

BASSETT FURNITURE INDUSTRIES INC  
Form DEF 14A  
January 30, 2004

**BASSETT FURNITURE INDUSTRIES, INCORPORATED**

**Bassett, Virginia**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD FEBRUARY 24, 2004**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Bassett Furniture Industries, Incorporated (the Company), will be held at the Company's headquarters at 3525 Fairystone Park Highway, Bassett, Virginia, on Tuesday, February 24, 2004, at 10:00 a.m., local time, for the purpose of considering and acting upon the following:

1. The election of nine Directors.
2. A proposal to ratify the selection of Ernst & Young, LLP as independent public accountants for the fiscal year ending November 27, 2004.
3. Any and all other matters that may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on January 14, 2004 as the record date for determining the stockholders entitled to notice of and to vote at the meeting and any adjournment thereof, and only holders of Common Stock of the Company of record at such date will be entitled to notice of or to vote at the meeting.

**THE BOARD OF DIRECTORS WILL APPRECIATE THE PROMPT RETURN OF THE ENCLOSED PROXY, DATED AND SIGNED. THE PROXY MAY BE REVOKED BY YOU AT ANY TIME BEFORE IT IS EXERCISED AND WILL NOT BE EXERCISED IF YOU ATTEND THE MEETING AND VOTE IN PERSON.**

By Order of the Board of Directors

Robert H. Spilman, Jr.

*Chief Executive Officer and President*

Bassett, Virginia

January 30, 2004

**BASSETT FURNITURE INDUSTRIES, INCORPORATED**

**Post Office Box 626, Bassett, Virginia 24055**

**PROXY STATEMENT**

**General**

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of proxies to be used at the Annual Meeting of Stockholders of Bassett Furniture Industries, Incorporated (the Company) to be held at the Company's headquarters at 3525 Fairystone Park Highway, Bassett, Virginia, at 10:00 a.m., local time, on Tuesday, February 24, 2004. This Proxy Statement and accompanying proxy are being sent to the stockholders of the Company on or about January 30, 2004.

Solicitation other than by mail may be made personally and by telephone by regularly employed officers and employees of the Company who will not be additionally compensated therefore. The Company will request brokers, dealers, banks or voting trustees, or their nominees, who hold stock in their names for others or hold stock for others who have the right to give voting instructions, to forward proxy materials to their principals and request authority for the execution of the proxy and will reimburse such institutions for their reasonable expenses in so doing. The total cost of soliciting proxies will be borne by the Company.

Any proxy delivered in the accompanying form may be revoked by the person executing the proxy at any time before the authority thereby granted is exercised, by written request addressed to Barry C. Safrit, Chief Financial Officer, Bassett Furniture Industries, Incorporated, Post Office Box 626, Bassett, Virginia 24055 or by attending the meeting and electing to vote in person. Proxies received in such form will be voted as therein set forth at the meeting or any adjournment thereof.

The only matters to be considered at the meeting, so far as known to the Board of Directors, are the matters set forth in the Notice of Annual Meeting of Stockholders, and routine matters incidental to the conduct of the meeting. However, if any other matters should come before the meeting or any adjournment thereof, it is the intention of the persons named in the accompanying form of proxy, or their substitutes, to vote said proxy in accordance with their judgment on such matters.

Stockholders present or represented and entitled to vote on a matter at the meeting or any adjournment thereof will be entitled to one vote on such matter for each share of Common Stock, par value \$5.00 per share, of the Company (the Common Stock) held by them of record at the close of business on January 14, 2004, which is the record date for determining the stockholders entitled to notice of and to vote at such meeting or any adjournment thereof. Voting on all matters, including the election of Directors, will be by voice vote or by show of hands. The number of shares of Common Stock of the Company outstanding on January 14, 2004, was 11,604,239.

Presence in person or by proxy of the holders of a majority of the outstanding shares of Common Stock entitled to vote at the meeting will constitute a quorum. If a quorum is present, Directors will be elected by a plurality of the votes cast and action on other matters submitted to the stockholders will be approved if the votes cast in favor of the action exceed the votes cast opposing the action. Shares for which the holder has elected to abstain or to withhold the proxies' authority to vote (including broker non-votes) on a matter will count toward a quorum but will have no effect on the action taken with respect to such matter.

**Principal Stockholders and Holdings of Management**

The table below presents certain information as to the only persons known to the Company to be the beneficial owners of more than 5% of the Common Stock of the Company as of January 14, 2004. Except as otherwise noted, each of the beneficial owners listed below has sole voting and investment power with respect to the shares listed.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Common Stock Outstanding
Dimensional Fund Advisors, Inc. 1299 Ocean Avenue 11 <sup>th</sup> Floor Santa Monica, CA 90401	906,568 <sup>1</sup>	7.81%
Royce & Associates, LLC 1414 Avenue of the Americas New York, NY 10019	738,175 <sup>2</sup>	6.36%
Grace & White, Inc. 515 Madison Avenue New York, NY 10022	646,800 <sup>3</sup>	5.57%
Bassett Employee Savings/ Retirement Plan Barry C. Safrit, Trustee Bassett, VA 24055	617,017 <sup>4</sup>	5.31%

(1) Dimensional Fund Advisors, Inc. ( Dimensional ), a registered investment advisor, is deemed to have beneficial ownership of these shares which are held by certain investment companies, trusts and other investment vehicles for which Dimensional serves as investment advisor or manager. Dimensional has sole investment and voting power with respect to all of these shares. Dimensional disclaims beneficial ownership of all such shares. The information provided is based upon a Form 13F dated September 30, 2003, filed by Dimensional.

(2) Royce & Associates, LLC ( Royce ), a registered investment advisor, has sole voting and investment power with respect to all of these shares, which it holds on behalf of its clients. The information provided is based upon a Form 13F dated September 30, 2003, filed by Royce.

(3) Grace & White, Inc. ( Grace ), a registered investment advisor, has sole voting and investment power with respect to all of these shares, which it holds on behalf of its clients. The information provided is based upon a Form 13F dated September 30, 2003, filed by Grace.

(4) In his capacity as Trustee, Barry C. Safrit, Vice President and Chief Financial Officer of the Company, has sole voting and dispositive power over these shares. Mr. Safrit disclaims beneficial ownership of these shares.

The following table sets forth, as of January 14, 2004, information as to the beneficial ownership of the Common Stock by all Directors and executive officers of the Company as a group and by the named Executive Officers who are not also nominees for Directors. Information with respect to the beneficial ownership of the Common Stock by the nominees for Directors is contained in the table under Election of Directors.



Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Common Stock Outstanding
Directors and executive officers as a group (17 persons)		
Barry C. Safrit, individually and as Trustee of the Bassett Employee Savings/Retirement Plan	1,376,015 <sup>2,3</sup>	11.85%
John E. Bassett, III	654,837 <sup>3,4</sup>	5.64%
Dennis Hoy	85,516 <sup>4</sup>	1
Keith R. Sanders	41,351 <sup>4</sup>	1
	69,000 <sup>4</sup>	1

(1) Less than 1% of the outstanding Common Stock.

(2) Includes 579,152 shares subject to options held by Directors and executive officers that are currently exercisable or that are exercisable within 60 days.

(3) Includes 617,017 shares held by the Company's Employee Savings/Retirement Plan, for which Barry C. Safrit, Vice President of the Company, has sole voting and dispositive power in his capacity as Trustee. Mr. Safrit disclaims beneficial ownership of these shares.

(4) Includes shares subject to options that are currently exercisable or that are exercisable within 60 days as follows: Mr. Safrit, 35,000, Mr. Bassett 54,382, Mr. Hoy 41,001, and Mr. Sanders 65,000.

## PROPOSAL NO. 1

### ELECTION OF DIRECTORS

The Bylaws of the Company provide for nine Directors. At the meeting, nine Directors will be elected to serve, subject to the provisions of the Bylaws, until the 2005 Annual Meeting of Stockholders and until their successors are duly elected and qualified. It is the intention of the persons named in the accompanying proxy to vote all proxies solicited by the Board of Directors FOR the nine nominees listed below unless authority to vote for the nominees or any individual nominee is withheld by a stockholder in such stockholder's proxy. If for any reason any nominee shall not become a candidate for election as a Director at the meeting, an event not now anticipated, the proxies will be voted for the nine nominees including such substitutes as shall be designated by the Board of Directors.

The nine nominees for election as Directors are listed below. All of the nominees are currently members of the Board of Directors. All were elected to their current terms, which expire in 2004, at the Annual Meeting of Stockholders held on March 25, 2003.



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Name and Director Since	Age	Offices With the Company or Other Occupation During Past Five Years and Directorship	Amount and Nature of Common Stock Ownership	Percent of Common Stock Outstanding
Peter W. Brown, M.D. 1993	61	Partner, Virginia Surgical Associates of Richmond (general surgery). Director, Dominion Resources, Inc.	15,793 <sup>2</sup>	1
Willie D. Davis 1997	69	President of All Pro Broadcasting, Inc. (radio broadcasting) since 1976. Director of Sara Lee Corporation, Dow Chemical Company, MGM Grand, Inc., Manpower, Inc., Alliance Bank, Wisconsin Energy, Inc., Johnson Controls, Inc., MGM, Inc., and Checkers, Inc.	13,390 <sup>2</sup>	1
Alan T. Dickson 1989	72	Chairman of the Board since 1994 and President from 1968 to 1994 of Ruddick Corporation (diversified holding company). Director of Lance, Inc. and Ruddick Corporation.	16,381 <sup>2</sup>	1
Paul Fulton 1993	69	Chairman of the Board of the Company since 1997; Chief Executive Officer of the Company from 1997 to 2000; Dean of the Kenan-Flagler Business School of the University of North Carolina at Chapel Hill from 1994 to 1997. Director of Bank of America Corporation, Lowe's Companies, Inc., Sonoco Products, Inc., and William Carter Company.	29,724 <sup>2</sup>	1
Howard H. Haworth 1997	69	President, The Haworth Group (personal and family investment group); Chief Executive Officer from 1973 to 1983 and Chairman and Chief Executive Officer from 1983 to 1985 of Drexel Heritage Home Furnishings; Chairman Emeritus, North Carolina State Board of Education since 1995; Secretary of Commerce of the State of North Carolina from 1985 to 1987; Emeritus Member, Board of Directors, Wachovia Corporation.	14,481 <sup>2</sup>	1
Michael E. Murphy 1997	67	Private investor. Vice Chairman and Chief Administrative Officer of Sara Lee Corporation from 1994 to 1997. Director of GATX Corporation, Payless ShoeSource, Inc., CNH Global, NV, and Coach, Inc.	14,487 <sup>2</sup>	1
Robert H. Spilman, Jr. 1997	47	President and Chief Executive Officer of the Company since 2000; President and Chief Operating Officer of the Company since 1997. Director, Ruddick Corporation.	302,799 <sup>2,3</sup>	2.60%
Dale C. Pond 2002	58	Senior Executive Vice President, Merchandising/Marketing, Lowe's Companies, Inc. since 1998; Senior Vice President, Merchandising & Advertising from 1993 to 1997.	6,222 <sup>2</sup>	1
David A. Stonecipher 2001	62	Chairman of the Board since 1998 and Chief Executive Officer since 1993 and President from 1993 to 2001 of Jefferson-Pilot Corporation.	13,767 <sup>2</sup>	1

(1) Less than 1% of the outstanding Common Stock.

(2) Includes shares subject to options that are currently exercisable or exercisable within 60 days as follows: Peter W. Brown 10,500; Willie D. Davis 8,500; Alan T. Dickson 10,500; Paul Fulton 15,000; Howard H. Haworth 8,500; Michael E. Murphy 8,500; Dale C. Pond 4,500;



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Robert H. Spilman, Jr. 218,668; and David A. Stonecipher 5,500.

- (3) Includes 12,171 shares held by Mr. Spilman's wife, 21,892 shares held by his children and 13,962 shares held in trusts of which Mr. Spilman is the beneficiary.

### **The Board of Directors and its Committees**

The Board of Directors met five times during the 2003 fiscal year. Each Director attended at least 75% of the meetings of the Board of Directors and committees on which such Director served, other than Mr. Dickson. The Board of Directors' committees include an Audit Committee and an Organization, Compensation and Nominating Committee. It is the policy of the Company that Directors should attend annual meetings of stockholders. A regular meeting of the Board of Directors is scheduled in conjunction with the annual meeting, and all Directors attended last year's annual meeting.

Security holders may send communications to the Board of Directors by mailing the same addressed to Board of Directors (or addressed to a specific individual director), Bassett Furniture Industries, Inc., P.O. Box 626, Bassett, Virginia 24055.

The Audit Committee is composed of Messrs. Murphy, Dickson and Stonecipher. Among other things, the Audit Committee engages or dismisses independent auditors; approves all audit, audit-related and other auditor fees and services; reviews, evaluates and monitors the performance of audit activities; reviews periodic filings; and reviews internal audit activities. The Audit Committee met four times during the fiscal year.

The Organization, Compensation and Nominating Committee is composed of Dr. Brown and Messrs. Davis, Haworth and Pond. The Organization, Compensation and Nominating Committee reviews and makes recommendations to the Board of Directors with respect to executive compensation; establishes, reviews and recommends changes to the organizational structure of the Company so as to utilize the management resources to best respond to the changing demands of the marketplace; reviews the individual performance of each Director in terms of overall contribution to the betterment of the Company, including meeting attendance and participation; reviews the composition of the Board; and recommends a slate of Directors for nomination to the Board. The Organization, Compensation and Nominating Committee met four times during the fiscal year.

The nominating committee will consider director candidates recommended by stockholders. A stockholder requesting that a recommendation be reviewed by the nominating committee should submit such information as the stockholder deems pertinent for service on the Board, such as age, experience and skills, and any other information required to be disclosed in a proxy statement regarding the prospect. This information must be accompanied by the prospective candidate's written consent to serve on the Board of Directors if nominated and elected. This information should be received by the Secretary of the Company at P.O. Box 626, Bassett, Virginia 24055, by November 26, 2004.

The nominating committee evaluates candidates taking into account their individual skills and characteristics relative to the skills and characteristics of the current Board as a whole. Factors considered include diversity, age and such skills (e.g., an understanding of appropriate technologies, work experience relevant to the Company's businesses, and decision-making ability) as are suited to the Company's and the Board's needs at the time.

Two members of the nominating committee are selected each year to identify and submit Director candidates to the nominating committee. Prospective candidates are typically identified by non-management members of the Board. This process begins after an annual assessment and report by the nominating committee to the full Board.

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The Board has determined that each of Dr. Brown and Messrs. Davis, Dickson, Haworth, Murphy, Pond and Stonecipher are independent, as defined by NASDAQ.

### **Audit Committee Report**

The Audit Committee of the Board of Directors (the Audit Committee ) is composed of three directors and operates under a written charter adopted by the Board of Directors on January 26, 2004 (attached as Exhibit A), and annually reassessed and updated, as needed, in accordance with applicable rules of the Securities and Exchange Commission and NASDAQ. Each of the members of the Audit Committee is independent, as defined by NASDAQ.

Management is responsible for the Company's internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's financial statements in accordance with auditing standards generally accepted in the United States and issuing a report thereon. The Audit Committee's primary responsibility is to monitor and oversee these processes. The Audit Committee also selects the Company's independent auditors.

In this context, the Audit Committee has reviewed and discussed the Company's financial statements with both management and the independent auditors. The Audit Committee also discussed with the independent auditors matters required of auditors to be discussed by auditing standards generally accepted in the United States. The Company's independent auditors also provided to the Audit Committee the written disclosures required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the Audit Committee discussed with the independent auditors their independence.

Based on the foregoing, the Audit Committee recommends to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended November 29, 2003 for filing with the Securities and Exchange Commission. The Audit Committee also recommends that the shareholders ratify the retention of Ernst & Young, LLP as the Company's independent auditors for the fiscal year ending November 27, 2004.

Audit Committee:

Michael E. Murphy, Chairman

Alan T. Dickson

David A. Stonecipher

#### **Organization, Compensation and Nominating Committee Report**

The Organization, Compensation and Nominating Committee of the Board of Directors (the Committee) has developed and annually reviews governance guidelines for the Company and the Board. The Committee has assisted the Company in developing and implementing compensation policies and programs which seek to improve the profitability of the Company and to maximize stockholder value over time. To accomplish this, the directors who comprise the Committee have developed executive compensation policies that are consistent with, and directly linked to, the Company's business objectives. These business objectives represent a composite of factors that are considered important for the future success of the Company. These factors attempt to balance long and short-term performance, including the continued maintenance of a strong balance sheet, growth of pre-tax profitability and earnings per share, control of costs, market growth and diversification and other criteria which may be introduced over time as a result of changes in the household furniture environment. The members of the Committee deliberate on matters affecting executive compensation. The decisions are reviewed by the full Board, with the exception of decisions on stock or option awards which are made by the Committee to satisfy tax law and other requirements.

The key principles which the Committee emphasizes in developing compensation programs affecting senior executives are:

Paying for performance that emphasizes corporate, business unit and individual achievement.

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Motivating senior executives to the achievement of strategic and tactical business goals and objectives and rewarding outstanding achievement.

Linking the interests of senior executives with the long-term interests of the stockholders through ownership of the Common Stock.

As the level of responsibility increases, an executive's compensation will be proportionately at greater risk, reflecting the rewards earned as a result of goal attainment. As responsibility increases, the compensation mix will rely increasingly on the value of stock awards.

Section 162(m) of the Internal Revenue Code (the "Code") imposes a \$1 million limit on the amount of annual compensation that can be deducted by the Company with respect to each of the Chief Executive Officer and the four other most highly compensated executive officers. Performance-based compensation that meets certain requirements will not be subject to this deductibility limit. It is generally the Company's policy to seek to qualify the performance-based components of its compensation program for this exclusion from the Section 162(m) limitation as necessary to maximize the deductibility of executive compensation so long as doing so is consistent with the Committee's objectives for executive compensation.

The four components of executive compensation are:

*Base Salary.* When the Committee last reviewed the base salaries of the named executive officers at similar-sized companies and at the companies included in the performance peer group shown on page 8, the base salaries of the Company's executive officers were generally in the low- to mid-range compared with the base salaries at those other companies. In recent years the base salaries have been kept at relatively fixed levels to reflect the general economic conditions of the industry and to keep fixed costs under control. The Committee and the Company emphasize rewards in the total compensation context (i.e., with greater emphasis on at-risk compensation), rather than appreciably increasing base salary.

*Annual Incentive Bonuses.* Annual incentives are established for each executive in the form of a percentage of base salary. Bonus targets are based on performance criteria related to achievement of the Company's annual plans, such as profitability, earnings per share, market growth and returns on invested capital and equity, and bonus targets include, to a certain extent, individualized goals based on areas of responsibility. In the last two years, and for the current fiscal year, more emphasis (and reward) has been placed on improving cash flow and managing the balance sheet to reflect the Company's response to market conditions and efforts to position the Company for earnings growth as the overall market improves. The bonuses paid to the Company's executive officers for the 2003 fiscal year were 15% of the executives' maximum potential bonus amounts for the year. The determination of the amount of any bonus to be paid is made after the end of the year based on the degree to which the performance criteria have been met. At risk, performance-based bonus compensation averaged approximately 11% of total annual cash compensation for the executive officers named in the Summary Compensation Table during the fiscal year ended November 29, 2003.

*Stock Option Grants.* Grants of stock options to the Company's executives under the Company's stock option plans provide incentives to achieve the Company's long-term performance objectives. Whether a grant will be made to an executive officer, and if so in what amount, is determined by the Committee based on the Committee's subjective evaluation of the executive officer's potential contribution to the Company's future success, the level of incentive already provided by the number and terms of the executive officer's existing stock option holdings and the market price of the Company's Common Stock. Consistent with the Committee's compensation philosophy, all stock options awarded to executive officers and other key managers in fiscal year 2003 were granted with a three-year vesting requirement.

*Benefits.* These programs are designed to provide protection against financial catastrophe that can result from illness, disability or death. Benefits offered to executive officers are similar to those offered to all employees, with certain variations to promote tax efficiency and the replacement of benefits lost due to regulatory limitations.

*Chief Executive Officer's 2003 Compensation.* The base salary component of Mr. Spilman's compensation for fiscal 2003 was \$300,000, unchanged from fiscal 2002. Mr. Spilman's bonus, based on quantifiable, objective performance measures set at the beginning of the year (which related to earnings per share, operating income and cash flow), was 15% of the maximum potential bonus amount for the year.

For fiscal year 2004, the Organization, Compensation and Nominating Committee has again established performance criteria designed to enhance stockholder value. These criteria are heavily weighted toward improved operating earnings and operating cash flows, and maintaining reduced fixed costs consistent with the financial objectives of the Company and representative of the success needed to ensure growth and

profitability.

Howard H. Haworth, Chairman  
Peter W. Brown

Willie D. Davis  
Dale C. Pond

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**Stockholder Return Performance Graph**

Presented below is a line graph comparing the yearly percentage change in the cumulative total stockholder return on the Company's Common Stock against the cumulative total return of the Standard & Poor's 500 Index and the Company's peer group for the period commencing November 27, 1998 and ending November 29, 2003, covering the Company's five fiscal years ended November 29, 2003. The Company's peer group consists of eight publicly traded companies: the Company, Bush Industries, Inc. Class A Common Stock, Chromcraft Revington Inc., Ethan Allen Interiors, Inc., Furniture Brands International, Inc., La-Z-Boy Incorporated, the Rowe Companies and Stanley Furniture Company, Inc., each of which is in the household furniture industry. This graph assumes that \$100 was invested on November 28, 1998 in the Company's Common Stock, the S&P 500 Index and the peer group and that dividends were reinvested.

**[GRAPHIC]**

	<u>11/27/1998</u>	<u>11/26/1999</u>	<u>11/24/2000</u>	<u>11/23/2001</u>	<u>11/30/2002</u>	<u>11/29/2003</u>
Bassett	100.00	66.51	51.91	68.76	65.62	84.29
S&P 500	100.00	120.90	115.80	101.64	84.86	97.66
Peer Group	100.00	101.16	79.48	114.64	120.36	117.57

Media General Financial Services supplied the data for the Company, the S&P 500 Index and the Company's peer group.



**Executive Compensation**

The table below shows the compensation paid or accrued by the Company for the three fiscal years ended November 29, 2003, to or for the account of the Chief Executive Officer and the Company's four other most highly compensated officers who were serving at the end of the fiscal year (collectively, the named Executive Officers).

**Summary Compensation Table**

Name and Principal Position	Fiscal Year	Annual Compensation			Long Term Compensation		
		Salary (\$) <sup>(1)</sup>	Bonus (\$) <sup>(2)</sup>	Other Annual Compensation (\$) <sup>(3)</sup>	Restricted Stock Award(s) (\$)	Securities Underlying Options (#Sh)	All Other Compen- sation (\$) <sup>(4)</sup>
Robert H. Spilman, Jr. President and Chief Executive Officer	2003	300,000	45,137		0	0	17,630
	2002	300,000	44,930		0	30,000	19,897
	2001	275,000	82,500		0	0	17,355
Keith R. Sanders Executive Vice President - Operations	2003	184,000	22,147		0	0	4,715
	2002	184,000	27,342		0	15,000	4,757
	2001	178,000	35,600		0	0	3,753
Barry C. Safrit Vice President and Chief Financial Officer	2003	155,000	18,656		0	0	3,984
	2002	155,000	18,209		0	15,000	4,065
	2001	143,333	21,750		0	0	3,545
John E. Bassett, III Vice President, Global Sourcing	2003	128,000	11,555		0	0	6,623
	2002	128,000	15,983		0	8,000	6,751
	2001	125,000	18,750		0	0	5,496
Dennis Hoy, Vice President - Wood Merchandising	2003	127,720	11,530		0	0	2,224
	2002	127,720	12,446		0	10,000	2,937
	2001	124,310	18,600		0	0	2,859

(1) The salaries shown above include deferred compensation for each named Executive Officer under the Section 401(k) qualified, defined contribution Employee Savings/Retirement Plan.

(2) Under the Company's incentive bonus program, executives are paid cash awards, which are directly related to predetermined performance goals and attainment of Company objectives, including, in fiscal year 2003, goals for operating cash flow and operating income, which were partially achieved and not achieved, respectively. Awards are made annually following the completion of the fiscal year.

- (3) No named Executive Officer has received personal benefits during the listed years in excess of the lesser of \$50,000 or 10% of annual salary and bonus.
  
- (4) Includes amounts accrued under a deferred compensation agreement with one of the named Executive Officers and Company matching contributions under the Company's Employee Savings/Retirement Plan. During the 2003 fiscal year, the amount accrued under the deferred compensation agreement with Mr. Spilman was \$8,200.

The table below shows, on an aggregated basis, the exercise of stock options during the fiscal year ended November 29, 2003 by each named Executive Officer and the 2003 fiscal year-end value of unexercised in-the-money stock options.

**Aggregated Option/SAR Exercises in the 2003 Fiscal Year  
and FY-End Option/SAR Values**

Name	Shares Acquired on Exercise (#Sh)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARs at FY-End (#Sh) <sup>(1)</sup> Exercisable/Unexercisable	Value of Unexercised In-the
				-Money Options/SARs at FY-End (\$) <sup>(1)(2)</sup> Exercisable/Unexercisable
Robert H. Spilman, Jr.	0	0	218,668/10,000	148,019/16,700
Keith R. Sanders	0	0	65,000/5,000	16,700/8,350
Barry C. Safrit	0	0	35,000/5,000	17,700/8,350
John E. Bassett, III	0	0	54,382/2,666	36,446/4,452
Dennis Hoy	0	0	41,001/3,333	31,068/5,566

<sup>(1)</sup> No SARs were exercised in 2003 and there were no SARs outstanding at the 2003 fiscal year-end.

<sup>(2)</sup> Represents the difference between the fair market value of the Company's Common Stock and the exercise price at the 2003 fiscal year-end.

### Supplemental Retirement Income Plan

The Company has a Supplemental Retirement Income Plan (the "Supplemental Plan") that covers one current and certain former senior executives to promote their long service and dedication and to provide an additional retirement benefit. Upon retirement, the Supplemental Plan provides for lifetime monthly payments in an amount equal to 65% of the participant's final average compensation as defined in the Supplemental Plan, which amount is reduced by (i) 50% of old age social security benefits, (ii) the benefit that would be payable on a life annuity basis from Company contributions to the Employee Savings/Retirement Plan based on a formula using maximum employee contributions, and (iii) the benefit that would be payable on a life annuity basis from funds the Company contributed to a Defined Benefit Plan that was terminated in 1977. There is no provision under the Supplemental Plan for a disability benefit if a participant's employment is terminated prior to age 65 due to disability; however, the participant, notwithstanding the termination of employment, will continue to be covered by the Supplemental Plan. The death benefit is divided into (a) prior to retirement death, which pays the beneficiary 50% of final average compensation for a period of 120 months, and (b) post-retirement death, which pays the beneficiary 200% of final average compensation in a single payment. There are no benefits payable as a result of a termination of employment for any reason other than death or retirement, other than a change of control provision which provides for the immediate vesting and payment of the retirement benefit under the Supplemental Plan in the event of an employment termination resulting from a change of control. The executives covered under this Supplemental Plan have waived participation in the Company's group life insurance program.

Assuming no change in the rate of compensation for Robert H. Spilman, Jr., after November 29, 2003, it is projected that the benefit that would otherwise have been payable on retirement at age 65 to Mr. Spilman will be fully offset by the benefits calculated (using the aforementioned formula) to be payable from Company contributions to the Employee Savings/Retirement Plan. Mr. Spilman is the only named Executive Officer participating in the Supplemental Plan.



### **Deferred Compensation Agreement**

Robert H. Spilman, Jr. has entered into a Deferred Compensation Agreement with the Company pursuant to the Executive Deferred Compensation Plan. Under that agreement, Mr. Spilman deferred a portion of his compensation over a four-year period. Upon Mr. Spilman's retirement, death or disability, he would be entitled to the following annual payments for a fifteen year period: upon his retirement, \$108,125.20; upon his death, \$14,776.40; and upon his disability, \$8,200.00.

### **Director Compensation**

Directors who are also employees of the Company receive no additional compensation for serving as directors. Directors who are not employees of the Company receive an annual retainer fee of \$20,000 and a meeting attendance fee of \$500 per committee or board meeting. Chairpersons of the Board of Directors standing committees receive an additional fee of \$1,000 per Board meeting, and the chairperson of the Audit Committee receives an additional annual retainer fee of \$10,000. Each non-employee Director also received 520 shares of Common Stock of the Company as part of his first half retainer fee in April, 2003 pursuant to the Company's 1993 Stock Plan for Non-Employee Directors (the Director Plan). This grant exhausted the shares available under the Director Plan, and the Director Plan expired in October 2003.

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act) requires the Company's Directors and executive officers and persons who own more than 10% of the Company's Common Stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of the Common Stock and other equity securities. Executive officers, Directors and greater than 10% stockholders are required to furnish the Company with copies of all such reports they file. To the Company's knowledge, based solely on a review of the copies of such reports furnished to the Company and written representations that no other reports were required, during the fiscal year ended November 29, 2003, all Section 16(a) filing requirements applicable to its executive officers, Directors and greater than 10% beneficial stockholders were complied with.

## **PROPOSAL NO. 2**

### **RATIFICATION OF SELECTION OF INDEPENDENT PUBLIC ACCOUNTANTS**

The Audit Committee has selected Ernst & Young, LLP as independent public accountants to audit the financial statements of the Company for the fiscal year ending November 27, 2004. This selection is being presented to the stockholders for their ratification at the Annual Meeting of Stockholders. The firm of Ernst & Young, LLP is considered well qualified. Representatives of Ernst & Young, LLP are expected to be present at the Annual Meeting of Stockholders with an opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

### ***Change of Independent Public Accountants***

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On May 13, 2002, upon the recommendation and approval of the Audit Committee, the Board of Directors dismissed Arthur Andersen, LLP as the Company's independent public accountants and engaged Ernst & Young, LLP to serve as the Company's independent public accountants. Ernst & Young audited the financial statements of the Company for fiscal years 2003 and 2002.

The independent public accountants' reports on the Company's consolidated financial statements for each of the fiscal years ended November 29, 2003, November 30, 2002 and November 24, 2001 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the fiscal years ended November 25, 2000, and November 24, 2001 and the subsequent interim periods through May 13, 2002, there were no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused it to make reference to the subject matter of any such disagreement in connection with its report on the Company's consolidated financial statements for such years; and there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Arthur Andersen with a copy of the foregoing disclosures, and a letter from Arthur Andersen confirming its agreement with these disclosures was filed with the Securities and Exchange Commission on May 14, 2002.

#### ***Audit and Other Fees***

*Audit Fees.* The Company incurred aggregate fees and expenses of \$319,088 from Ernst & Young for the fiscal 2003 annual audit and for review of the Company's consolidated financial statements included in its Forms 10-Q for the 2003 fiscal year.

*Financial Information Systems Design and Implementation.* The Company did not incur any fees from Ernst & Young for these types of services for the 2003 fiscal year.

*All Other Fees.* During the 2003 fiscal year, the Company incurred aggregate fees and expenses of \$174,956 from Ernst & Young for all other services, including audit-related fees and expenses of \$44,263 and other fees and expenses of \$130,693. Audit-related fees and expenses were for the audit of the Company's employee benefit plan, accounting consultation and consents. Other fees and expenses were primarily for tax compliance and tax consultation.

The Audit Committee considered whether, and determined that, the auditor's provision of non-audit services was compatible with maintaining the auditor's independence. All of the services described above for fiscal year 2003 were approved by the Audit Committee pursuant to its policies and procedures. The Company intends to continue using Ernst & Young, LLP solely for audit and audit-related services, tax consultation and tax compliance services, and, as needed, for due diligence in acquisitions.

#### ***Recommendation***

The Board of Directors recommends a vote FOR the ratification of the selection of Ernst & Young, LLP as independent public accountants to audit the financial statements of the Company for the fiscal year ending November 27, 2004, and proxies solicited by the Board of Directors will be so voted unless stockholders specify a different choice. If the stockholders do not ratify the selection of Ernst & Young, LLP, the selection of independent public accountants will be reconsidered by the Audit Committee.

#### **Stockholder Proposals for Inclusion in the Proxy Statement**

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Any proposal that a stockholder intends to present for action at the 2005 Annual Meeting of Stockholders must be received by the Company no later than October 2, 2004, in order for the proposal to be included in the proxy statement and form of proxy for the 2005 Annual Meeting of Stockholders. Any such proposal must meet the applicable requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder. Such proposals should be sent to Jay R. Hervey, Secretary, Bassett Furniture Industries, Incorporated, Post Office Box 626, Bassett, Virginia 24055.



### **Other Stockholder Proposals and Nominations**

The Company's Bylaws prescribe the procedures that a stockholder must follow to nominate directors for election at an annual meeting or to bring other business before an annual meeting (other than matters that have been included in the Company's proxy statement for such meeting). The Chairman of the meeting may refuse to acknowledge the nomination of any person as a director or any other proposal by a stockholder not made in compliance with these procedures. The following summary of these procedures is qualified by reference to the Company's Bylaws, a copy of which may be obtained, without charge, upon written request to Jay R. Hervey, Secretary, Bassett Furniture Industries, Incorporated, Post Office Box 626, Bassett, Virginia 24055.

A stockholder who desires to nominate a director for election at an annual meeting must give timely written notice thereof to the Secretary of the Company by personal delivery or by registered or certified mail, postage prepaid, at the address shown above. To be timely, a stockholder's notice must be received not later than November 26, 2004, for nominations to be made at the 2005 Annual Meeting. The notice must contain the information specified in the Bylaws regarding the stockholder giving the notice and each person whom the stockholder wishes to nominate for election as a director. The notice must be accompanied by the written consent of each proposed nominee to serve as a director of the Company, if elected.

A stockholder who desires to bring any other business before an annual meeting (other than matters that have been included in the Company's proxy statement for such meeting) must give timely written notice thereof to the Secretary of the Company by personal delivery or by registered or certified mail, postage prepaid, at the address shown above. To be timely, a stockholder's notice must be received not later than September 17, 2004 for business to be acted upon at the 2005 Annual Meeting. The notice must contain the information specified in the Bylaws regarding the stockholder giving the notice and the business proposed to be brought before the meeting.

With respect to stockholder proposals not included in the Company's proxy statement for the 2005 Annual Meeting, the persons named in the Board of Directors' proxy for such meeting will be entitled to exercise the discretionary voting power conferred by such proxy under the circumstances specified in Rule 14a-4(c) under the Exchange Act, including with respect to proposals received by the Company after September 17, 2004.

**COPIES OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED NOVEMBER 29, 2003, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, CAN BE OBTAINED WITHOUT CHARGE UPON WRITTEN REQUEST TO JAY R. HERVEY, SECRETARY, BASSETT FURNITURE INDUSTRIES, INCORPORATED, POST OFFICE BOX 626, BASSETT, VIRGINIA 24055.**

**EXHIBIT A**

**BASSETT FURNITURE INDUSTRIES, INC.**

**Audit Committee Charter**

**January 26, 2004**

The purpose of the Audit Committee (the Committee) is to represent and assist the Board of Directors in the general oversight of the Corporation's accounting and financial reporting processes, audits of the financial statements, and internal control and audit functions. The Committee reports to the full Board of Directors on all matters within the Committee's responsibilities. The Committee will not infringe on and does not undertake to supervise or control activities and functions properly belonging to the senior management of the Corporation in the normal operations of the Corporation.

The Committee shall be composed of no fewer than three directors determined by the Board of Directors to meet the independence and financial literacy requirements of The NASDAQ Stock Market, Inc. (NASDAQ) and applicable federal law. Appointment of the Committee, including the designation of the Chairperson of the Committee and the designation of any Committee members as audit committee financial experts, shall be made on an annual basis by the Board of Directors. The Committee shall review and reassess the adequacy of its charter annually. The Committee shall cause to be provided to NASDAQ such appropriate written confirmation concerning these matters as NASDAQ may from time to time require.

The independent auditors shall be ultimately accountable to the Committee on all matters pertaining to their engagement, and the independent auditors shall report to the Committee as the Board of Directors' representative. The Committee shall encourage open communication among the Committee, independent auditors, internal audit and the Corporation's management regarding matters within the Committee's responsibilities. The Committee shall establish a calendar incorporating regular reporting items it requires from independent auditors and the senior management during the fiscal year.

To carry out the Committee's responsibilities:

1. The Committee, as the Board of Directors' representative, has the authority and responsibility to evaluate, appoint, compensate, retain, replace and oversee the independent auditors. The Committee shall require the independent auditors to submit periodically a formal written statement delineating all relationships between the independent auditors and the Corporation, including audit and non-audit assignments and the fees and any other compensation paid to the independent auditors therefore. The Committee is responsible for actively engaging in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity or independence of the independent auditors, and for taking appropriate action in response to the independent auditors' report to satisfy itself of their independence.
2. The Committee will meet with the independent auditors and the Corporation's senior management to review the scope and methodology of the proposed audits for each fiscal year. The independent auditors shall provide regular reports to the Committee during the fiscal year on the underlying process and status of their audits and any findings or preliminary conclusions that have been reached. At least annually, the independent auditors and senior management will review with the Committee any audits of and recommendations relating to employee benefit plans.

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3. The Committee shall discuss and review with senior management and approve annually the internal audit plan; including the basis for audit risk assessment, the schedule for receipt and review of internal audit reports, and evaluation of internal audit findings and recommendations to senior management. Throughout the fiscal year, internal audit shall report to senior management. Internal audit or senior management will convey internal audit reports to the Committee.

4. Senior management and the independent auditors shall review with the Committee the Corporation's annual financial statements, and, prior to filing with the Securities and Exchange Commission, drafts of the Corporation's Quarterly Reports on Form 10-Q. Quarterly, the independent auditors shall provide to the Committee a review letter as contemplated by Statement on Auditing Standards No. 71. During each fiscal year, the independent auditors shall review with the Committee their assessment as to the adequacy of the Corporation's structure of internal controls over financial accounting and reporting, and their qualitative judgments as to accounting principles employed and related disclosures by the Corporation and the conclusions expressed in the Corporation's financial reports. The independent auditors shall review with the Committee significant judgments made by senior management in the preparation of the financial statements. The Committee will review in detail reports of examination issued by federal and state regulatory agencies as well as the Corporation's responses thereto.
5. The independent auditors shall promptly identify to the Committee any areas of disagreement with senior management in the preparation of financial statements.
6. The independent auditors and senior management, including general counsel, shall identify to the Committee significant business, financial or legal issues that may significantly impact the Corporation's financial statements and internal control systems. During each fiscal year, senior management, including general counsel, shall report to the Committee as to all significant litigation, threatened litigation or potential litigation in which the Corporation and its subsidiaries are or may be engaged, as well as the anticipated or potential impact of such litigation, threatened litigation or potential litigation on the Corporation.
7. During each fiscal year, senior management shall review with the Committee the Corporation's monitoring efforts and procedures to ensure compliance with laws and governmental regulations. Senior management shall provide such information to the Committee as is reasonably required to keep the Committee current on changes in accounting standards and securities regulations affecting the Corporation, as well as material developments in the home furnishings industry generally and the promulgation of regulations materially affecting the home furnishings industry.
8. If the occasion arises, senior management will report as soon as possible to the Committee any material violation of laws or governmental regulations. The Committee has the authority to investigate any matter brought to its attention within the scope of its duties and to retain independent legal counsel, at its discretion and without permission from the Board of Directors or management.
9. The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
10. The Committee shall hold at least four meetings each fiscal year. The Chairperson of the Committee has authority to call Committee meetings, to preside at such meetings and to make assignments to Committee members. The Committee will evaluate findings and recommendations of the independent auditors and internal audit, and make recommendations as warranted to the Board of Directors.
11. At every meeting of the Committee where the independent auditors are present, the independent auditors shall for at least a portion of such meeting meet with the Committee without members of management or internal audit present.
12. Senior management shall report all proposed related party transactions to the Committee, and the Committee shall be responsible for the approval, review and oversight contemplated by NASDAQ with respect to any such reported transactions.

13. The Corporation shall provide the Committee such support, including payment of ordinary administrative expenses and access to and use of the Corporation's records, physical properties, management, staff, independent auditors, attorneys and consultants, as the Committee deems necessary to discharge its responsibilities.
  
14. The Committee shall have the authority to engage independent legal, accounting and other advisers, as it determines necessary to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms for such advisers.

**PROXY**

**BASSETT FURNITURE INDUSTRIES, INCORPORATED**

**Proxy Solicited by the Board of Directors for the  
Annual Meeting to be held on February 24, 2004**

The undersigned hereby appoints Jay R. Hervey and Barry C. Safrit, each or either of them, proxies, with full power of substitution, with the powers the undersigned would possess if personally present, to vote, as designated below, all shares of the \$5.00 par value Common Stock of the undersigned in Bassett Furniture Industries, Incorporated at the Annual Meeting of Shareholders of the Company to be held on February 24, 2004, and at any adjournments thereof. **The Board of Directors recommends voting FOR on items 1 and 2.**

1. ELECTION OF DIRECTORS: Nominees are Peter W. Brown, M.D., Willie D. Davis, Alan T. Dickson, Paul Fulton, Howard H. Haworth, Michael E. Murphy, Dale C. Pond, Robert H. Spilman, Jr. and David A. Stonecipher.

**FOR** all listed nominees (except do not vote for nominee(s) whose name(s) I have written below)

**WITHHOLD AUTHORITY** to vote for all the nominees listed above

2. PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG, LLP as the Company's independent public accountants for the fiscal year ending November 27, 2004.

**FOR**

**AGAINST**

**ABSTAIN**

3. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting.

**PLEASE SIGN AND DATE ON REVERSE SIDE OF THIS CARD.**

**THIS PROXY will be voted as specified herein and, unless otherwise directed, will be voted FOR the election of all nominees as Directors, and FOR the selection of independent public accountants. The Board of Directors recommends voting FOR on Items 1 and 2.**

**The undersigned acknowledges receipt of the Notice of said Annual Meeting and of the accompanying Proxy Statement attached thereto.**

**Signed:** \_\_\_\_\_

**Please sign exactly as name appears at left. When signing as attorney, executor, administrator, trustee, guardian, etc., give full title as such.**

**Dated: \_\_\_\_\_, 2004  
Please mark, sign, date and return the proxy card using the enclosed envelope.**

