.5 million (5.6% of net sales) for the nine months ended October 2, 2010. The 2010 results include insurance settlement proceeds of approximately $9 million related to a flood in the Company s Mexican manufacturing facility. In addition to the impact of the Mexican flood in 2010, operating income was favorably impacted by the net effect of price and product mix of approximately $95 million, lower manufacturing costs and selling, general and administrative expenses of approximately $71 million, higher sales volume of $9 million and the impact of favorable foreign exchange rates of approximately $5 million, partially offset by higher inflationary costs of approximately $147 million, primarily related to raw materials, and higher restructuring charges of approximately $3 million. The lower manufacturing costs and selling, general and administrative expenses are primarily a result of cost saving initiatives implemented and various restructuring actions taken by the Company, including facility consolidations, workforce reductions and productivity improvements.

Mohawk Segment Operating income was $79.2 million (3.6% of segment net sales) for the nine months ended October 1, 2011 reflecting an increase of $5.1 million compared to operating income of $74.1 million (3.4% of segment net sales) for the nine months ended October 2, 2010. Operating income was favorably impacted by lower manufacturing costs and selling, general and administrative expenses of approximately $66 million and the net effect of price and product mix of approximately $45 million, partially offset by higher inflationary costs of approximately $94 million, primarily related to raw materials, lower sales volume of approximately $6 million and higher restructuring charges of approximately $6 million. The lower manufacturing costs and selling, general and administrative expenses were primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company, including facility consolidations, workforce reductions and productivity improvements.

Dal-Tile Segment Operating income was $82.9 million (7.5% of segment net sales) for the nine months ended October 1, 2011 reflecting an increase of $5.5 million compared to operating income of $77.4 million (7.4% of segment net sales) for the nine months ended October 2, 2010. The 2010 results include insurance settlement proceeds of approximately $9 million related to a flood in the Company s Mexican manufacturing facility. In addition to the impact of the Mexican flood in 2010, operating income was favorably impacted by lower manufacturing costs and selling, general and administrative expenses of approximately $14 million, higher sales volume of approximately $9 million and the net effect of price and product mix of approximately $7 million, partially offset by higher inflationary costs of approximately $13 million, primarily related to raw materials, and the impact of unfavorable foreign exchange rates of approximately $2 million. The lower manufacturing costs and selling, general and administrative expenses are primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company, including workforce reductions and productivity improvements.

Unilin Segment Operating income was $105.5 million (10.4% of segment net sales) for the nine months ended October 1, 2011 reflecting an increase of $12.1 million compared to operating income of $93.4 million (10.5% of segment net sales) for the nine months ended October 2, 2010. The increase was primarily driven by the net effect of price and product mix of approximately $43 million, favorable foreign exchange rates of

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approximately $7 million, higher sales volume of approximately $7 million, lower manufacturing costs of approximately $7 million and lower restructuring costs of approximately $2 million, partially offset by higher inflationary costs of approximately $40 million, primarily related to raw materials, and higher selling, general and administrative costs of approximately $14 million. The lower manufacturing costs are primarily a result of cost savings initiatives implemented and various restructuring actions taken by the Company, including facility consolidations and productivity improvements.

Interest expense

Interest expense was $77.5 million for the nine months ended October 1, 2011, reflecting a decrease of $25.5 million compared to interest expense of $103.0 million for the nine months ended October 2, 2010. The decrease in interest expense resulted from lower interest costs on the Company s outstanding debt and lower debt levels. In addition, the 2010 interest expense includes a $7.5 million premium paid to extinguish approximately $200.0 million aggregate principal amount of senior notes.

Other expense/Other income

The change in other expense and other income for the nine months ended October 1, 2011, compared to the nine months ended October 2, 2010, is primarily related to unrealized foreign currency losses for certain of the Company s consolidated foreign subsidiaries that measure financial conditions and results using the U.S. dollar rather than the local currency. The unrealized foreign currency losses were a result of volatility in the Mexican Peso and the Canadian Dollar that occurred late in the third quarter of 2011.

Income tax expense

For the nine months ended October 1, 2011, the Company recorded an income tax expense of $23.6 million on earnings before income taxes of $158.0 million for an effective tax rate of 15.0%, as compared to an income tax benefit of $8.3 million on earnings before income taxes of $134.2 million for an effective tax rate of (6.2)% for the nine months ended October 2, 2010. The difference in the effective tax rate for the comparative period is primarily due to the benefit from the settlement of certain tax contingencies of approximately $30 million recorded during the second quarter of 2010 and the geographical dispersion of earnings and losses for the current period.

Liquidity and Capital Resources

The Company s primary capital requirements are for working capital, capital expenditures and acquisitions. The Company s capital needs are met primarily through a combination of internally generated funds, bank credit lines, term and senior notes and credit terms from suppliers.

Cash flows provided by operating activities for the first nine months of 2011 were $138.2 million compared to $210.4 million in the first nine months of 2010. The decrease in cash provided by operating activities for the first nine months of 2011 as compared to 2010 is primarily attributable to the 2010 tax refunds, the timing of receipts and customer mix changes in receivables and timing of disbursements.

Net cash used in investing activities for the first nine months of 2011 was $206.4 million compared to $161.5 million in the first nine months of 2010. The increase in investing activities primarily relates to higher capital expenditures related to additional extrusion capacity and expanding the Company s international manufacturing capabilities, partially offset by lower acquisition expenditures in 2011. Capital spending during the remainder of 2011, excluding acquisition expenditures, is expected to range from approximately $60 million to $85 million and is intended to be used primarily to purchase equipment, add geographic capacity and to streamline manufacturing capabilities.

Net cash used in financing activities for the first nine months of 2011 was $8.0 million compared to

$211.3 million in the first nine months of 2010. The change in cash used in financing activities as compared to the first nine months of 2010 is primarily attributable to lower debt repayments, net of borrowings and restricted cash, and the change in outstanding checks.

On July 8, 2011, the Company entered into a five-year, senior, secured revolving credit facility (the New Facility) and terminated its four-year $600.0 million, senior, secured revolving credit facility, which was originally set to mature on September 2, 2013. No early termination penalties were incurred as a result of the termination. The New Facility provides for a maximum of $900.0 million of revolving credit, including limited amounts of credit in the form of letters of credit and swingline loans. The Company paid financing costs of $8.2 million in connection with its New Facility. These costs were deferred and, along with unamortized costs of $12.3 million related to the Company s ABL Facility are being amortized over the term of the New Facility. In addition, the Company expensed $1.1 million of deferred financing costs related to the termination of its ABL Facility.

The New Facility is scheduled to mature on July 8, 2016. The Company can terminate and prepay the New Facility at any time without payment of any termination or prepayment penalty (other than customary breakage costs in respect of loans bearing interest at a rate based on LIBOR).

At the Company s election, revolving loans under the New Facility bear interest at annual rates equal to either (a) LIBOR for 1-, 2-, 3- or 6- month periods, as selected by the Company, plus an applicable margin ranging between 1.25% and 2.0%, or (b) the higher of the Bank of America, N.A. prime rate, the Federal Funds rate plus 0.5%, and a monthly LIBOR rate plus 1.0%, plus an applicable margin ranging between 0.25% and 1.0%. The Company also pays a commitment fee to the Lenders under the New Facility on the average amount by which the aggregate commitments of the Lenders exceeds utilization of the New Facility ranging from 0.25% to 0.4% per annum. The applicable margin and the commitment fee are determined based on the Company s Consolidated Net Leverage Ratio (with applicable margins and the commitment fee increasing as the ratio increases).

All obligations of the Company and the other borrowers under the New Facility are required to be guaranteed by all of the Company s material domestic subsidiaries and all obligations of borrowers that are foreign subsidiaries are guaranteed by those foreign subsidiaries of the Company which the Company designates as guarantors. All obligations under the New Facility, and the guarantees of those obligations, are secured by a security interest in domestic accounts receivable and inventories, certain shares of capital stock (or equivalent ownership interests) of the domestic borrowers and domestic guarantors subsidiaries, and proceeds of any of the foregoing. The amount of the obligations under the New Facility secured by such shares of capital stock and equivalent ownership interests is limited to the lesser of (i) the aggregate amount permitted to be secured under the Company s Indenture dated as of April 2, 2002 without requiring the notes issued under that Indenture to be secured equally and ratably by such shares of capital stock and equivalent ownership interests and (ii) the aggregate amount permitted to be secured under the Company s Indenture dated as of January 9, 2006 (as supplemented by that first supplemental indenture dated as of January 17, 2006) without requiring the notes issued under that Indenture to be secured equally and ratably by such shares of capital stock and equivalent ownership interests.

If at any time (a) either (i) the Company s corporate family rating or senior unsecured rating, whichever is in effect from Moody s Investors Service, Inc. (Moody s) is Baa3 or better (with a stable outlook or better) and the Company s corporate rating from Standard & Poor s Financial Services LLC (S&P) is BB+ or better (with a stable outlook or better) or (ii) the Moody s rating is Ba1 or better (with a stable outlook or better) and the S&P rating is BBB- or better (with a stable outlook or better) and (b) no default or event of default has occurred and is continuing, then upon the Company s request, the foregoing security interests will be released. The Company is required to reinstate such security interests after release if: (a) both (i) the Moody s rating is Ba2 and (ii) the S&P rating is BB, (b) (i) the Moody s rating is Ba3 or lower and (ii) the S&P rating is below BBB- (with a stable outlook or better) or (c) (i) the Moody s rating is below Baa3 (with a stable outlook or better) and (ii) the S&P rating is BB- or lower.

The New Facility includes certain affirmative and negative covenants that impose restrictions on the

Company s financial and business operations, including limitations on liens, indebtedness, investments, fundamental changes, asset dispositions, dividends and other similar restricted payments, transactions with affiliates, payments and modifications of certain existing debt, future negative pledges, and changes in the nature of the Company s business. Many of these limitations are subject to numerous exceptions. The Company is also required to maintain a Consolidated Interest Coverage Ratio of at least 3.0 to 1.0 and a Consolidated Net Leverage Ratio of no more than 3.75 to 1.0, each as of the last day of any fiscal quarter, as defined in the New Facility. The New Facility also contains customary representations and warranties and events of default, subject to customary grace periods.

As of October 1, 2011, the amount utilized under the New Facility was $377.1 million resulting in a total of $522.9 million available under the New Facility. The amount utilized included $270.5 million of borrowings, $53.5 million of standby letters of credit guaranteeing the Company s industrial revenue bonds and $53.1 million of standby letters of credit related to various insurance contracts and foreign vendor commitments.

On January 17, 2006, the Company issued $500.0 million aggregate principal amount of 5.75% senior notes due January 15, 2011 and $900.0 million aggregate principal amount of 6.125% notes due January 15, 2016. Interest payable on these notes is subject to adjustment if either Moody s or S&P, or both, downgrades the rating assigned to the notes. Each rating agency downgrade results in a 0.25% increase in the interest rate, subject to a maximum increase of 1% per rating agency. If later the rating of these notes improves, then the interest rates would be reduced accordingly. Each 0.25% increase in the interest rate of these notes would increase the Company s interest expense by approximately $0.1 million per quarter per $100.0 million of outstanding notes. Currently, the interest rates have been increased by an aggregate amount of 0.75% as a result of downgrades by Moody s and S&P since 2008. Additional downgrades in the Company s credit ratings could further increase the cost of its existing credit and adversely affect the cost of and ability to obtain additional credit in the future. During the first quarter of 2011, the Company repaid the remaining outstanding $298.2 million, 5.75% senior notes due January 15, 2011, at maturity with cash on hand and borrowings under the ABL Facility.

In 2002, the Company issued $400.0 million aggregate principal amount of its senior 7.20% notes due April 15, 2012. The Company believes it will have sufficient cash and cash equivalents and unutilized borrowing availability under the New Facility or through new public and/or private debt offerings to repay the senior notes when due. However, there can be no assurances that the Company will be able to complete new public debt offerings, if necessary, to repay the senior notes on or prior to the April 15, 2012 maturity date. During the quarter ended October 1, 2011, the Company repurchased $15.0 million of its senior 7.20% notes, at a price equal to 102.75% of the principal amount. Subsequent to the balance sheet date, the Company repurchased an additional $48.7 million of its notes, at a price equal to 102.71% of the principal amount.

The Company may continue, from time to time, to retire its outstanding debt through cash purchases in the open market, privately negotiated transactions or otherwise. Such repurchases, if any, will depend on prevailing market conditions, the Company s liquidity requirements, contractual restrictions and other factors. The amount involved may be material.

As of October 1, 2011, the Company had invested cash of $236.1 million in money market AAA rated cash investments of which $231.6 million was in Europe. The Company believes that its cash and cash equivalents on hand, cash generated from operations and availability under its New Facility will be sufficient to meet its capital expenditure, working capital and debt servicing requirements over the next twelve months.

Contractual Obligations

There have been no significant changes to the Company s contractual obligations as disclosed in the Company s 2010 Annual Report filed on Form 10-K.

Critical Accounting Policies and Estimates

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There have been no significant changes to the Company s critical accounting policies and estimates during the period. The Company s critical accounting policies and estimates are described in its 2010 Annual Report filed on Form 10-K.

Recent Accounting Pronouncements

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-05, *Comprehensive Income (Topic 220) Presentation of Comprehensive Income* (ASU 2011-05). This update requires that the components of net income, the components of other comprehensive income and the total of comprehensive income be presented as a single continuous financial statement or in two separate but consecutive statements. The option of presenting other comprehensive income in the statement of stockholders equity is eliminated. This update also requires the presentation on the face of the financial statements of reclassification adjustments for items that are reclassified from other comprehensive income to net income in the statements where the components of net income and the components of other comprehensive income are presented. ASU 2011-05 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2011.

Impact of Inflation

Inflation affects the Company s manufacturing costs, distribution costs and operating expenses. The Company expects raw material prices, many of which are petroleum based, to fluctuate based upon worldwide supply and demand of commodities utilized in the Company s production processes. Although the Company attempts to pass on increases in raw material, energy and fuel-related costs to its customers, the Company s ability to do so is dependent upon the rate and magnitude of any increase, competitive pressures and market conditions for the Company s products. There have been in the past, and may be in the future, periods of time during which increases in these costs cannot be fully recovered. In the past, the Company has often been able to enhance productivity and develop new product innovations to help offset increases in costs resulting from inflation in its operations.

Seasonality

The Company is a calendar year-end company. With respect to its Mohawk and Dal-Tile segments, its results of operations for the first quarter tend to be the weakest. The second, third and fourth quarters typically produce higher net sales and operating income in these segments. These results are primarily due to consumer residential spending patterns for floor covering, which historically have decreased during the first two months of each year following the holiday season. The Unilin segment second and fourth quarters typically produce higher net sales and earnings followed by a moderate first quarter and a weaker third quarter. The third quarter is traditionally the weakest due to the European holiday in late summer.

Forward-Looking Information

Certain of the statements in this Form 10-Q, particularly those anticipating future performance, business prospects, growth and operating strategies, proposed acquisitions, and similar matters, and those that include the words believes, anticipates, forecast, estimates or similar expressions constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. For those statements, Mohawk claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. There can be no assurance that the forward-looking statements will be accurate because they are based on many assumptions, which involve risks and uncertainties. The following important factors could cause future results to differ: changes in economic or industry conditions; competition; inflation in raw material prices and other input costs; energy costs and supply; timing and level of capital expenditures; timing and implementation of price increases for the Company s products; impairment charges; integration of acquisitions; international operations; introduction of new products; rationalization of operations; tax, product and other claims; litigation; and other risks identified in Mohawk s SEC reports and public announcements.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no significant changes to the Company s exposure to market risk as disclosed in the Company s 2010 Annual Report filed on Form 10-K.

Item 4. Controls and Procedures

Based on an evaluation of the effectiveness of the Company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended), which have been designed to provide reasonable assurance that such controls and procedures will meet their objectives, as of the end of the period covered by this report, the Company s Chief Executive Officer and Chief Financial Officer have concluded that such controls and procedures were effective at a reasonable assurance level for the period covered by this report.

No change in the Company s internal control over financial reporting occurred during the period covered by this report that materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved in litigation from time to time in the regular course of its business. Except as noted below, there are no material legal proceedings pending or known by the Company to be contemplated to which the Company is a party or to which any of its property is subject.

Beginning in August 2010, a series of civil lawsuits was initiated in several U.S. federal courts alleging that certain manufacturers of polyurethane foam products and competitors of the Company s carpet underlay division had engaged in price fixing in violation of U.S. antitrust laws. Mohawk has been named as a defendant in seven of the 43 cases filed (the first on August 26, 2010), as well as in two consolidated amended class action complaints, the first filed on February 28, 2011, on behalf of a class of all direct purchasers of polyurethane foam products, and the second filed on March 21, 2011, on behalf of a class of indirect purchasers. All pending cases in which the Company has been named as a defendant have been filed in or transferred to the U.S. District Court for the Northern District of Ohio for consolidated pre-trial proceedings under the name *In re: Polyurethane Foam Antitrust Litigation*, Case No. 1:10-MDL-02196.

In these actions, the plaintiffs, on behalf of themselves and/or a class of purchasers, seek three times the amount of unspecified damages allegedly suffered as a result of alleged overcharges in the price of polyurethane foam products from at least 1999 to the present. Each plaintiff also seeks attorney fees, pre-judgment and post-judgment interest, court costs, and injunctive relief against future violations. In April 2011, the Company filed a motion to dismiss the class action claims brought by the direct purchasers, and in May 2011, the Company moved to dismiss the claims brought by the indirect purchasers. On July 19, 2011, the Court issued a written opinion denying all defendants motions to dismiss. The Company denies all of the allegations in these actions and will vigorously defend itself.

The Company believes that adequate provisions for resolution of all contingencies, claims and pending litigation have been made for probable losses and that the ultimate outcome of these actions will not have a material adverse effect on its financial condition but could have a material adverse effect on its results of operations in a given quarter or year.

Item 1A. Risk Factors

In addition to the other information provided in this Form 10-Q, the following risk factors should be considered when evaluating an investment in shares of Common Stock.

If any of the events described in these risks were to occur, it could have a material adverse effect on the Company s business, financial condition and results of operations.

The floor covering industry is sensitive to changes in general economic conditions, such as consumer confidence and income, corporate and government spending, interest rate levels, availability of credit and demand for housing. The downturn in the U.S. and global economies beginning in 2006, along with the residential and commercial markets in such economies, negatively impacted the floor covering industry and the Company s business. The difficult economic conditions may continue or deteriorate in the foreseeable future. Further, significant or prolonged declines in such economies or in spending for replacement floor covering products or new construction activity could have a material adverse effect on the Company s business.

The floor covering industry in which the Company participates is highly dependent on general economic conditions, such as consumer confidence and income, corporate and government spending, interest rate levels, availability of credit and demand for housing. The Company derives a majority of its sales from the replacement segment of the market. Therefore, economic changes that result in a significant or prolonged decline in spending for remodeling and replacement activities could have a material adverse effect on the Company s business and results of operations.

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The floor covering industry is highly dependent on construction activity, including new construction, which is cyclical in nature and currently in a downturn. The current downturn in the U.S. and global economies, along with the housing markets in such economies, has negatively impacted the floor covering industry and the Company s business. Although the impact of a decline in new construction activity is typically accompanied by an increase in remodeling and replacement activity, these activities have also lagged during the current downturn. The difficult economic conditions may continue or deteriorate in the foreseeable future. A significant or prolonged decline in residential or commercial construction activity could have a material adverse effect on the Company s business and results of operations.

In periods of rising costs, the Company may be unable to pass raw materials, energy and fuel-related cost increases on to its customers, which could have a material adverse effect on the Company s profitability.

The prices of raw materials and fuel-related costs could vary significantly with market conditions. Although the Company generally attempts to pass on increases in raw material, energy and fuel-related costs to its customers, the Company s ability to do so is dependent upon the rate and magnitude of any increase, competitive pressures and market conditions for the Company s products. There have been in the past, and may be in the future, periods of time during which increases in these costs cannot be recovered. During such periods of time, the Company s profitability may be materially adversely affected.

Uncertainty in the credit market or downturns in the global economy and the Company s business could affect the Company s overall availability and cost of credit.

Uncertainty in the credit markets could affect the overall availability and cost of credit. Despite recent improvement in overall economic conditions, the impact of the economic downturn on the Company s ability to obtain financing, including any financing necessary to refinance its existing senior unsecured notes, in the future, and the cost and terms of it, remains uncertain. These and other economic factors could have a material adverse effect on demand for the Company s products and on its financial condition and operating results. Further, these generally negative economic and business conditions may factor into the Company s periodic credit ratings assessment by either or both Moody s Investors Service, Inc. and Standard & Poor s Ratings Services. A rating agency s evaluation is based on a number of factors, which include scale and diversification, brand strength, profitability, leverage, liquidity and interest coverage. During 2009, the Company s senior unsecured notes were downgraded by the rating agencies, which increased the Company s interest expense by approximately $0.2 million per quarter per $100 million of outstanding notes and could adversely affect the cost of and ability to obtain additional credit in the future. Additional downgrades in the Company s credit ratings could further increase the cost of its existing credit and adversely affect the cost of and ability to obtain additional credit in the future, and the Company can provide no assurances that additional downgrades will not occur.

The Company has a significant level of indebtedness that must be repaid or refinanced. In addition, if the Company were unable to meet certain covenants contained in the Senior Secured Credit Facility, it may be required to repay borrowings under the Senior Secured Credit Facility prior to their maturity and may lose access to the Senior Secured Credit Facility for additional borrowings that may be necessary to fund its operations.

The Company s outstanding 7.20% senior notes in the aggregate amount of $336.3 million, including repurchases subsequent to the balance sheet date, are due April 15, 2012. On July 8, 2011, the Company entered into a $900 million five-year, senior, secured revolving credit facility (the New Facility). The Company believes it will have sufficient cash and cash equivalents and unutilized borrowing availability under the New Facility or through new public and/or private debt offerings to repay the senior notes, when due. However, there can be no assurances that the Company will be able to complete new public and/or private debt offerings, if necessary, to repay the senior notes prior to the April 15, 2012 maturity date. As of October 1, 2011, the amount utilized under the New Facility was $377.1 million resulting in a total of $522.9 million available under the New Facility. The amount utilized included $270.5 million of borrowings, $53.5 million of standby letters of credit guaranteeing the Company s industrial revenue bonds and $53.1 million of standby

letters of credit related to various insurance contracts and foreign vendor commitments.

During the term of the New Facility, if the Company s cash flow is worse than expected, the Company may need to refinance all or a portion of its indebtedness through a public and/or private debt offering or a new bank facility and may not be able to do so on terms acceptable to it, or at all. If the Company is unable to access debt markets at competitive rates or in sufficient amounts due to credit rating downgrades, market volatility, market disruption, or other factors, it could materially adversely affect the Company s ability to repay its indebtedness and otherwise have a substantial adverse effect on the Company s financial condition and results of operations.

Additionally, the New Facility includes certain affirmative and negative covenants that impose restrictions on the Company s financial and business operations, including limitations on liens, indebtedness, investments, fundamental changes, asset dispositions, dividends and other similar restricted payments, transactions with affiliates, payments and modifications of certain existing debt, future negative pledges, and changes in the nature of the Company s business. Many of these limitations are subject to numerous exceptions. The Company is also required to maintain a Consolidated Interest Coverage Ratio of at least 3.0 to 1.0 and a Consolidated Net Leverage Ratio of no more than 3.75 to 1.0, each as of the last day of any fiscal quarter, as defined in the New Facility.

The Company faces intense competition in the flooring industry, which could decrease demand for the Company s products or force it to lower prices, which could have a material adverse effect on the Company s profitability.

The floor covering industry is highly competitive. The Company faces competition from a number of manufacturers and independent distributors. Some of the Company s competitors are larger and have greater resources and access to capital than the Company does. Maintaining the Company s competitive position may require substantial investments in the Company s product development efforts, manufacturing facilities, distribution network and sales and marketing activities. Competitive pressures may also result in decreased demand for the Company s products or force the Company to lower prices. Any of these factors or others may impact demand which could have a material adverse effect on the Company s business.

The Company may be unable to obtain raw materials or sourced product on a timely basis, which could have a material adverse effect on the Company s business.

The principal raw materials used in the Company s manufacturing operations include nylon, polypropylene, triexta and polyester resins and fibers, which are used primarily in the Company s carpet and rugs business; clay, talc, nepheline syenite and glazes, including frit (ground glass), zircon and stains, which are used exclusively in the Company s ceramic tile business; wood, paper, and resins which are used primarily in the Company s laminate flooring business. In addition, the Company sources finished goods as well. For certain of such raw materials and sourced products, the Company is dependent on one or a small number of suppliers. An adverse change in the Company s relationship with such a supplier, the financial condition of such a supplier or such supplier s ability to manufacture or deliver such raw materials or sourced products to the Company could lead to an interruption of supply or require the Company to purchase more expensive alternatives. An extended interruption in the supply of these or other raw materials or sourced products used in the Company s business or in the supply of suitable substitute materials or products would disrupt the Company s operations, which could have a material adverse effect on the Company s business.

Fluctuations in currency exchange rates may impact the Company s financial condition and results of operations and may affect the comparability of results between the Company s financial periods.

The results of the Company s foreign subsidiaries reported in the local currency are translated into U.S. dollars for balance sheet accounts using exchange rates in effect as of the balance sheet date and for the statement of operations accounts using, principally, the Company s average rates during the period. The exchange rates between some of these currencies and the U.S. dollar in recent years have fluctuated

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significantly and may continue to do so in the future. The Company may not be able to manage effectively the Company s currency translation risks and volatility in currency exchange rates may have a material adverse effect on the Company s consolidated financial statements and affect comparability of the Company s results between financial periods.

The Company may experience certain risks associated with acquisitions, joint ventures and strategic investments.

The Company has typically grown its business through acquisitions. Growth through acquisitions involves risks, many of which may continue to affect the Company after the acquisition. The Company cannot give assurance that an acquired company will achieve the levels of revenue, profitability and production that the Company expects. The combination of an acquired company s business with the Company s existing businesses involves risks. The Company cannot be assured that reported earnings will meet expectations because of goodwill and intangible asset impairment, other asset impairments, increased interest costs and issuance of additional securities or incurrence of debt. The Company may also face challenges in consolidating functions, integrating the Company s organizations, procedures, operations and product lines in a timely and efficient manner and retaining key personnel. These challenges may result in:

- maintaining executive offices in different locations;
- manufacturing and selling different types of products through different distribution channels;
- conducting business from various locations;
- maintaining different operating systems and software on different computer hardware; and
- providing different employment and compensation arrangements for employees.

The diversion of management attention and any difficulties encountered in the transition and integration process could have a material adverse effect on the Company s revenues, level of expenses and operating results.

Failure to successfully manage and integrate an acquisition with the Company s existing operations could lead to the potential loss of customers of the acquired business, the potential loss of employees who may be vital to the new operations, the potential loss of business opportunities or other adverse consequences that could affect the Company s financial condition and results of operations. Even if integration occurs successfully, failure of the acquisition to achieve levels of anticipated sales growth, profitability or productivity or otherwise perform as expected, may adversely impact the Company s financial condition and results of operations.

In addition, we have made certain investments, including through joint ventures, in which we have a minority equity interest and lack management and operational control. The controlling joint venture partner in a joint venture investment may have business interests, strategies or goals that are inconsistent with ours, and business decisions or other actions or omissions of the controlling joint venture partner or the joint venture company may result in harm to our reputation or adversely affect the value of our investment in the joint venture.

A failure to identify suitable acquisition candidates or partners for strategic investments and to complete acquisitions could have a material adverse effect on the Company s business.

As part of the Company s business strategy, the Company intends to continue to pursue a wide array of potential strategic transactions, including acquisitions of complementary businesses, as well as strategic investments and joint ventures. Although the Company regularly evaluates such opportunities, the Company may not be able successfully to identify suitable acquisition candidates or investment opportunities, to obtain sufficient financing on acceptable terms to fund such strategic transactions, to complete acquisitions and integrate acquired businesses with the Company s existing businesses, or to manage profitably acquired businesses or strategic investments.

The Company has been, and in the future may be, subject to costs, liabilities and other obligations under

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existing or new laws and regulations, which could be significant.

The Company and its customers and suppliers are subject to various federal, state and local laws, regulations and licensing requirements. The Company faces risks and uncertainties related to compliance with and enforcement of increasingly numerous and complex federal, state and local laws and regulations. In addition, new laws and regulations may be enacted in the U.S. or abroad that may require the Company to incur additional personnel-related, environmental, or other costs on an ongoing basis, such as recently enacted healthcare legislation in the United States.

Further, the Company s operations are subject to various environmental, health and safety laws and regulations, including those governing air emissions, wastewater discharges, and the use, storage, treatment, recycling and disposal of materials and finished product. The applicable requirements under these laws are subject to amendment, to the imposition of new or additional requirements and to changing interpretations of agencies or courts. The Company could incur material expenditures to comply with new or existing regulations, including fines and penalties and increased costs of its operations. For example, enactment of climate control legislation or other regulatory initiatives by the U.S. Congress or various states, or the adoption of regulations by the EPA and analogous state or foreign governmental agencies that restrict emissions of greenhouse gases in areas in which the Company conducts business could have an adverse effect on its operations and demand for its products. The Company s manufacturing processes use a significant amount of energy, especially natural gas. Increased regulation of energy use to address the possible emission of greenhouse gases and climate change could materially increase the Company s manufacturing costs.

The nature of the Company s business and operations, including the potential discovery of presently unknown environmental conditions, exposes it to the risk of claims under environmental, health and safety laws and regulations. The Company could incur material costs or liabilities in connection with such claims.

The Company s business operations could suffer significant losses from natural disasters, catastrophes, fire or other unexpected events.

Many of the Company s business activities involve substantial investments in manufacturing facilities and many products are produced at a limited number of locations. These facilities could be materially damaged by natural disasters, such as floods, tornados, hurricanes and earthquakes, or by fire or other unexpected events. The Company could incur uninsured losses and liabilities arising from such events, including damage to its reputation, and/or suffer material losses in operational capacity, which could have a material adverse impact on its business, financial condition and results of operations.

The Company may be exposed to litigation, claims and other legal proceedings in the ordinary course of business relating to its products, which could affect its results of operations and financial condition.

In the ordinary course of business, the Company is subject to a variety of product-related claims, lawsuits and legal proceedings, including those relating to product liability, product warranty, product recall, personal injury, and other matters that are inherently subject to many uncertainties regarding the possibility of a loss to the Company. Such matters could have a material adverse effect on its business, results of operations and financial condition if the Company is unable to successfully defend against or resolve these matters or if it s insurance coverage is insufficient to satisfy any judgments against the Company or settlements relating to these matters. Although the Company has product liability insurance, the policies may not provide coverage for certain claims against the Company or may not be sufficient to cover all possible liabilities. Further, the Company may not be able to maintain insurance at commercially acceptable premium levels. Moreover, adverse publicity arising from claims made against the Company, even if the claims were not successful, could adversely affect the Company s reputation or the reputation and sales of its products.

The Company manufactures, sources and sells many products internationally and is exposed to risks associated with doing business globally.

The Company s manufacturing facilities in Mexico and Europe represent a significant portion of the

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Company s capacity for ceramic tile and laminate flooring, respectively, and the Company s European operations represent a significant source of the Company s revenues and profits. The business, regulatory and political environments in these countries differ from those in the U.S. In addition, the Company increasingly sells products, operates plants and invests in companies in other parts of the world. The Company s international sales, operations and investments are subject to risks and uncertainties, including:

- changes in foreign country regulatory requirements;
- differing business practices associated with foreign operations;
- various import/export restrictions and the availability of required import/export licenses;
- imposition of foreign tariffs and other trade barriers;
- political, legal and economic instability;
- foreign currency exchange rate fluctuations;
- foreign country tax rules, regulations and other requirements, such as changes in tax rates and statutory and judicial interpretations in tax laws;
- inflation;
- differing labor laws and changes in those laws;
- work stoppages and disruptions in the shipping of imported and exported products;
- government price controls;
- extended payment terms and the inability to collect accounts receivable; and
- tax inefficiencies and currency exchange controls that may adversely impact its ability to repatriate cash from non-U.S. subsidiaries.

The Company cannot assure investors that it will succeed in developing and implementing policies and strategies to counter the foregoing factors effectively in each location where the Company does business and therefore that the foregoing factors will not have a material adverse effect on the Company s operations or upon its financial condition and results of operations.

If the Company is unable to protect its intellectual property rights, particularly with respect to the Company s patented laminate flooring technology and its registered trademarks, the Company s business and prospects could be harmed.

The future success and competitive position of certain of the Company s businesses, particularly the Company s laminate flooring business, depend in part upon the Company s ability to obtain and maintain proprietary technology used in the Company s principal product families. The Company relies, in part, on the patent, trade secret and trademark laws of the U.S. and countries in Europe, as well as confidentiality agreements with some of the Company s employees, to protect that technology.

The Company has obtained a number of patents relating to the Company s products and associated methods and has filed applications for additional patents, including the UNICLIC ® family of patents, which protects Unilin s interlocking laminate flooring panel technology. The Company cannot assure investors that any patents owned by or issued to it will provide the Company with competitive advantages, that third parties will not challenge these patents, or that the Company s pending patent applications will be approved. In addition, patent filings by third parties, whether made before or after the date of the Company s filings, could render the Company s intellectual property less valuable.

Furthermore, despite the Company s efforts, the Company may be unable to prevent competitors and/or third parties from using the Company s technology without the Company s authorization, independently developing technology that is similar to that of the Company or designing around the Company s patents. The use of the Company s technology or similar technology by others could reduce or eliminate any competitive advantage the Company has developed, cause the Company to lose sales or otherwise harm the Company s business. In addition, if the Company does not obtain sufficient protection for the Company s intellectual property, the Company s competitiveness in the markets it serves could be significantly impaired, which would limit the Company s growth and future revenue.

The Company has obtained and applied for numerous U.S. and Foreign Service marks and trademark

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registrations and will continue to evaluate the registration of additional service marks and trademarks, as appropriate. The Company cannot guarantee that any of the Company s pending or future applications will be approved by the applicable governmental authorities. Moreover, even if such applications are approved, third parties may seek to oppose or otherwise challenge the registrations. A failure to obtain trademark registrations in the U.S. and in other countries could limit the Company s ability to protect the Company s trademarks and impede the Company s marketing efforts in those jurisdictions.

The Company generally requires third parties with access to the Company s trade secrets to agree to keep such information confidential. While such measures are intended to protect the Company s trade secrets, there can be no assurance that these agreements will not be breached, that the Company will have adequate remedies for any breach or that the Company s confidential and proprietary information and technology will not be independently developed by or become otherwise known to third parties. In any of these circumstances, the Company s competitiveness could be significantly impaired, which would limit the Company s growth and future revenue.

Companies may claim that the Company infringed their intellectual property or proprietary rights, which could cause it to incur significant expenses or prevent it from selling the Company s products.

In the past, companies have claimed that certain technologies incorporated in the Company s products infringe their patent rights. There can be no assurance that the Company will not receive notices in the future from parties asserting that the Company s products infringe, or may infringe, those parties intellectual property rights. The Company cannot be certain that the Company s products do not and will not infringe issued patents or other intellectual property rights of others. Historically, patent applications in the U.S. and some foreign countries have not been publicly disclosed until the patent is issued (or, in some recent cases, until 18 months following submission), and the Company may not be aware of currently filed patent applications that relate to the Company s products or processes. If patents are later issued on these applications, the Company may be liable for infringement.

Furthermore, the Company may initiate claims or litigation against parties for infringement of the Company s proprietary rights or to establish the invalidity, noninfringement, or unenforceability of the proprietary rights of others. Likewise, the Company may have similar claims brought against it by competitors. Litigation, either as plaintiff or defendant, could result in significant expense to the Company and divert the efforts of the Company s technical and management personnel from operations, whether or not such litigation is resolved in the Company s favor. In the event of an adverse ruling in any such litigation, the Company might be required to pay substantial damages (including punitive damages and attorney s fees), discontinue the use and sale of infringing products, expend significant resources to develop non-infringing technology or obtain licenses to infringing technology. There can be no assurance that licenses to disputed technology or intellectual property rights would be available on reasonable commercial terms, if at all. In the event of a successful claim against the Company along with failure to develop or license a substitute technology, the Company s business, financial condition and results of operations would be materially and adversely affected.

The Company is subject to changing regulation of corporate governance and public disclosure that have increased both costs and the risk of noncompliance.

The Company s stock is publicly traded. As a result, the Company is subject to the rules and regulations of federal and state agencies and financial market exchange entities charged with the protection of investors and the oversight of companies whose securities are publicly traded. These entities, including the Public Company Accounting Oversight Board, the Securities and Exchange Commission and New York Stock Exchange, frequently issue new requirements and regulations. The Company s efforts to comply with the regulations and interpretations have resulted in, and are likely to continue to result in, increased general and administrative costs and diversion of management s time and attention from revenue generating activities to compliance activities.

Declines in the Company s business conditions may result in an impairment of the Company s tangible and intangible assets which could result in a material non-cash charge.

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A decrease in the Company s market capitalization, including a short-term decline in stock price, or a negative long-term performance outlook, could result in an impairment of its tangible and intangible assets which results when the carrying value of the Company s assets exceed their fair value. In 2008, the Company s goodwill and other intangible assets suffered an impairment and additional impairment charges could occur in future periods.

The long-term performance of the Company s business relies on its ability to attract, develop and retain talented management.

To be successful, the Company must attract, develop and retain highly qualified and talented personnel in management, sales, marketing, product design and innovation and operations, and as it considers entering new international markets, skilled personnel familiar with those markets. The Company competes with multinational firms for these employees and invests significant resources in recruiting, developing, motivating and retaining them. The failure to attract, develop, motivate and retain key employees could negatively affect the Company s competitive position and its operating results.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. (Removed and Reserved)

None.

Item 5. Other Information

None.

Item 6. Exhibits

No.	Description
*10.1	Credit Agreement by and among the Company and certain of its subsidiaries, as Borrowers, certain of its subsidiaries as Guarantors, Bank of America, N.A., as Administrative Agent, Swing Line Lender, and a L/C Issuer, the other lenders party thereto, and the other parties thereto. (Incorporated by reference to Exhibit 10.1 of Mohawk s Report on Form 8-K (File No. 01-13697) dated July 8, 2011).
31.1	Certification Pursuant to Rule 13a-14(a).
31.2	Certification Pursuant to Rule 13a-14(a).
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

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*Indicates exhibit incorporated by reference.

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SIGNATURES

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

		MOHAWK INDUSTRIES, INC. (Registrant)
Dated: November 4, 2011	By:	/s/ Jeffrey S. Lorberbaum JEFFREY S. LORBERBAUM Chairman and Chief Executive Officer (principal executive officer)
Dated: November 4, 2011	By:	/s/ Frank H. Boykin FRANK H. BOYKIN Chief Financial Officer (principal financial officer)