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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(MARK ONE)
[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED JANUARY 31, 1998 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 0-20036

THE MEN'S WEARHOUSE, INC.
(Exact Name of Registrant as Specified in its Charter)

<TABLE>
<S> <C>

TEXAS (State or Other Jurisdiction of Incorporation or Organization)	74-1790172 (I.R.S. Employer Identification Number)
5803 GLENMONT DRIVE HOUSTON, TEXAS (Address of Principal Executive Offices)	77081 (Zip Code)

</TABLE>

(713) 592-7200
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<TABLE>
<CAPTION>

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
<S>	<C>
	NONE

</TABLE>

Securities registered pursuant to Section 12(g) of the Act:

COMMON STOCK, PAR VALUE $.01 PER SHARE
5 1/4% CONVERTIBLE SUBORDINATED NOTES DUE 2003

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

The aggregate market value of the voting stock held by non-affiliates of the Registrant, based on the closing price of shares of Common Stock on the Nasdaq National Market System on April 24, 1998, was approximately $943.8 million.

The number of shares of Common Stock of the Registrant outstanding on April 24, 1998 was 22,143,073, excluding 11,923 shares classified as Treasury Stock.

DOCUMENTS INCORPORATED BY REFERENCE

<TABLE>
<CAPTION>

DOCUMENT	INCORPORATED AS TO
<S>	<C>
Notice and Proxy Statement for the Annual Meeting of Shareholders scheduled to be held June 24, 1998.	Part III: Items 10, 11, 12 and 13

</TABLE>

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FORM 10-K REPORT INDEX

<TABLE>
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PART I

ITEM 1. BUSINESS

GENERAL

The Men's Wearhouse commenced operations in 1973 as a partnership and was incorporated as The Men's Wearhouse, Inc. under the laws of Texas in May 1974. Its principal executive offices are located at 5803 Glenmont Drive, Houston, Texas 77081 (telephone number 713/592-7200), and at 40650 Encyclopedia Circle, Fremont, California 94538 (telephone number 510/657-9821).

As used herein, the term "Men's Wearhouse" refers to The Men's Wearhouse, Inc. and its wholly owned subsidiaries, exclusive of Value Priced Clothing, Inc. and its wholly owned subsidiary, Value Priced Clothing II, Inc. (collectively referred to as "VPC"), and the term the "Company" refers to The Men's Wearhouse, Inc. and its wholly owned subsidiaries including VPC. Additionally, the terminology a "Men's Wearhouse store" or a "traditional store" refers to a traditional Men's Wearhouse store, while a "VPC store" refers to stores operated by VPC under the names "C&R ", "NAL" and "Suit Warehouse".

THE COMPANY

The Company is one of the largest off-price specialty retailers of men's tailored business attire in the United States. As of January 31, 1998, the Company operated 396 stores in 37 states, with approximately 37% of its locations in Texas and California.

The Company operates its stores in the following formats:

MEN'S WEARHOUSE. Men's Wearhouse targets middle and upper middle income men with a strategy of providing value to its customers by offering quality merchandise at consistent, everyday low prices with a superior level of customer service. Men's Wearhouse stores offer a broad selection of designer, brand name and private label merchandise at prices it believes are typically 20% to 30% below the regular retail prices of traditional department and specialty store prices. The price of suits generally ranges from $199 to $499. The Company considers its merchandise, which includes suits, sport coats, slacks, outerwear, dress shirts, shoes and accessories, conservative. By concentrating on tailored business attire, a category of men's clothing characterized by infrequent and more predictable fashion changes, the Company believes it is not as exposed to trends typical of more fashion-forward apparel retailers, where markdowns and promotional pricing are more prevalent. At January 31, 1998, the Company operated 371 Men's Wearhouse stores in 37 states and the District of Columbia.

VALUE PRICED CLOTHING. The Company launched VPC in late 1996 to address the market for a more price sensitive customer. The Company believes that a large portion of customers in the men's tailored clothing market is motivated by low prices rather than superior service. VPC offers a selection of brand names and private label merchandise that the Company believes is typically 30% to 50% below the regular retail prices of traditional department store and specialty store prices. The price of suits generally ranges from $99 to $199. At January 31, 1998, the Company operated 25 VPC stores in four states.

STORE OPERATIONS AND EXPANSION

The Company's expansion strategy includes opening additional traditional stores in new and existing markets and increasing its net sales and profitability in its existing markets. In general terms, a market is defined as a geographic area served by a common group of television stations. On a limited basis, the Company has acquired store locations, inventories, customer lists, trademarks and tradenames from existing local menswear retailers in both new and existing markets, and may do so in the future. At present, the Company plans to open approximately 50 new traditional stores during 1998 and to continue its expansion in subsequent years.

The Company has focused on acquiring and growing its VPC store format and has completed three acquisitions between January 1997 and February 1998. Those acquisitions included: (i) the January 1997

acquisition of C&R Clothiers ("C&R"), a privately held retailer of 17 men's tailored clothing stores in Southern California, (ii) the May 1997 acquisition of Walter Pye's Men's Shops, Inc. ("NAL") which operated four stores in the greater Houston area and one in each of San Antonio, Texas and New Orleans, Louisiana and (iii) the February 1998 acquisition of T.H.C., Inc. ("Suit Warehouse") operating four stores in metropolitan Detroit.

The Company, through VPC, has begun a process to integrate and develop these acquired operations over the next eight to twelve months to achieve a singular store format and focus. This process will include a move toward a common average store size, ranging from 10,000 to 15,000 square feet, with hours of operation from Friday through Sunday only in most markets. In conjunction with this effort, the Company expects to utilize a common format and name to build brand awareness with targeted customers. To achieve this singular focus and format, the Company intends to open a limited number of new VPC stores, convert some existing stores to this format, close some nonconforming stores and consider acquisition opportunities.

As a result of the consolidation of the men's tailored clothing industry, the Company has been and expects to continue to be presented with significant opportunities for growth within its industry. Such opportunities may include, but are not limited to, increased direct sourcing of merchandise, including possible ventures with apparel manufacturers, acquisitions of menswear retailers and the acquisition or licensing of designer or nationally recognized brand labels.

MERCHANDISING

Men's Wearhouse stores offer a broad selection of designer, brand name and private label men's business attire, including a consistent stock of core items (such as navy blazers, tuxedos and basic suits) and considers its merchandise conservative. Although basic styles are emphasized, each season's merchandise does reflect current fabric and color trends, and a small percentage of inventory, accessories in particular, is usually more fashion oriented. The broad merchandise selection creates increased sales opportunities by permitting a customer to purchase substantially all of his tailored wardrobe and accessory requirements, including shoes, at a Men's Wearhouse store. Within its tailored clothing, Men's Wearhouse offers an assortment of styles from a variety of manufacturers and maintains a broad selection of fabrics and colors. The Company believes that the depth of selection it offers at Men's Wearhouse provides it with an advantage over most of its competitors.

In 1995, Men's Wearhouse expanded its inventory mix to include "business casual" merchandise designed to meet increased demand for such product resulting from the trend toward more relaxed dress codes in the workplace. The added merchandise consists of tailored and non-tailored clothing that complements the existing product mix and provides opportunity for enhanced sales without significant inventory risk. The expanded inventory includes, among other things, more sport coats, casual slacks, knits and woven sports shirts, sweaters and casual shoes.

The Company believes its Men's Wearhouse stores differ from most other off-price retailers in that the Company does not purchase significant quantities of merchandise overruns or close-outs. Men's Wearhouse stores provide recognizable quality merchandise at consistent prices that assist the customer in identifying the value available at Men's Wearhouse. The Company believes that the merchandise at Men's Wearhouse stores is generally offered 20% to 30% below traditional department and specialty store regular prices. Men's Wearhouse affixes a ticket to each item, which displays Men's Wearhouse selling price alongside the price the Company regards as the regular retail price of the item. At the check-out counter, the customer's receipt reflects the savings from what the Company considers the regular retail price.

By targeting men's tailored business attire, a category of men's clothing characterized by infrequent and more predictable fashion changes, the Company believes it is not as exposed to trends typical of more fashion-forward apparel retailers. This allows Men's Wearhouse stores to carry basic merchandise over to the following season and reduces the need for markdowns; for example, a navy blazer or gray business suit may be carried over to the next season. Men's Wearhouse has a once-a-year sale that commences the day after Christmas and runs through the month of January, during which prices on many items are reduced 20% to 50% off the everyday low prices. This sale reduces stock at year-end and prepares for the arrival of the new season's merchandise.

During 1995, 1996 and 1997, 74%, 72% and 71%, respectively, of the Company's net sales were attributable to tailored clothing (suits, sport coats and slacks), and 26%, 28% and 29%, respectively, were attributable to accessories and other items.

Customers may pay for merchandise with cash, check or nationally recognized credit cards.

CUSTOMER SERVICE AND MARKETING

Men's Wearhouse sales personnel are trained as clothing consultants to provide customers with assistance and advice on their apparel needs, including product style, color coordination, fabric and garment fit. Clothing consultants attend an intensive training program at the Company's training facility in Fremont, California, which is further supplemented with weekly store meetings, periodic merchandise meetings, and frequent interaction with multi-unit managers and merchandise managers.

Men's Wearhouse encourages its clothing consultants to be friendly and knowledgeable and to promptly greet each customer entering the store. The consultants are encouraged to offer guidance to the customer at each stage of the decision-making process, making every effort to earn the customer's confidence and to create a professional relationship that will continue beyond the initial visit. Clothing consultants are also encouraged to contact customers after the purchase or pick-up of tailored clothing to determine whether customers are satisfied with their purchases and, if necessary, to take corrective action. Store personnel have full authority to respond to customer complaints and reasonable requests, including the approval of returns, exchanges, refunds, re-alterations and other special requests, all of which the Company believes helps promote customer satisfaction and loyalty.

Each Men's Wearhouse store provides on-site tailoring services to facilitate timely alterations at a reasonable cost to customers. Tailored clothing purchased at a Men's Wearhouse store will be pressed and re-altered (if the alterations were performed at a Men's Wearhouse store) free of charge for the life of the garment.

Because management believes that men prefer direct and easy store access, the Company attempts to locate Men's Wearhouse stores in neighborhood strip and specialty retail centers or in freestanding buildings to enable customers to park near the entrance of the store.

The Company's annual advertising expenditures, which were $27.4 million, $31.0 million and $38.0 million in 1995, 1996 and 1997, respectively, are significant. However, the Company believes that once it attracts prospective customers, the experience of shopping in its stores will be the primary factor encouraging subsequent visits. Men's Wearhouse advertises principally on television and radio, which it considers the most effective means of attracting and reaching potential customers, and its advertising campaign is designed to reinforce its image of providing value and customer service. "I guarantee it" is a long standing phrase associated with Men's Wearhouse and its advertising campaign. In the advertisements, the Company's Chief Executive Officer and co-founder guarantees customer satisfaction with the apparel purchased, the quality of tailoring and the total shopping experience.

PURCHASING AND DISTRIBUTION

The Company purchases merchandise from approximately 200 vendors. In 1997, one vendor accounted for approximately 10% of purchases; however, management does not believe that the loss of such vendor or any other vendor would significantly impact the Company. While the Company has no material long-term contracts with its vendors, the Company believes that it has developed an excellent relationship with its vendors, which is supported by consistent purchasing practices.

The Company believes it obtains favorable buying opportunities relative to many of its competitors. The Company does not request cooperative advertising support from manufacturers, which reduces the manufacturers' costs of doing business and enables them to offer lower prices to the Company. Further, the Company believes it obtains better discounts by entering into purchase arrangements that provide for limited return policies, although the Company always retains the right to return goods that are damaged upon receipt or determined to be improperly manufactured. Finally, volume purchasing of specifically planned quantities

purchased well in advance of the season enables more efficient production runs by manufacturers, who, in turn, are provided the opportunity to pass some of the cost savings back to the Company.

During 1993, the Company expanded its inventory sourcing capabilities by implementing a direct sourcing program. Under this program, the Company purchases fabric from mills and contracts with certain factories for the assembly of the end product (suits, sport coats, slacks, shirts or shoes). Such arrangements for fabric and assembly have been with both domestic and foreign mills and factories. Previous purchases from such mills and factories had been through other suppliers. Product acquired during 1995, 1996 and 1997 through the direct sourcing program represented approximately 20%, 28% and 31%, respectively, of total inventory purchases, and the Company expects that purchases through such program will represent approximately 35% of total purchases in 1998.

To protect against currency exchange risks associated with certain firmly committed and certain other probable, but not firmly committed inventory transactions denominated in a foreign currency, the Company enters into forward exchange contracts. In addition, many of the purchases from foreign vendors are financed by letters of credit.

In 1995, the Company entered into license agreements with a limited number of parties under which the Company is entitled to use designer labels, such as "Vito Rufolo", and nationally recognized brand labels such as "Botany" and "Botany 500", in return for royalties paid to the licensor based on the costs of the relevant product. These license agreements generally limit the use of the individual label to products of a specific nature (such as men's suits, men's formal wear or men's shirts). The labels licensed under these agreements will continue to be used in connection with a portion of the purchases under the direct sourcing program described above, as well as purchases from other vendors. The Company monitors the performance of these licensed labels compared to their cost and may elect to selectively terminate any license. During 1996, the Company purchased several trademarks, including "Cricketeer," "Joseph & Feiss International," "Baracuta," and "Country Britches," which will be used similarly to the Company's licensed labels. Because of the continued consolidation in the men's tailored clothing industry, the Company may be presented with opportunities to acquire or license other designer or nationally recognized brand labels.

All merchandise is received into the Company's central warehouse located in Houston, Texas, except for merchandise intended for the VPC stores which is principally received at VPC's Culver City, California distribution center. Once received, merchandise is arranged by size. The computer generates bar-coded garment tags and labels and recommends distribution of the merchandise on the basis of each store's past performance with similar merchandise and existing inventory levels. This distribution is reviewed by a member of the merchandise staff and any necessary changes are made. Merchandise for a store is picked and then moved to the appropriate staging area for shipping. In addition to the central distribution center in Houston, the Company has additional space within certain Men's Wearhouse stores in the majority of its markets, which function as redistribution facilities for their respective areas. The Company's executive offices in Fremont, California also serve as a redistribution facility for the San Francisco Bay area.

The Company leases and operates 23 long-haul tractors and 45 trailers, which, together with common carriers, ship merchandise from the vendors to the Company's distribution facilities and from the distribution facilities to centrally located stores within each market. The Company also leases 47 smaller van-like trucks, which are used to ship merchandise locally or within a given geographic region.

MANAGEMENT INFORMATION AND TELECOMMUNICATION SYSTEMS

The Company has aggressively pursued the implementation of technology which provides the opportunity for competitive advantage, and which leverages human resources. By implementing a sophisticated management information system, and by integrating it with a highly functional telecommunication system, the Company has effectively managed the operation of its business and its inventory while experiencing substantial growth.

The Company's inventory control systems, including purchase order management, automatic replenishment of basic items, and real-time point of sale, have contributed to enhanced performance and profitability

and to achieving inventory shrinkage rates that are consistently below industry averages. The use of Electronic Data Interchange with several suppliers combined with the use of data warehousing and decision support technologies have substantially leveraged the efforts of the merchandising team, allowing them to reallocate time from simple and repetitive tasks to those requiring more analytical skills.

The Company's voice mail system has enhanced internal communication capabilities. In addition, it has provided an actively used channel for improving customer service, and has contributed to the Company's advertising efforts, giving the Company access to unsolicited customer testimonials.

Due to the dramatic changes in state of the art information technology, both in general and with regard to the retail industry, in mid-1997, the Company commenced an enterprise-wide project to upgrade its information technology, which is designed to increase the efficiency and the future productivity of its operations. In completing these modifications, the Company expects to achieve Year 2000 date conversion compliance. Capital expenditures related to the project are anticipated to be between approximately $12.0 million and $20.0 million. The amount of expenditures related specifically to Year 2000 date conversion compliance are not separable from this amount.

The Company employs technology in several other areas of its operations and intends to continue its pursuit of technologies which will favorably impact performance and/or the delivery of customer service.

COMPETITION

The Company believes that the unit demand for men's tailored clothing has declined. The Company's primary competitors include specialty men's clothing stores, traditional department stores, off-price retailers and manufacturer-owned and independently-owned outlet stores. Over the past several years market conditions have resulted in consolidation of the industry. The Company believes that the principal competitive factors in the men's tailored clothing market are merchandise assortment, quality, price, garment fit, merchandise presentation, store location and customer service. The Company attempts to distinguish itself from its competitors by providing what it believes are the best features of each competing shopping alternative.

The Company believes that strong vendor relationships, its direct sourcing program and the buying power of the Company are the principal factors enabling it to obtain quality merchandise at attractive prices. The Company believes that its vendors rely on the Company's predictable payment record and on the Company's history of honoring all promises, including the Company's promise not to advertise names of labeled and unlabeled designer merchandise, when requested. Certain of the Company's competitors (principally department stores) are larger and have substantially greater financial, marketing and other resources than the Company and there can be no assurance that the Company will be able to compete successfully with them in the future.

SEASONALITY

Like most retailers, the Company's business is subject to seasonal fluctuations. Historically, over 30% of the Company's net sales and approximately 50% of its net earnings have been generated during the fourth quarter of each year. Because of the seasonality of the Company's business, results for any quarter are not necessarily indicative of the results that may be achieved for the full year. See Note 9 of Notes to Consolidated Financial Statements.

TRADEMARKS AND SERVICE MARKS

The Company is the owner in the United States of the trademark and service mark "The Men's Wearhouse(R)", and of federal registrations therefor expiring in 2009 and 2002, respectively, subject to renewal. The Company has also been granted registrations for that trademark and service mark in 36 states (including Texas and California) of the 37 states, plus the District of Columbia, in which it does business and has used those marks. Applications for the most recent states entered are in process. The Company's rights in the "The Men's Wearhouse" mark are a significant part of the Company's business, as the mark has become well

known through the Company's television and radio advertising campaigns. Accordingly, the Company intends to maintain its mark and the related registrations.

The Company is also the owner in the United States of the servicemarks "C&R", "C&R Clothiers", "Walter Pye's" and "NAL". Such marks are used to identify the retail store services of and are the tradenames utilized by the retail clothing stores operated by VPC.

In addition to The Men's Wearhouse, C&R Clothiers and NAL trademarks/service marks, the Company owns or licenses other trademarks/service marks used in the business, principally in connection with the labeling of product purchased through the direct sourcing program.

EMPLOYEES

At January 31, 1998, the Company had approximately 6,000 employees, of whom approximately 5,000 were full-time and approximately 1,000 were part-time employees. Seasonality affects the number of part-time employees as well as the number of hours worked by full-time and part-time personnel. The Company has no collective bargaining agreements.

ITEM 2. PROPERTIES

As of January 31, 1998, the Company operated 396 stores in 37 states and the District of Columbia. The following table sets forth the location, by state, of these Company stores:

<TABLE>
<CAPTION>

<S>	MEN'S WEARHOUSE <C>	VPC <C>
California	83	17
Texas	42	6
Florida	24	--
Michigan	18	--
Illinois	17	--
Ohio	15	--
Washington	13	--
Georgia	11	1
Virginia	11	--
Pennsylvania	10	--
Colorado	9	--
Massachusetts	9	--
Minnesota	9	--
North Carolina	9	--
Indiana	8	--
Maryland	8	--
Tennessee	8	--
Arizona	7	--

Missouri	7	--
Oregon	6	--
Wisconsin	6	--
Connecticut	5	--
Utah	5	--
South Carolina	4	--
Alabama	3	--
Kentucky	3	--
Louisiana	3	1
Nevada	3	--
Oklahoma	3	--
Kansas	2	--
Nebraska	2	--
New Hampshire	2	--
District of Columbia	1	--
Idaho	1	--
Iowa	1	--
Mississippi	1	--
New Jersey	1	--
New Mexico	1	--
Total	371	25

</TABLE>

Men's Wearhouse stores vary in size from approximately 2,800 to 10,800 total square feet (average square footage at January 31, 1998 was 4,779 square feet). Men's Wearhouse stores are primarily located in middle and upper middle income neighborhood strip and specialty retail shopping centers. The Company believes its customers generally prefer to limit the amount of time they spend shopping for men's tailored clothing and seek easily accessible store sites.

Men's Wearhouse stores are designed to further the Company's strategy of facilitating sales while making the shopping experience pleasurable. Men's Wearhouse attempts to create a specialty store atmosphere through effective merchandise presentation and sizing, attractive in-store signs and efficient check-out procedures. Most of the traditional stores have similar floor plans and merchandise presentation to facilitate the shopping experience and sales process. Designer, brand name and private label garments are intermixed, and emphasis is placed on the fit of the garment rather than on a particular label or manufacturer. Each store is staffed with clothing consultants and sales associates and has a tailoring facility with at least one tailor.

VPC stores vary in size from approximately 5,000 to 30,700 total square feet (average square footage at January 31, 1998 was 9,809 square feet).

The Company owns the building that houses one of its stores in Dallas, Texas, and leases the underlying land from certain principal shareholders of the Company. The Company leases the remainder of its stores on terms generally from five to ten years with renewal options at higher fixed rates in most cases. Leases typically provide for percentage rent over sales break points. Additionally, most leases provide for a base rent as well as "triple net charges", including but not limited to common area and maintenance expenses, property taxes, utilities, center promotions and insurance. In certain markets, the Company leases between 1,000 and 5,000 additional square feet in a Men's Wearhouse store to be utilized as a redistribution facility in a geographic area.

The Company purchased land and began construction of two stores in Seattle, Washington and Memphis, Tennessee in 1996. During 1997, the Company sold and leased back these properties on terms similar to those discussed in the preceding paragraph. There was no gain or loss resulting from any of these transactions. The Company may, on a limited basis, enter into similar transactions in the future.

The Company owns a 240,000 square foot facility situated on approximately seven acres of land in Houston, Texas which serves as its principal office, warehouse and distribution facility. Approximately 40,000 square feet of this facility is used as office space for the Company's financial, information technology and merchandising departments with the remaining 200,000 square feet serving as a warehouse and distribution center. During 1996, the Company purchased a six-acre tract lot adjacent to its Houston facility to be used for warehouse and distribution facility expansion. Construction began on the facility in 1997 and is anticipated to be completed with the facility put into service in June 1998. The facility will contain approximately 150,000 square feet comprised of approximately 9,000 square feet of office space with the remaining 141,000 serving as a warehouse and distribution center.

The Company's executive offices are housed in a 35,500 square foot facility owned by the Company, which serves as an office, training and redistribution facility.

The Company also leases a building, situated on one acre in Houston, Texas and used as a supply depot, from certain principal shareholders of the Company. The lease term on this facility runs until August 31, 2005, and is on terms that the Company believes are no less favorable than could be obtained from an independent third party.

During 1997, the Company closed and sold its 12,000 square foot Houston, Texas outlet store due to its proximity to one of the stores acquired from NAL.

ITEM 3. LEGAL PROCEEDINGS

The Company is involved in various routine legal proceedings, including ongoing litigation, incidental to the conduct of its business. Management believes that none of these matters will have a material adverse effect on the financial condition or results of operations of the Company.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year ended January 31, 1998.

PART II

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

The Common Stock is traded on the Nasdaq under the symbol "SUIT." The following table sets forth, on a per share basis for the periods indicated, the high and low sale prices per share for the Common Stock for the two most recent fiscal years as reported by Nasdaq.

<TABLE>
<CAPTION>

<S>	HIGH <C>	LOW <C>
FISCAL YEAR 1996		
First quarter ended May 4, 1996	$38.50	$25.50
Second quarter ended August 3, 1996	37.00	17.00
Third quarter ended November 2, 1996	27.00	18.25
Fourth quarter ended February 1, 1997	28.50	16.25
FISCAL YEAR 1997		
First quarter ended May 3, 1997	$31.00	$23.00
Second quarter ended August 2, 1997	37.63	25.13
Third quarter ended November 1, 1997	41.25	33.50
Fourth quarter ended January 31, 1998	39.75	30.00

</TABLE>

On April 24, 1998, there were approximately 313 holders of record and approximately 3,900 beneficial holders of the Company's Common Stock.

The Company has not paid dividends on its Common Stock and for the foreseeable future intends to retain all its earnings for the future operation and expansion of its business. The Company's Credit Agreement prohibits the payment of cash dividends. See Note 4 of Notes to Consolidated Financial Statements.

ITEM 6. SELECTED FINANCIAL DATA

The following selected statement of earnings and balance sheet information for the fiscal years indicated has been derived from the Company's audited consolidated financial statements. The Company's consolidated financial statements as of February 1, 1997 and January 31, 1998 and for each of the three years in the period ended January 31, 1998 were audited by Deloitte & Touche LLP, independent auditors, whose report thereon appears elsewhere herein. The Selected Financial Data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Consolidated Financial Statements and notes thereto. References herein to years are to the Company's 52- or 53-week fiscal year, which ends on the

Saturday nearest January 31 in the following calendar year. For example, references to "1997" mean the fiscal year ended January 31, 1998. All fiscal years for which financial information is included herein had 52 weeks, except 1995 which had 53 weeks.

<TABLE>
<CAPTION>

	FISCAL YEAR				
	1993	1994	1995	1996	1997
	(DOLLARS AND SHARES IN THOUSANDS, EXCEPT PER SHARE AND PER SQUARE FOOT DATA)				
<S>	<C>	<C>	<C>	<C>	<C>
STATEMENT OF EARNINGS DATA:					
Net sales	$240,394	$317,127	$406,343	$483,547	$631,110
Gross margin	91,766	121,878	157,615	188,366	242,593
Operating income	15,818	22,375	30,606	38,134	51,530
Net earnings	8,739	12,108	16,508	21,143	28,883
Basic earnings per share of common stock(1)(7)	$ 0.49	$ 0.64	$ 0.83	$ 1.01	$ 1.34
Diluted earnings per share of common stock(1)(7)	$ 0.48	$ 0.63	$ 0.82	$ 1.01	$ 1.31
Weighted average shares outstanding(1)(7)	17,768	18,811	19,881	20,903	21,562
Weighted average shares outstanding plus dilutive potential common shares(1)(7)	18,138	19,163	20,226	22,734	23,589
OPERATING INFORMATION:					
Percentage increase in comparable store sales(2)	17.2%	8.4%	6.8%	3.9%	8.5%
Average square footage -- all stores(3)	4,539	4,553	4,687	4,863	5,097
Average sales per square foot of selling space(4)	$ 404	$ 406	$ 416	$ 413	$ 420
Number of stores:					
Open at beginning of the period	143	183	231	278	345
Opened	40	48	48	50	50
Acquired	--	--	--	17	6
Closed	--	--	(1)	--	(5)
Open at end of the period	183	231	278	345	396
Capital expenditures(5)	$ 11,461	$ 23,736	$ 22,538	$ 26,222	$ 27,380

</TABLE>

<TABLE>
<CAPTION>

	JANUARY 29, 1994	JANUARY 28, 1995	FEBRUARY 3, 1996	FEBRUARY 1, 1997	JANUARY 31, 1998
<S>	<C>	<C>	<C>	<C>	<C>
BALANCE SHEET INFORMATION:					
Working capital	$ 42,689	$ 68,078	$ 88,798	$136,837	$182,561
Total assets	112,176	160,494	204,105	295,478	379,415
Long-term debt and capital leases(6)	10,790	24,575	4,250	57,500	57,500
Shareholders' equity	57,867	84,944	136,961	159,129	220,048

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(1) Adjusted to give effect to a 50% stock dividend effected on August 6, 1993 and a 50% stock dividend effected on November 15, 1995.

(2) Comparable store sales data is calculated by excluding the net sales of a store for any month of one period if the store was not open throughout the same month of the prior period.

(3) Average square footage -- all stores is calculated by dividing the total square footage for all stores open at the end of the period by the number of stores open at the end of such period.

(4) Average sales per square foot of selling space is calculated by dividing total selling square footage for all stores open the entire year into total sales for those stores.

(5) Excludes additions to capital lease property in 1993.

(6) January 31, 1998 and February 1, 1997 balances represent the 5 1/4% Convertible Subordinated Notes Due 2003 (see Management's Discussion and Analysis of Financial Condition and Results of Operations -- Liquidity and Capital Resources).

(7) Earnings per share amounts have been restated to reflect adjustments necessary for proper presentation under Statement of Financial Accounting Standards No. 128 "Earnings Per Share" (see Note 2 of Notes to Consolidated Financial Statements).

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

GENERAL

Men's Wearhouse opened its first store in Houston, Texas in August 1973, growing to 143 stores by the end of 1992 and 396 stores by January 31, 1998. This growth has resulted in significant increases in net sales and has also contributed to increased net earnings for the Company.

Generally, new Men's Wearhouse stores contribute toward covering corporate overhead and other indirect costs within three months of opening, depending primarily upon the month within which the store is opened. See "Item 1. Business -- Seasonality." In determining store contribution, the Company considers net sales, cost of sales and other direct store costs, but excludes buying costs, corporate overhead, depreciation and amortization, financing costs and advertising. Expansion is generally continued within a market as long as management believes it will provide profitable incremental sales volume.

The Company currently intends to continue its expansion in new and existing markets and plans to open approximately 50 new traditional stores and a limited number of new VPC stores in 1998. The average cost (excluding telecommunications and point-of-sale equipment and inventory) of opening a new store is expected to be approximately $275,000 to $300,000 for a traditional store in 1998.

In addition to increases in net sales resulting from new stores and acquisitions, the Company has experienced comparable store sales increases in each of the past five years, including an 8.5% increase for 1997.

The Company has closed only six stores in the five years ended January 31, 1998. Generally, in determining whether to close a store, the Company considers the store's historical and projected performance and the continued desirability of the store's location. Store performance is continually monitored and, occasionally, as neighborhoods and shopping areas change, management may determine that it is in the best interest of the Company to close or relocate a store. In 1995, the Company closed one store in California due to substandard performance and the opening of a store at a more attractive alternative location. In 1997, the Company closed two traditional stores in California and two traditional stores in Texas due to substandard performance and/or the proximity of a newly opened store. Also in 1997, after the acquisition of NAL, the Company closed one of its outlet centers due to the proximity of an acquired store.

The following table sets forth the Company's results of operations expressed as a percentage of net sales for the periods indicated:

<TABLE>
<CAPTION>

	FISCAL YEAR		
	1995	1996	1997
<S>	<C>	<C>	<C>
Net sales	100.0%	100.0%	100.0%
Cost of goods sold, including buying and occupancy costs	61.2	61.0	61.6
Gross margin	38.8	39.0	38.4
Selling, general and administrative expenses	31.3	31.1	30.3
Operating income	7.5	7.9	8.1
Interest expense	0.6	0.4	0.3
Earnings before income taxes	6.9	7.5	7.8
Income taxes	2.8	3.1	3.2

Net earnings	4.1%	4.4%	4.6%

</TABLE>

RESULTS OF OPERATIONS

1997 Compared with 1996

The following table presents a breakdown of 1996 and 1997 net sales of the Company by stores open in each of these periods:

STORES	NET SALES 1996	1997	INCREASE
	(IN MILLIONS)		
56 stores opened or acquired in 1997(1)	$ --	$ 46.6	$ 46.6
67 stores opened or acquired in 1996(2)	36.8	103.2	66.4
Stores opened before 1996	446.7	481.3	34.6
Total	$483.5	$631.1	$147.6

----

(1) Sales include $10.6 million attributable to the six NAL stores acquired in May 1997, with the remaining $36.0 million attributable to the 50 Men's Wearhouse stores opened in 1997.

(2) Sales include $0.9 million and $23.4 million for 1996 and 1997, respectively, attributable to the 17 C&R stores acquired in 1996, with the remaining $35.9 million and $79.8 million for 1996 and 1997, respectively, attributable to the 50 Men's Wearhouse stores opened in 1996.

The Company's net sales increased $147.6 million, or 30.5%, to $631.1 million for 1997 due primarily to sales resulting from the increased number of stores and increased sales at existing stores. Comparable store sales (which are calculated by excluding the net sales of a store for any month of one period if the store was not open throughout the same month of the prior period) increased 8.5% from 1996. The comparable store sales increase for 1997 does not include sales from the VPC stores. Acquired VPC stores accounted for $33.1 million of the sales increase for 1997.

Gross margin increased $54.2 million, or 28.8%, to $242.6 million in 1997. As a percentage of sales, gross margin decreased from 39.0% in 1996 to 38.4% in 1997. This decline in gross margin predominantly resulted from the operations of VPC stores, which have a lower product margin than traditional Men's Wearhouse stores; however, this decline was partially offset by an increase in the gross margin percentage for the traditional Men's Wearhouse stores, primarily due to a decrease in occupancy costs and product costs as a percentage of sales.

Selling, general and administrative ("SG&A") expenses decreased, as a percentage of sales, from 31.1% in 1996 to 30.3% in 1997, while SG&A expenditures increased by $40.8 million to $191.1 million. On an absolute dollar basis, the principal components of SG&A expenses increased primarily due to the Company's growth. The decrease in SG&A expenses as a percentage of sales was related primarily to the operations of VPC stores, which have lower operating costs than traditional stores, and the impact of traditional store comparable sales increases. Advertising expense decreased from 6.4% to 6.0% of net sales and store salaries decreased from 12.4% to 12.1% of net sales; other SG&A expenses decreased from 12.3% to 12.2% of net sales.

Interest expense, net of interest income, increased from $2.1 million in 1996 to $2.4 million in 1997. Weighted average borrowings outstanding increased $3.1 million from the prior year to $57.7 million in 1997, while the weighted average interest rates on outstanding indebtedness increased from 6.2% to 6.3%. Interest expense associated with the 5 1/4% Convertible Subordinated Notes (the "Notes") was offset by interest income of $1.3 million in 1997 and $1.2 million in 1996 resulting from the investment of excess cash.

The Company's effective income tax rate for the year ended January 31, 1998 was 41.3% and remained unchanged from the prior year. The effective tax rate was higher than the statutory federal rate of 35% primarily due to the effect of state income taxes and the nondeductibility of a portion of meal and entertainment expenses. This, combined with the factors discussed above, resulted in 1997 net earnings of $28.9 million, or 4.6%, of net sales, compared with 1996 net earnings of $21.1 million, or 4.4% of net sales.

1996 Compared with 1995

The following table presents a breakdown of 1995 and 1996 net sales of the Company by stores open in each of these periods:

<TABLE>
<CAPTION>

STORES	NET SALES 1995	1996	INCREASE
	(IN MILLIONS)		
67 stores opened or acquired in 1996(1)	$ --	$ 36.8	$36.8
48 stores opened in 1995	30.8	65.9	35.1
Stores opened before 1995	375.5	380.8	5.3
Total	$406.3	$483.5	$77.2

</TABLE>

- ---------------

(1) Sales include $0.9 million attributed to the 17 C&R stores acquired on January 17, 1997, with the remaining $35.9 million being attributable to the 50 Men's Wearhouse stores opened in 1996.

Net sales in 1996 increased $77.2 million, or 19.0%, compared with 1995 primarily due to the increased number of stores and increased sales at existing stores. Comparable store sales increased 3.9% from 1995. The comparable store sales increase for 1996 does not include sales from the VPC stores.

Gross margin increased by $30.8 million in 1996, and increased as a percentage of sales from 38.8% in 1995 to 39.0% in 1996. The improvement in gross margin as a percentage of sales resulted from a decrease in product costs and alteration costs as a percentage of sales, partially offset by an increase in occupancy costs as a percentage of sales, principally due to an increase in the average square footage per store.

The Company's SG&A expenses increased by $23.2 million between 1995 and 1996. All the principal components of SG&A expenses increased primarily due to the Company's growth. As a percentage of net sales, SG&A expenses decreased from 31.3% to 31.1%. Advertising expense decreased from 6.7% to 6.4% of net sales and store salaries decreased from 13.0% to 12.4% of net sales, while other SG&A expenses increased from 11.5% to 12.3% of net sales.

Interest expense, net of interest income, decreased from $2.5 million in 1995 to $2.1 million in 1996. Weighted average borrowings outstanding increased from $31.6 million in 1995 to $54.6 million in 1996, while the weighted average interest rates on outstanding indebtedness decreased from 8.3% to 6.2%. The effective interest rate includes commitment fees paid pursuant to the then existing credit agreement under which indebtedness was outstanding for only a portion of the first quarter of 1996. Interest expense associated with the 5 1/4% Convertible Subordinated Notes was offset by interest income of $1.2 million resulting from the investment of excess cash from the sale of Notes in short-term securities in 1996.

The Company's 1996 effective tax rate of 41.3% was relatively unchanged from the 41.2% effective rate for 1995. This, combined with the factors discussed above, resulted in 1996 net earnings of $21.1 million, or 4.4% of net sales, as compared to 1995 net earnings of $16.5 million, or 4.1% of net sales.

LIQUIDITY AND CAPITAL RESOURCES

In August 1995, the Company issued 1,725,000 shares of Common Stock for net proceeds of $34.7 million. The Company used the proceeds from such offering to reduce indebtedness under its revolving credit facilities. In July 1997, the Company issued 1,000,000 shares of Common Stock for net proceeds of $30.0 million. The Company used the proceeds from such offering to fund its continued expansion and upgrade its information technology infrastructure. The remaining cash has been invested in short-term securities and will be used to fund the

Company's continued expansion and to upgrade its information technology, with any remaining proceeds used to minimize indebtedness under the Company's credit agreement.

In March 1996, the Company issued $57.5 million of 5 1/4% Convertible Subordinated Notes due 2003. The Notes are convertible into Common Stock at a conversion price of $34.125 per share. A portion of the net

proceeds from the Notes was used to repay outstanding indebtedness under the then existing credit agreement and the balance has been invested in new stores, the acquisition of C&R and Walter Pye's, licenses, trademarks, short-term interest bearing securities or otherwise used to minimize borrowings under the then existing credit agreement. Interest on the Notes is payable semi-annually on March 1 and September 1 of each year.

In June 1997, the Company entered into a new revolving credit agreement with its bank group (the "Credit Agreement") which replaced a previously existing credit facility. The Credit Agreement provides for borrowing of up to $125 million through April 30, 2002. As of January 31, 1998, there was no indebtedness outstanding under the Credit Agreement.

Advances under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, (i) the agent's prime rate or (ii) the reserve adjusted LIBOR rate plus an interest rate margin varying between .875% to 1.375%. The Credit Agreement provides for fees applicable to unused commitments of .125% to .275%.

The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain a minimum amount of Consolidated Net Worth (as defined). The Company is also required to maintain certain debt to cash flow, cash flow coverage and current ratios and must keep its average store inventories below certain specified amounts. In addition, the Credit Agreement limits additional indebtedness, creation of liens, Restrictive Payments (as defined) and Investments (as defined). The Credit Agreement also prohibits payment of cash dividends on the Common Stock of the Company. The Credit Agreements permits, with certain limitations, the Company to merge or consolidate with another company, sell or dispose of its property, make acquisitions, issue options or enter into transactions with affiliates. The Company is in compliance with the covenants in the Credit Agreement.

The Company's primary sources of working capital are cash flow from operations, proceeds from the sale of the Notes discussed above, and borrowings under the Credit Agreement. The Company had working capital of $88.8 million, $136.8 million and $182.6 million at the end of 1995, 1996 and 1997, respectively. Historically, the Company's working capital has been at its lowest level in January and February, and has increased through November as inventory buildup is financed with both short-term and long-term borrowings in preparation for the fourth quarter selling season. In 1995, as inventories were reduced by sales in December and January, working capital was also reduced as the net proceeds from these sales were used to reduce outstanding long-term borrowings under the then existing credit agreement. In 1996 and 1997 cash generated by December and January sales resulted in larger cash balances as no amount has been outstanding under credit agreements with banks after the sale of the Notes in March 1996.

Net cash provided by operating activities amounted to $9.4 million, $19.8, and $28.9 in 1995, 1996, and 1997, respectively. These amounts primarily represent net earnings plus depreciation and amortization and increases in current liabilities, offset by increases in inventories and other current assets. The increase in inventories of $28.6 million in 1995, $27.3 million in 1996 and $39.3 million in 1997 resulted from the addition of inventory for new and acquired stores and stores expected to be opened shortly after the year-end, backstocking and the purchase of fabric used in the direct sourcing of inventory.

Capital expenditures totaled $22.5 million, $26.2 million and $27.4 million in 1995, 1996 and 1997, respectively. The following table details capital expenditures (in millions):

<TABLE>
<CAPTION>

<S>	1995 <C>	1996 <C>	1997 <C>
New store construction	$11.1	$13.6	$ 9.1
Information technology	5.0	5.5	5.9
Distribution facilities	--	0.7	4.2

Relocation and remodeling of existing stores	3.7	3.9	5.0
Other	2.7	2.5	3.2
Total	$22.5	$26.2	$27.4

</TABLE>

Property additions relating to new stores include stores in various stages of completion at the end of the fiscal year (two stores at the end of 1995, eight stores at the end of 1996 and three stores at the end of 1997). New store construction costs is net of $1.2 million and $2.8 million in 1996 and 1997, respectively, related to proceeds from sale and lease back transactions.

The Company acquired certain assets in connection with various transactions including, but not limited to, trademarks, tradenames, customer lists, non-compete agreements and license agreements, for $12.0 million in 1996 and $4.6 million in 1997.

Net cash provided by financing activities amounted to $14.4 million, $50.0 million and $28.8 million in 1995, 1996 and 1997, respectively. Cash provided by financing activities includes the net proceeds of the public offering of Common Stock of $34.7 million in 1995, proceeds from the sale of Notes of $55.5 million in 1996 (net of $2.0 million in related costs), and the net proceeds of the public offering of Common Stock of $30.0 million in 1997, as well as borrowings under the Company's revolving credit facilities in 1995 and 1996. Cash used in financing activities is principally comprised of repayments of amounts outstanding under the Company's revolving credit facilities in 1995 and 1996.

The Company's primary cash requirements are to finance working capital increases and fund capital expenditure requirements anticipated to be between approximately $35.0 million and $40.0 million for 1998. This amount includes the anticipated costs of opening approximately 50 new traditional stores and a limited number of new VPC stores in 1998 at an expected average cost per store of approximately $275,000 to $300,000 for a traditional store (excluding telecommunications and point-of-sale equipment and inventory). The balance of the capital expenditures for 1998 will be used for telecommunications, point-of-sale and other computer equipment, for store remodeling and expansion and for warehouse expansion. The Company anticipates that each of the approximately 50 new traditional stores will require, on average, an initial inventory costing approximately $500,000 (subject to the same seasonal patterns affecting inventory at all stores), which will be funded by the Company's revolving credit facility, trade credit and cash from operations. The actual amount of future capital expenditures and inventory purchases will depend in part on the number of new stores opened and the terms on which new stores are leased. Additionally, the continuing consolidation of the men's tailored clothing industry and recent financial difficulties of significant menswear retailers may present the Company with opportunities to acquire retail chains significantly larger than the Company's past acquisitions. Any such acquisitions may be undertaken as an alternative to opening new stores. The Company has recently received, and from time to time in the past has received, inquiries concerning its interest in possible acquisitions and has requested information with respect thereto. The Company may use cash on hand, together with its cash flow from operations, borrowings under the Credit Agreement and issues of equity securities, to take advantage of significant acquisition opportunities.

The Company anticipates that its existing cash and cash flow from operations, supplemented by borrowings under the Credit Agreement, will be sufficient to fund its planned store openings, other capital expenditures and operating cash requirements for at least the next 12 months.

In connection with the Company's direct sourcing program, the Company may enter into purchase commitments that are denominated in a foreign currency. The Company generally enters into forward exchange contracts to reduce the risk of currency fluctuations related to such commitments. The majority of the forward exchange contracts are with one financial institution. Therefore, the Company is exposed to credit risk in the event of nonperformance by this party. However, due to the creditworthiness of this major financial institution, full performance is anticipated. The Company may also be exposed to market risk as a result of changes in foreign exchange rates. This market risk should be substantially offset by changes in the valuation of the underlying transactions being hedged.

IMPACT OF NEW ACCOUNTING PRONOUNCEMENTS

In June 1997, the Financial Accounting Standards Board issued Statement No. 130, "Reporting Comprehensive Income" ("SFAS 130") and Statement No. 131, "Disclosures about Segments of an Enterprise and Related Information" ("SFAS 131") both of which are effective for fiscal years beginning after December 15, 1997. SFAS 130 establishes standards for the reporting and display of comprehensive

income and its components. SFAS 131 establishes standards for reporting information about operating segments and related disclosures about products and services, geographic areas and major customers. These statements have no effect on the Company's 1997 financial disclosure; however, management is evaluating what, if any, additional disclosures may be required when these statements are implemented.

YEAR 2000

In mid-1997, the Company commenced an enterprise-wide project to upgrade its information technology, which is designed to increase the efficiency and the future productivity of its operations. In completing these modifications, the Company expects to achieve Year 2000 date conversion compliance. Capital expenditures related to the project are anticipated to be between approximately $12.0 million and $20.0 million. The amount of expenditures related specifically to Year 2000 date conversion compliance are not separable from this amount. The Company expects that all of its business systems will be Year 2000 compliant by mid-1999. The Company does not anticipate that the cost will have a material effect on the Company's consolidated financial position or results of operations in any given year. However, no assurances can be given that the Company will be able to completely identify or address all Year 2000 compliance issues, or that third parties with whom the Company does business will not experience system failures as a result of the Year 2000 issue, nor can the Company fully predict the consequences of noncompliance.

FORWARD-LOOKING STATEMENTS

Certain statements made herein and in other public filings and releases by the Company contain "forward-looking" information (as defined in the Private Securities Litigation Reform Act of 1995) that involve risk and uncertainty. These forward-looking statements may include, but are not limited to, future sales, earnings, margins, costs, number and costs of store openings, demand for men's clothing, market trends in the retail men's clothing business, currency fluctuations, inflation and various economic and business trends. Forward-looking statements may be made by management orally or in writing, including but not limited to, this Management's Discussion and Analysis of Financial Condition and Results of Operations section and other sections of the Company's filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934 and the Securities Act of 1933.

Actual results and trends in the future may differ materially depending on a variety of factors including, but not limited to, domestic economic activity and inflation, the Company's successful execution of internal operating plans and new store and new market expansion plans, performance issues with key suppliers, foreign currency fluctuations, government export and import policies and legal proceedings. Future results will also be dependent upon the ability of the Company to continue to identify and complete successful expansions and penetrations into existing and new markets and its ability to integrate such expansions with the Company's existing operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

INDEPENDENT AUDITORS' REPORT

Board of Directors and Shareholders
The Men's Wearhouse, Inc.
Houston, Texas

We have audited the accompanying consolidated balance sheets of The Men's Wearhouse, Inc. and its subsidiaries (the "Company") as of February 1, 1997 and January 31, 1998, and the related consolidated statements of earnings, shareholders' equity, and cash flows for each of the three years in the period ended January 31, 1998. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of the Company and its subsidiaries as of February 1, 1997 and January 31, 1998, and the results of their operations and their cash flows for each of the three years in the period ended January 31, 1998 in conformity with generally accepted accounting principles.

DELOITTE & TOUCHE LLP

Houston, Texas
March 3, 1998

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(IN THOUSANDS, EXCEPT SHARES)

ASSETS

<TABLE>
<CAPTION>

	FEBRUARY 1, 1997	JANUARY 31, 1998
<S>	<C>	<C>
CURRENT ASSETS:		
Cash	$ 34,113	$ 59,883
Inventories	164,140	203,390
Other current assets	10,051	14,297
Total current assets	208,304	277,570
PROPERTY AND EQUIPMENT:		
Land	3,231	2,447
Buildings	7,978	11,631
Leasehold improvements	43,518	52,386
Furniture, fixtures and equipment	56,324	67,036
	111,051	133,500
Less accumulated depreciation and amortization	(40,029)	(52,234)
Net property and equipment	71,022	81,266
OTHER ASSETS, NET	16,152	20,579
TOTAL	$295,478	$379,415

LIABILITIES AND SHAREHOLDERS' EQUITY

	FEBRUARY 1, 1997	JANUARY 31, 1998
CURRENT LIABILITIES:		
Accounts payable	$ 38,089	$ 51,817
Accrued expenses	24,742	33,408
Income taxes payable	8,194	9,765
Other current liabilities	442	19
Total current liabilities	71,467	95,009
LONG-TERM DEBT	57,500	57,500
OTHER LIABILITIES	7,382	6,858
Total liabilities	136,349	159,367
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY:		
Preferred stock, $.01 par value, 2,000,000 shares authorized, none issued	--	--
Common stock, $.01 par value, 50,000,000 shares authorized, 21,012,750 and 22,131,068 shares issued	210	221
Capital in excess of par	78,182	109,969
Retained earnings	81,316	110,199

Total	159,708	220,389
Treasury stock, 91,294 and 53,735 shares at cost	(579)	(341)
Total shareholders' equity	159,129	220,048
TOTAL	$295,478	$379,415

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF EARNINGS
FOR THE YEARS ENDED FEBRUARY 3, 1996,
FEBRUARY 1, 1997 AND JANUARY 31, 1998
(IN THOUSANDS, EXCEPT PER SHARE DATA)

<TABLE>
<CAPTION>

	FISCAL YEAR		
	1995	1996	1997
<S>	<C>	<C>	<C>
Net sales	$406,343	$483,547	$631,110
Cost of goods sold, including buying and occupancy costs	248,728	295,181	388,517
Gross margin	157,615	188,366	242,593
Selling, general and administrative expenses	127,009	150,232	191,063
Operating income	30,606	38,134	51,530
Interest expense (net of interest income of $93, $1,237 and $1,275, respectively)	2,518	2,146	2,366
Earnings before income taxes	28,088	35,988	49,164
Provision for income taxes	11,580	14,845	20,281
Net earnings	$ 16,508	$ 21,143	$ 28,883
Net earnings per share:			
Basic	$ .83	$ 1.01	$ 1.34
Diluted	$ .82	$ 1.01	$ 1.31
Weighted average shares outstanding:			
Basic	19,881	20,903	21,562
Diluted	20,226	22,734	23,589

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
FOR THE YEARS ENDED FEBRUARY 3, 1996,
FEBRUARY 1, 1997 AND JANUARY 31, 1998
(IN THOUSANDS, EXCEPT SHARES)

<TABLE>
<CAPTION>

	COMMON STOCK	CAPITAL IN EXCESS OF PAR	RETAINED EARNINGS	TREASURY STOCK	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>
BALANCE -- January 28, 1995	$128	$ 42,084	$ 43,665	$(933)	$ 84,944
Net earnings	--	--	16,508	--	16,508
Common stock issued in public Offering -- 1,725,000 shares	11	34,657	--	--	34,668

Stock dividend -- 50%...............	69	(69)	--	--	--
Common stock issued upon exercise of stock options -- 118,319 shares...	1	456	--	--	457
Common stock withheld to satisfy tax Withholding liabilities of Optionees -- 42,356 shares......	--	(692)	--	--	(692)
Tax benefit recognized upon exercise of stock options..................	--	576	--	--	576
Treasury stock issued to profit sharing plan -- 33,708 shares.....	--	287	--	213	500
BALANCE -- February 3, 1996...........	209	77,299	60,173	(720)	136,961
Net earnings.........................	--	--	21,143	--	21,143
Common stock issued upon exercise of stock options -- 123,058 shares...	1	713	--	--	714
Common stock withheld to satisfy tax Withholding liabilities of Optionees -- 43,538 shares......	--	(1,415)	--	--	(1,415)
Tax benefit recognized upon exercise of stock options..................	--	1,101	--	--	1,101
Treasury stock issued to profit sharing plan -- 22,124 shares.....	--	484	--	141	625
BALANCE -- February 1, 1997...........	210	78,182	81,316	(579)	159,129
Net earnings.........................	--	--	28,883	--	28,883
Common stock issued in public Offering -- 1,000,000 shares......	10	29,951	--	--	29,961
Common stock issued upon exercise of stock options -- 102,353 shares...	1	1,409	--	--	1,410
Common stock withheld to satisfy tax Withholding liabilities of Optionees -- 56,587 shares........	--	(1,949)	--	--	(1,949)
Tax benefit recognized upon exercise of stock options..................	--	1,614	--	--	1,614
Treasury stock issued to profit sharing plan -- 37,559 shares.....	--	762	--	238	1,000
BALANCE -- January 31, 1998...........	$221	$109,969	$110,199	$(341)	$220,048

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED FEBRUARY 3, 1996,
FEBRUARY 1, 1997 AND JANUARY 31, 1998
(IN THOUSANDS)

<TABLE>
<CAPTION>

	1995	1996	1997
<S>	<C>	<C>	<C>
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net earnings..	$ 16,508	$ 21,143	$ 28,883
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization.......................	9,436	12,563	16,802
Deferred tax provision (benefit)....................	381	(1,093)	(3,562)
Increase in inventories.............................	(28,609)	(27,343)	(39,250)
(Increase) decrease in other current assets..........	425	(3,083)	(1,207)
Increase in accounts payable and accrued expenses....	7,836	13,138	24,089
Increase in income taxes payable....................	2,742	4,019	3,185
Increase (decrease) in other liabilities............	717	455	(2)
Net cash provided by operating activities.......	9,436	19,799	28,938
CASH FLOWS FROM INVESTING ACTIVITIES:			
Capital expenditures..................................	(22,538)	(26,222)	(27,380)
Investment in trademarks, tradenames and other intangibles...	--	(11,972)	(4,557)
Net cash used in investing activities...........	(22,538)	(38,194)	(31,937)

CASH FLOWS FROM FINANCING ACTIVITIES:			
Proceeds from issuance of common stock	35,125	714	31,371
Bank borrowings	46,820	18,750	--
Principal payments on bank debt	(66,070)	(23,000)	--
Net proceeds from debt offering	--	55,500	--
Principal payments under capital lease obligations	(763)	(588)	(423)
Payments of deferred loan costs	--	--	(230)
Tax payments related to options exercised	(692)	(1,415)	(1,949)
Net cash provided by financing activities	14,420	49,961	28,769
INCREASE IN CASH	1,318	31,566	25,770
CASH:			
Beginning of period	1,229	2,547	34,113
End of period	$ 2,547	$ 34,113	$ 59,883
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Cash paid during the year for:			
Interest	$ 2,788	$ 2,145	$ 2,877
Income taxes	$ 8,474	$ 11,919	$ 20,657
SUPPLEMENTAL SCHEDULE OF NONCASH INVESTING AND FINANCING ACTIVITIES:			
Additional paid in capital resulting from tax benefit recognized upon exercise of stock options	$ 576	$ 1,101	$ 1,614
Treasury stock contributed to profit sharing plan	$ 500	$ 625	$ 1,000

</TABLE>

The accompanying notes are an integral part of these consolidated financial statements.

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Business -- The Men's Wearhouse, Inc. (the "Company") is an off-price specialty retailer of men's tailored business attire. The Company follows the standard fiscal year of the retail industry, which is a 52-53 week period ending on the Saturday closest to January 31. Fiscal year 1995 ended on February 3, 1996, fiscal year 1996 ended on February 1, 1997, and fiscal year 1997 ended on January 31, 1998. Each of these fiscal years included 52 weeks, except for 1995 which was a 53 week year.

Principles of Consolidation -- The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation.

Use of Estimates -- The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents -- For purposes of the statement of cash flows, the Company considers all highly liquid investments with maturities of three months or less as cash equivalents.

Inventories -- Inventories are valued at the lower of cost or market, with cost determined on the retail first-in, first-out (FIFO) method.

Property and Equipment -- Property and equipment are stated at cost. Normal repairs and maintenance costs are charged to earnings as incurred and additions and major improvements are capitalized. The cost of assets retired or otherwise disposed of and the related allowances for depreciation are eliminated from the accounts in the year of disposal and the resulting gain or loss is credited or charged to earnings. The Company computes depreciation using the straight-line method. The estimated useful lives used in computing depreciation generally range from 20 to 25 years for buildings, three to eight years for furniture, fixtures and equipment and eight years for leasehold improvements.

New Store Costs -- Promotion and other costs associated with the opening of new stores are expensed as incurred.

Stock Based Compensation -- As permitted by Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS No. 123"), the Company accounts for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees." Accordingly, no compensation expense has been recognized for the Company's employee stock option plans. The disclosures required by SFAS No. 123 are included in Note 6.

Derivative Financial Instruments -- The Company enters into foreign currency forward exchange contracts to hedge against foreign exchange risks associated with certain firmly committed, and certain other probable, but not firmly committed, inventory purchase transactions that are denominated in a foreign currency. Gains and losses associated with these contracts are accounted for as part of the underlying inventory purchase transactions.

2. EARNINGS PER SHARE

During 1997, the Company adopted SFAS No. 128, "Earnings per Share." The statement requires a dual presentation of basic and diluted earnings per share ("EPS") data and restatement of all prior period EPS. Basic EPS is computed using the weighted average number of common shares outstanding during the period and net earnings. Diluted EPS gives effect to the potential dilution which would have occurred if additional

shares were issued for (i) stock options exercised under the treasury stock method and (ii) conversion of the convertible debt, with net earnings adjusted for interest expense associated with the convertible debt. The following table reconciles the earnings and shares used in the basic and diluted EPS computations (adjusted to give effect to a 50% stock dividend effected on November 15, 1995) (in thousands, except per share amounts):

<TABLE>
<CAPTION>

	FISCAL YEAR		
	1995	1996	1997
<S>	<C>	<C>	<C>
Basic EPS:			
Net earnings	$16,508	$21,143	$28,883
Weighted average number of common shares outstanding	19,881	20,903	21,562
Basic EPS	$ 0.83	$ 1.01	$ 1.34
Diluted EPS:			
Net earnings	$16,508	$21,143	$28,883
Interest on Notes, net of taxes	--	1,777	1,943
As adjusted	$16,508	$22,920	$30,826
Weighted average number of common shares outstanding	19,881	20,903	21,562
Assumed exercise of stock options	345	290	342
Assumed conversion of Notes	--	1,541	1,685
As adjusted	20,226	22,734	23,589
Diluted EPS	$ 0.82	$ 1.01	$ 1.31

</TABLE>

3. ACCRUED EXPENSES

Accrued expenses consist of the following (in thousands):

<TABLE>
<CAPTION>

	FEBRUARY 1, 1997	JANUARY 31, 1998
Sales, payroll and property tax payable	$ 4,275	$ 6,567
Accrued salary, bonus and vacation	7,047	9,773
Other	13,420	17,068
Total	$24,742	$33,408

4. LONG-TERM DEBT

In June 1997, the Company entered into a new revolving credit agreement with its bank group ("the Credit Agreement"). The Credit Agreement provides for borrowing of up to $125 million through April 30, 2002 and replaced a previously existing credit facility for $100 million. As of January 31, 1998, there was no indebtedness outstanding under the Credit Agreement.

Advances under the Credit Agreement bear interest at a rate per annum equal to, at the Company's option, (i) the agent's prime rate or (ii) the reserve adjusted LIBOR rate plus an interest rate margin varying between .875% to 1.375%. The Credit Agreement provides for fees applicable to unused commitments of .125% to .275%. Total commitment fees related to the Credit Agreement were $0.1 million in 1995, 1996 and 1997.

The Credit Agreement contains certain restrictive and financial covenants, including the requirement to maintain a minimum amount of Consolidated Net Worth (as defined). The Company is also required to maintain certain debt to cash flow, cash flow coverage and current ratios and must keep its average store

inventories below certain specified amounts. In addition, the Credit Agreement limits additional indebtedness, creation of liens, Restrictive Payments (as defined) and Investments (as defined). The Credit Agreement also prohibits payment of cash dividends on the Common Stock of the Company. The Credit Agreements permits, with certain limitations, the Company to merge or consolidate with another company, sell or dispose of its property, make acquisitions, issue options or enter into transactions with affiliates. The Company is in compliance with the covenants in the Credit Agreement.

In March 1996, the Company sold $57.5 million of 5 1/4% Convertible Subordinated Notes due 2003 (the "Notes"). The Notes are convertible at any time through March 1, 2003, unless previously redeemed into Common Stock at a conversion price of $34.125 per share. A portion of the net proceeds from the Notes was used to repay outstanding indebtedness under the then existing credit agreement and the remainder was invested in new stores, the acquisition of C&R and Walter Pye's, licenses, trademarks and short-term interest bearing securities. Interest on the Notes is payable semi-annually on March 1 and September 1 of each year. The Notes are redeemable at the option of the Company, in whole or in part, on or after March 1, 1998 initially at 103.5% of the face amount and thereafter at prices declining to 100% at maturity. As of January 31, 1998, the fair value of the Notes was $68.4 million based on the quoted market price.

5. INCOME TAXES

The provision for income taxes consists of the following (in thousands):

	FISCAL YEAR 1995	1996	1997
Current tax expense:			
Federal	$ 9,266	$13,410	$19,881
State	1,933	2,528	3,962
Deferred tax expense (benefit):			
Current	(1,007)	(1,750)	(3,039)
Noncurrent	1,388	657	(523)
Total	$11,580	$14,845	$20,281

======= ======= =======

</TABLE>

A reconciliation of the statutory federal income tax rate to the Company's effective tax rate is as follows:

<TABLE>
<CAPTION>

	FISCAL YEAR		
	1995	1996	1997
Federal statutory rate	35%	35%	35%
State income taxes, net of federal benefit	4	5	5
Other	2	1	1
	41%	41%	41%

</TABLE>

At February 1, 1997, the Company had net deferred tax assets of $1.2 million with $3.5 million classified as other current assets and $2.3 million classified as other liabilities (noncurrent). At January 31, 1998, the Company had net deferred tax assets of $4.8 million with $6.5 million classified as other current assets and $1.7 million classified as other liabilities (noncurrent). No valuation allowance was required for the deferred

tax assets. Total deferred tax assets and liabilities and the related temporary differences as of February 1, 1997 and January 31, 1998 were as follows (in thousands):

<TABLE>
<CAPTION>

	FEBRUARY 1, 1997	JANUARY 31, 1998
Deferred tax assets:		
Accrued rent and other expenses	$3,400	$4,775
Accrued compensation	683	1,148
Accrued markdowns	1,356	2,511
Other	557	502
	5,996	8,936
Deferred tax liabilities:		
Capitalized inventory costs	(1,225)	(1,193)
Property and equipment capitalization	(3,103)	(2,461)
Other	(449)	(501)
	(4,777)	(4,155)
Net deferred tax assets	$1,219	$4,781

</TABLE>

6. CAPITAL STOCK, STOCK OPTIONS AND BENEFIT PLANS

In August 1995 and July 1997, the Company sold 1,725,000 shares and 1,000,000 shares of Common Stock, respectively, with net proceeds to the Company of $34.7 million and $30.0 million, respectively. In addition, the Company effected a 50% stock dividend in November 1995. All share and per share amounts reflected in the financial statements give retroactive effect to the stock dividend.

The Company has adopted the 1992 Stock Option Plan ("1992 Plan") which, as amended, provides for the grant of options to purchase up to 714,338 shares of the Company's common stock to full-time key employees (excluding certain officers), the 1996 Stock Option Plan ("1996 Plan") which provides for the grant of options to purchase up to 750,000 shares of the Company's common stock to full-time key employees (excluding certain officers), and the 1998 Key Employee Stock Option Plan ("1998 Plan") which provides for the grant of options to purchase up to 500,000 shares of the Company's Common Stock to full-time key employees (excluding certain officers). Each of the plans will expire at the end of ten years and no option may be granted pursuant to the plans after the expiration date. In fiscal 1992, the Company also adopted a Non-Employee Director Stock Option Plan ("Director Plan") which, as amended, provides for the grant of options to purchase up to 45,000 shares of the Company's common stock to non-employee directors of the Company. Options granted under these plans must be exercised within ten years of the date of grant.

Generally, options granted under the 1992 Plan, 1996 Plan and 1998 Plan vest at the rate of 1/3 of the shares covered by the grant on each of the first three anniversaries of the date of grant and may not be issued at a price less than 50% of the fair market value of the Company's stock on the date of grant. However, a significant portion of options granted under these Plans vest annually in varying increments over a period from one to ten years. Options granted under the Director Plan vest one year after the date of grant and are issued at a price equal to the fair market value of the Company's stock on the date of grant.

In connection with an employment agreement entered into in January 1991 with an officer of the Company, that officer was granted options to acquire 531,135 shares of common stock of the Company at a price of $2.35 per share. Among other things, the employment agreement provides that upon the exercise of any of these options, the Company will pay the officer an amount which, after the payment of income taxes by the officer on such amount, will equal the $2.35 per share purchase price for the shares purchased upon exercise of the options. The Company recognized compensation expense as the options vested. The officer

exercised 73,769 options in 1995, 73,768 options in 1996 and 73,769 options in 1997. As of January 31, 1998, all stock options granted in connection with this employment agreement have been exercised.

The following table is a summary of the Company's stock option activity:

<TABLE>
<CAPTION>

<S>	<C> SHARES UNDER OPTION	<C> WEIGHTED AVERAGE EXERCISE PRICE	<C> OPTIONS EXERCISABLE
Options outstanding, January 28, 1995	686,840	$ 8.35	129,300
Granted	133,675	21.85	
Exercised	(118,319)	3.97	
Forfeited	(7,650)	13.48	
Options outstanding, February 3, 1996	694,546	$11.64	318,352
Granted	362,000	23.67	
Exercised	(123,058)	5.24	
Forfeited	(3,025)	17.79	
Options outstanding, February 1, 1997	930,463	$17.15	346,288
Granted	427,250	31.68	
Exercised	(176,122)	7.48	
Forfeited	(5,403)	21.40	
Options outstanding, January 31, 1998	1,176,188	$23.85	346,907

</TABLE>

Grants of stock options outstanding as of January 31, 1998 are summarized as follows:

<TABLE>
<CAPTION>

	OPTIONS OUTSTANDING			OPTIONS EXERCISABLE	
RANGE OF	NUMBER	WEIGHTED-AVERAGE REMAINING CONTRACTUAL	WEIGHTED-AVERAGE EXERCISE	NUMBER	WEIGHTED-AVERAGE EXERCISE

EXERCISE PRICES	OUTSTANDING	LIFE	PRICE	EXERCISABLE	PRICE
$ 5.78 to 14.83	265,941	5.9 years	12.45	209,441	12.72
14.83 to 26.63	522,997	8.6 years	23.42	137,466	23.34
26.63 to 36.38	387,250	9.9 years	32.28	--	--
$ 5.78 to 36.38	1,176,188		$23.85	346,907	$16.93

As of January 31, 1998, 647,507 options were available for grant under existing plans and 1,823,695 shares of common stock were reserved for future issuance, of which 500,000 shares pertain to the 1998 Plan.

The difference between the option price and the fair market value of the Company's common stock on the dates that options for 118,319, 123,058 and 176,122 shares of common stock were exercised during 1995, 1996 and 1997, respectively, resulted in a tax benefit to the Company of $0.6 million in 1995, $1.1 million in 1996 and $1.6 million in 1997, which has been recognized as additional capital in excess of par. In addition, the Company withheld 42,356 shares, 43,538 shares and 56,587 shares, respectively, of such common stock for withholding payments made to satisfy the optionees' income tax liabilities resulting from the exercises.

The Company has adopted the disclosure-only provisions of SFAS No. 123 and continues to apply APB Opinion 25 and related Interpretations in accounting for the stock option plans. Accordingly, no compensation cost has been recognized in the accompanying consolidated financial statements for the stock option plans. Had the Company elected to apply the accounting standards of SFAS No. 123, the Company's net earnings and net earnings per share would have approximated the pro forma amounts indicated below (in thousands, except per share data):

	1995	1996	1997
Net earnings			
As reported	$16,508	$21,143	$28,883
Pro forma	$16,127	$20,586	$27,885
Earnings per share			
As reported:			
Basic	$ 0.83	$ 1.01	$ 1.34
Diluted	$ 0.82	$ 1.01	$ 1.31
Pro forma:			
Basic	$ 0.81	$ 0.98	$ 1.29
Diluted	$ 0.80	$ 0.98	$ 1.26

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model which resulted in a weighted-average fair value of $4.28, $7.72 and $10.24 for grants made during fiscal 1995, 1996 and 1997, respectively. The following assumptions were used for option grants in 1995, 1996 and 1997, respectively; expected volatility of 49.84%, 50.91% and 52.15% risk-free interest rates (U.S. Treasury five year notes) of 6.37%, 6.21% and 6.00% and an expected life of five years.

The Company has a profit sharing plan, in the form of an employee stock plan, which covers all eligible employees, and an employee tax-deferred savings plan. Contributions to the profit sharing plan are made at the discretion of the Board of Directors. During 1995, 1996 and 1997, contributions charged to operations were $0.6 million, $1.0 million and $1.5 million, respectively. The Company also has an Employee Stock Purchase Plan which allows employees to authorize after-tax payroll deductions to be used for the purchase of the Company's common stock in the open market. The Company makes no contributions to this plan but pays all brokerage, service and other costs incurred.

7. COMMITMENTS AND CONTINGENCIES

Lease commitments

The Company leases retail business locations, office and warehouse facilities, computer equipment and automotive equipment under operating leases expiring in various years through 2015. Rent expense for fiscal 1995, 1996 and 1997 was $21.7 million, $26.9 million and $35.2 million, respectively, and includes contingent rentals of $0.4 million, $0.3 million and $0.3 million, respectively.

Minimum future rental payments under noncancelable operating leases as of January 31, 1998 for each of the next five years and in the aggregate are as follows (in thousands):

FISCAL YEAR	AMOUNT
1998	$ 36,995
1999	33,538
2000	28,937
2001	25,696
2002	22,387
Thereafter	68,706
Total	$216,259

Leases on retail business locations specify minimum rentals plus common area maintenance charges and possible additional rentals based upon percentages of sales. Most of the retail business location leases provide for renewal options at rates specified in the leases. In the normal course of business, these leases are generally renewed or replaced by other leases.

Legal matters

The Company is a defendant in various lawsuits and subject to various claims and proceedings encountered in the normal conduct of its business. In the opinion of management, any uninsured losses that might arise from these lawsuits and proceedings would not have a material adverse effect on the business or consolidated financial position or results of operations of the Company.

Currency contracts

The Company routinely enters into inventory purchase commitments that are denominated in a foreign currency. To protect against currency exchange risks associated with certain firmly committed and certain other probable, but not firmly committed inventory transactions, the Company enters into foreign currency forward exchange contracts. At January 31, 1998, the Company held forward exchange contracts with notional amounts totaling $20.9 million. All such contracts expire within 24 months. Gains and losses associated with these contracts are accounted for as part of the underlying inventory purchase transactions. The fair value of the forward exchange contracts is estimated by comparing the cost of the foreign currency to be purchased under the contracts using the exchange rates obtained under the contracts (adjusted for forward points) to the cost using the spot rate at year end. At January 31, 1998, the contracts outstanding had a fair value of $1.2 million less than their notional value.

The majority of the forward exchange contracts are with one financial institution. Therefore, the Company is exposed to credit risk in the event of nonperformance by this party. However, due to the creditworthiness of this major financial institution, full performance is anticipated. The Company may also be exposed to market risk as a result of changes in foreign exchange rates. This market risk should be substantially offset by changes in the valuation of the underlying transactions being hedged.

8. ACQUISITIONS

In January 1997, the Company acquired 17 men's tailored clothing stores, including inventory, operating in southern California and entered into a lease for a distribution facility for those stores. In May 1997, the Company acquired six men's tailored clothing stores, including inventory, operating in Texas and Louisiana. In February 1998, the Company acquired four stores, including inventory, operating in Detroit, Michigan. Also acquired were trademarks, tradenames and other intangible assets associated with these businesses. The

THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS -- (CONTINUED)

Company operates these stores as a separate division selling men's tailored apparel to the more price sensitive clothing customer.

9. QUARTERLY RESULTS OF OPERATIONS (UNAUDITED)

The Company's quarterly results of operations reflect all adjustments, consisting only of normal, recurring adjustments, which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. The consolidated results of operations by quarter for the 1996 and 1997 fiscal years are presented below (in thousands, except per share amounts):

	FISCAL YEAR 1996 QUARTERS ENDED			
	MAY 4, 1996	AUGUST 3, 1996	NOVEMBER 2, 1996	FEBRUARY 1, 1997
Net sales	$103,697	$ 98,885	$110,276	$170,689
Gross margin	38,962	38,962	42,505	67,937
Net earnings	3,109	4,009	3,744	10,281
Basic earnings per share*	$ 0.15	$ 0.19	$ 0.18	$ 0.49
Diluted earnings per share*	$ 0.15	$ 0.19	$ 0.18	$ 0.47

	FISCAL YEAR 1997 QUARTERS ENDED			
	MAY 3, 1997	AUGUST 2, 1997	NOVEMBER 1, 1997	JANUARY 31, 1998
Net sales	$130,621	$133,935	$146,311	$220,243
Gross margin	48,433	51,191	55,139	87,830
Net earnings	4,016	5,356	5,569	13,942
Basic earnings per share*	$ 0.19	$ 0.25	$ 0.25	$ 0.63
Diluted earnings per share*	$ 0.19	$ 0.25	$ 0.25	$ 0.60

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* EPS are restated to reflect the application of SFAS 128. See Note 2.

Due to the method of calculating weighted average common shares outstanding, the sum of the quarterly per share amounts may not equal earnings per share for the respective years.

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

None.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The information required by this Item is incorporated herein by reference from the Company's Proxy Statement for its Annual Meeting of Shareholders to be held June 24, 1998.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference from the Company's Proxy Statement for its Annual Meeting of Shareholders to be held June 24, 1998.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The information required by this Item is incorporated herein by reference from the Company's Proxy Statement for its Annual Meeting of Shareholders to be held June 24, 1998.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The information required by this Item is incorporated herein by reference from the Company's Proxy Statement for its Annual Meeting of Shareholders to be held June 24, 1998.

PART IV

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

(A) 1. FINANCIAL STATEMENTS.

The following consolidated financial statements of the Company are included in Part II, Item 8.

Independent Auditors' Report.....................	
Consolidated Balance Sheets as of February 1, 1997 and January 31, 1998............................	
Consolidated Statements of Earnings for the years ended February 3, 1996, February 1, 1997 and January 31, 1998................................	
Consolidated Statements of Shareholders' Equity for the years ended February 3, 1996, February 1, 1997 and January 31, 1998........................	
Consolidated Statements of Cash Flows for the years ended February 3, 1996, February 1, 1997 and January 31, 1998................................	
Notes to Consolidated Financial Statements........	

2. FINANCIAL STATEMENT SCHEDULES

All such schedules are omitted because they are not applicable or because the required information is included in the Consolidated Financial Statements or Notes thereto.

3. EXHIBITS

EXHIBIT NUMBER	EXHIBIT INDEX
3.1	-- Restated Articles of Incorporation (incorporated by reference from Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 1994).
3.2	-- By-laws, as amended (incorporated by reference from Exhibit 3.2 to the Company's Annual Report of Form 10-K for the fiscal year ended February 1, 1997).
4.1	-- Restated Articles of Incorporation (included as Exhibit 3.1).
4.2	-- By-laws (included as Exhibit 3.2).
4.3	-- Form of Common Stock certificate (incorporated by reference from Exhibit 4.3 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*4.4	-- Employment Agreement dated as of January 31, 1991, by and between The Company and David H. Edwab, including the First Amendment thereto dated as of September 30, 1991 (incorporated by reference from Exhibit 4.4 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*4.5	-- Second Amendment effective as of January 1, 1993, to Employment Agreement dated as of January 31, 1991, by and between the Company and David H. Edwab (incorporated by reference from Exhibit 4.5 to the Company's Registration Statement on Form S-1 (Registration No. 33-60516)).
*4.6	-- Second [sic] Amendment dated as of April 12, 1994, to Employment Agreement dated as of January 31, 1991

	(incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*4.7	-- Option Issuance Agreement dated as of September 30, 1991, by and between the Company and David H. Edwab (incorporated by reference from Exhibit 4.5 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*4.8	-- First Amendment to Option Issuance Agreement dated April 22, 1992, but effective as of September 30, 1991 (incorporated by reference from Exhibit 4.7 to the Company's Registration Statement on Form S-8 (Registration No. 33-48109)).
*4.9	-- Second Amendment to Option Issuance Agreement dated effective as of January 1, 1993 (incorporated by reference from Exhibit 4.8 to the Company's Registration Statement on Form S-1 (Registration No. 33-60516)).
*4.10	-- First [sic] Amendment to Option Issuance Agreement dated as of April 12, 1994 (incorporated by reference to Exhibit 4.10 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
4.11	-- Indenture dated March 1, 1996, between the Company and Texas Commerce Bank National Association, as trustee including Form of Note (incorporated by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 4, 1996).
4.12	-- Revolving Credit Agreement dated as of June 2, 1997, by and among The Company and NationsBank of Texas N.A. and the Banks listed therein, including form of Revolving Note (incorporated by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 3, 1997).
*10.1	-- Employment Agreement dated as of January 31, 1991, including the First Amendment thereto dated as of September 30, 1991 by and between the Company and David H. Edwab (included as Exhibit 4.4).

</TABLE>

<TABLE>
<CAPTION>

EXHIBIT NUMBER	EXHIBIT INDEX
<C>	<S>
*10.2	-- Second Amendment effective as of January 1, 1993, to Employment Agreement dated as of January 31, 1991, by and between the Company and David H. Edwab (included as Exhibit 4.5).
*10.3	-- Second [sic] Amendment dated as of April 12, 1994, to Employment Agreement dated as of January 31, 1991 (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*10.4	-- Option Issuance Agreement dated as of September 30, 1991, by and between the Company and David H. Edwab (included as Exhibit 4.7).
*10.5	-- First Amendment to Option Issuance Agreement dated April 22, 1992, but effective as of September 30, 1991 (included as Exhibit 4.8).
*10.6	-- Second Amendment to Option Issuance Agreement dated effective as of January 1, 1993 (included as Exhibit 4.9).
*10.7	-- First [sic] Amendment to Option Issuance Agreement dated as of April 12, 1994 (incorporated by reference to Exhibit 4.10 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*10.8	-- 1992 Stock Option Plan (incorporated by reference from Exhibit 10.5 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.9	-- First Amendment to 1992 Stock Option Plan (incorporated by Reference from Exhibit 10.9 to the Company's Registration Statement on Form S-1 (Registration No. 33-60516)).
*10.10	-- Non-Employee Director Stock Option Plan (incorporated by reference from Exhibit 10.7 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).

*10.11	-- First Amendment to Non-Employee Director Stock Option Plan (incorporated by reference from Exhibit 10.16 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
10.12	-- Commercial Lease dated September 1, 1995, by and between the Company and Zig Zag, A Joint Venture (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 4, 1996).
10.13	-- Commercial Lease dated April 5, 1989, by and between the Company and Preston Road Partnership (incorporated by reference from Exhibit 10.10 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.14	-- Stock Agreement dated as of March 23, 1992, between the Company and George Zimmer (incorporated by reference from Exhibit 10.13 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.15	-- Split-Dollar Agreement and related Split-Dollar Collateral Assignment dated November 25, 1994 between the Company, George Zimmer and David Edwab, Co-Trustee of the Zimmer 1994 Irrevocable Trust (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*10.16	-- 1996 Stock Option Plan (incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the Quarter ended August 3, 1996).
*10.17	-- Second Amendment to Non-Employee Director Stock Option Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 3, 1996).

</TABLE>

<TABLE>
<CAPTION>

EXHIBIT NUMBER	EXHIBIT INDEX
<C>	<S>
10.18	-- 1998 Key Employee Stock Option Plan.
21.1	-- Subsidiaries of the Company.
23.1	-- Consent of Deloitte & Touche LLP, independent auditors.
27.1	-- Financial Data Schedule for fiscal 1997.
27.2	-- Restated Financial Data Schedule for first, second and third quarter in fiscal year 1996 and for fiscal years 1996 and 1995.
27.3	-- Restated Financial Data Schedule for first, second and third quarter in fiscal year 1997.

</TABLE>

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* Management Compensation or Incentive Plan

As permitted by Item 601(b)(4)(iii)(A) of Regulation S-K, the Registrant has not filed with this Annual Report on Form 10-K certain instruments defining the rights of holders of long-term debt of the Registrant and its subsidiaries because the total amount of securities authorized under any of such instruments does not exceed 10% of the total assets of the Registrant and its subsidiaries on a consolidated basis. The Registrant agrees to furnish a copy of any such agreements to the Securities and Exchange Commission upon request.

The Company will furnish a copy of any exhibit described above to any beneficial holder of its securities upon receipt of a written request therefor, provided that such request sets forth a good faith representation that, as of the record date for the Company's 1998 Annual Meeting of Shareholders, such beneficial holder is entitled to vote at such meeting, and provided further that such holder pays to the Company a fee compensating the Company for its reasonable expenses in furnishing such exhibits.

(B) REPORTS ON FORM 8-K.

There were no reports filed by the Company on Form 8-K during the fourth quarter period ended January 31, 1998.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE MEN'S WEARHOUSE, INC.

By /s/ GEORGE ZIMMER

George Zimmer
Chairman of the Board and
Chief Executive Officer

Dated: April 24, 1998

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

SIGNATURE	TITLE	DATE
/s/ GEORGE ZIMMER George Zimmer	Chairman of the Board, Chief Executive Officer and Director	April 24, 1998
/s/ DAVID EDWAB David Edwab	President and Director	April 24, 1998
/s/ GARY G. CKODRE Gary G. Ckodre	Vice President -- Finance and Principal Financial and Accounting Officer	April 24, 1998
/s/ RICHARD E. GOLDMAN Richard E. Goldman	Executive Vice President and Director	April 24, 1998
/s/ ROBERT E. ZIMMER Robert E. Zimmer	Senior Vice President -- Real Estate and Director	April 24, 1998
/s/ JAMES E. ZIMMER James E. Zimmer	Senior Vice President -- Merchandising and Director	April 24, 1998
/s/ HARRY M. LEVY Harry M. Levy	Senior Vice President -- Planning and Systems, Chief Information Officer and Director	April 24, 1998
/s/ RINALDO BRUTOCO Rinaldo Brutoco	Director	April 24, 1998
/s/ MICHAEL L. RAY Michael L. Ray	Director	April 24, 1998
/s/ SHELDON I. STEIN Sheldon I. Stein	Director	April 24, 1998

INDEX TO EXHIBITS

EXHIBIT NUMBER	DESCRIPTION
3.1	-- Restated Articles of Incorporation (incorporated by

	reference from Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 30, 1994).
3.2	-- By-laws, as amended (incorporated by reference from Exhibit 3.2 to the Company's Annual Report of Form 10-K for the fiscal year ended February 1, 1997).
4.1	-- Restated Articles of Incorporation (included as Exhibit 3.1).
4.2	-- By-laws (included as Exhibit 3.2).
4.3	-- Form of Common Stock certificate (incorporated by reference from Exhibit 4.3 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*4.4	-- Employment Agreement dated as of January 31, 1991, by and between The Company and David H. Edwab, including the First Amendment thereto dated as of September 30, 1991 (incorporated by reference from Exhibit 4.4 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*4.5	-- Second Amendment effective as of January 1, 1993, to Employment Agreement dated as of January 31, 1991, by and between the Company and David H. Edwab (incorporated by reference from Exhibit 4.5 to the Company's Registration Statement on Form S-1 (Registration No. 33-60516)).
*4.6	-- Second [sic] Amendment dated as of April 12, 1994, to Employment Agreement dated as of January 31, 1991 (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*4.7	-- Option Issuance Agreement dated as of September 30, 1991, by and between the Company and David H. Edwab (incorporated by reference from Exhibit 4.5 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*4.8	-- First Amendment to Option Issuance Agreement dated April 22, 1992, but effective as of September 30, 1991 (incorporated by reference from Exhibit 4.7 to the Company's Registration Statement on Form S-8 (Registration No. 33-48109)).
*4.9	-- Second Amendment to Option Issuance Agreement dated effective as of January 1, 1993 (incorporated by reference from Exhibit 4.8 to the Company's Registration Statement on Form S-1 (Registration No. 33-60516)).
*4.10	-- First [sic] Amendment to Option Issuance Agreement dated as of April 12, 1994 (incorporated by reference to Exhibit 4.10 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
4.11	-- Indenture dated March 1, 1996, between the Company and Texas Commerce Bank National Association, as trustee including Form of Note (incorporated by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 4, 1996).
4.12	-- Revolving Credit Agreement dated as of June 2, 1997, by and among The Company and NationsBank of Texas N.A. and the Banks listed therein, including form of Revolving Note (incorporated by reference from Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 3, 1997).
*10.1	-- Employment Agreement dated as of January 31, 1991, including the First Amendment thereto dated as of September 30, 1991 by and between the Company and David H. Edwab (included as Exhibit 4.4).

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<CAPTION>

EXHIBIT NUMBER	DESCRIPTION
<C>	<S>
*10.2	-- Second Amendment effective as of January 1, 1993, to Employment Agreement dated as of January 31, 1991, by and between the Company and David H. Edwab (included as Exhibit 4.5).
*10.3	-- Second [sic] Amendment dated as of April 12, 1994, to Employment Agreement dated as of January 31, 1991 (incorporated by reference to Exhibit 4.6 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*10.4	-- Option Issuance Agreement dated as of September 30, 1991, by and between the Company and David H. Edwab (included

	as Exhibit 4.7).
*10.5	-- First Amendment to Option Issuance Agreement dated April 22, 1992, but effective as of September 30, 1991 (included as Exhibit 4.8).
*10.6	-- Second Amendment to Option Issuance Agreement dated effective as of January 1, 1993 (included as Exhibit 4.9).
*10.7	-- First [sic] Amendment to Option Issuance Agreement dated as of April 12, 1994 (incorporated by reference to Exhibit 4.10 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*10.8	-- 1992 Stock Option Plan (incorporated by reference from Exhibit 10.5 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.9	-- First Amendment to 1992 Stock Option Plan (incorporated by Reference from Exhibit 10.9 to the Company's Registration Statement on Form S-1 (Registration No. 33-60516)).
*10.10	-- Non-Employee Director Stock Option Plan (incorporated by reference from Exhibit 10.7 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.11	-- First Amendment to Non-Employee Director Stock Option Plan (incorporated by reference from Exhibit 10.16 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
10.12	-- Commercial Lease dated September 1, 1995, by and between the Company and Zig Zag, A Joint Venture (incorporated by reference from Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended May 4, 1996).
10.13	-- Commercial Lease dated April 5, 1989, by and between the Company and Preston Road Partnership (incorporated by reference from Exhibit 10.10 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.14	-- Stock Agreement dated as of March 23, 1992, between the Company and George Zimmer (incorporated by reference from Exhibit 10.13 to the Company's Registration Statement on Form S-1 (Registration No. 33-45949)).
*10.15	-- Split-Dollar Agreement and related Split-Dollar Collateral Assignment dated November 25, 1994 between the Company, George Zimmer and David Edwab, Co-Trustee of the Zimmer 1994 Irrevocable Trust (incorporated by reference to Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended January 28, 1995).
*10.16	-- 1996 Stock Option Plan (incorporated by reference from Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the Quarter ended August 3, 1996).
*10.17	-- Second Amendment to Non-Employee Director Stock Option Plan (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended August 3, 1996).

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EXHIBIT NUMBER	DESCRIPTION
<C>	<S>
10.18	-- 1998 Key Employee Stock Option Plan.
21.1	-- Subsidiaries of the Company.
23.1	-- Consent of Deloitte & Touche LLP, independent auditors.
27.1	-- Financial Data Schedule for fiscal 1997.
27.2	-- Restated Financial Data Schedule for first, second and third quarter in fiscal year 1996 and for fiscal years 1996 and 1995.
27.3	-- Restated Financial Data Schedule for first, second and third quarter in fiscal year 1997.

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* Management Compensation or Incentive Plan

EXHIBIT 10.18

THE MEN'S WEARHOUSE, INC.

1998 KEY EMPLOYEE STOCK OPTION PLAN

THE MEN'S WEARHOUSE, INC.

1998 KEY EMPLOYEE STOCK OPTION PLAN

TABLE OF CONTENTS

ARTICLE I

PLAN

1.1 PURPOSE. This 1998 Key Employee Stock Option Plan (the "Plan") of The Men's Wearhouse, Inc. (the "Company") is a plan for key employees of the Company and its Affiliates and is intended to advance the best interests of the Company, its Affiliates, and its stockholders by providing those persons who are not executive officers but have substantial responsibility for the management and growth of the Company and its Affiliates with additional incentives and an opportunity to obtain or increase their proprietary interest in the Company, thereby encouraging them to continue in the employ of the Company or any of its Affiliates.

1.2 EFFECTIVE DATE OF PLAN. This Plan is effective February 15, 1998.

ARTICLE II

DEFINITIONS

The words and phrases defined in this Article shall have the meaning set out in these definitions throughout this Plan, unless the context in which any such word or phrase appears reasonably requires a broader, narrower, or different meaning.

2.1 "AFFILIATE" means any parent corporation and any subsidiary corporation, or any entity that is affiliated with the Company within the meaning of Section 414 of the Code. The term "parent corporation" shall mean any corporation (other than the Company) in an unbroken chain of corporations ending with the Company if, at the time of the action or transaction, each of the corporations other than the Company owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in the chain. The term "subsidiary corporation" shall mean any corporation (other than the Company) in an unbroken chain of corporations beginning with the Company if, at the time of the granting of the Option, each of the corporations other than the last corporation in the unbroken chain owns stock possessing 50% or more of the total combined voting power of all classes of stock in one of the other corporations in the chain.

2.2 "BOARD OF DIRECTORS" means the board of directors of the Company.

2.3 "CODE" means the Internal Revenue Code of 1986, as amended.

2.4 "COMMITTEE" means the committee designated by the Board of Directors.

2.5 "COMPANY" means The Men's Wearhouse, Inc., a Texas corporation.

2.6 "DISABILITY" means a mental or physical disability which, in the opinion of a physician selected by the Committee, shall prevent the Employee from earning a reasonable livelihood with the Company or any Affiliate and which can be expected to result in death or which has lasted or can be expected to last for a continuous period of not less than 12 months and which: (a) was not contracted, suffered or incurred while the Employee was engaged in, or did not result from having engaged in, a felonious criminal enterprise; (b) did not result from alcoholism or addiction to narcotics; and (c) did not result from an injury incurred while a member of the Armed Forces of the United States for which the Employee receives a military pension.

2.7 "EMPLOYEE" means a person employed by the Company or any Affiliate.

2.8 "FAIR MARKET VALUE" of the stock as of any particular date means, if the stock is traded on a stock exchange, the closing sale price of the stock on that date as reported on the principal securities exchange on which the stock is traded, if the stock is traded in the over-the-counter market, the average between the high bid and low asked price on that date as reported in such over-the-counter market, provided that (a) if the stock is not so traded, (b) if no closing price or bid and asked prices for the stock was so reported on that date or (c) if, in the discretion of the Committee, another means of determining fair market value of a share of stock at such date shall be

necessary or advisable, the Committee may provide for another means for determining such fair market value.

2.9 "OPTION" means a nonqualified option granted under this Plan to purchase shares of Stock.

2.10 "OPTION AGREEMENT" means the written agreement which sets out the terms of an Option.

2.11 "OPTIONEE" means a person who is granted an Option under this Plan.

2.12 "PLAN" means The Men's Wearhouse, Inc. 1998 Key Employee Stock Option Plan, as set out in this document and as it may be amended from time to time.

2.13 "RETIRE" or "RETIREMENT" means retirement in accordance with the terms of a retirement plan that is qualified under Section 401(a) of the Code and maintained by the Company or an Affiliate in which the Employee is a participant.

2.14 "STOCK" means the common stock of the Company, $.01 par value (or such other par value as may be designated by act of the Company's stockholders).

ARTICLE III

ELIGIBILITY

The individuals who shall be eligible to receive Options shall be those key Employees, who are not executive officers of the Company or an Affiliate, as the Committee shall determine from time to time.

ARTICLE IV

GENERAL PROVISIONS RELATING TO OPTIONS

4.1 AUTHORITY TO GRANT OPTIONS. The Committee may grant Options to those individuals as it shall from time to time determine under the terms and conditions of this Plan. The number of shares of Stock to be covered by any Option shall be determined by the Committee.

4.2 DEDICATED SHARES. The total number of shares of Stock with respect to which Options may be granted under the Plan shall be 500,000 shares. The shares may be treasury shares or authorized but unissued shares. The number of shares stated in this Section 4.2 shall be subject to adjustment in accordance with the provisions of Section 4.5. If any outstanding Option expires or terminates for any reason or any Option is surrendered, the shares of Stock allocable to the unexercised portion of that Option may again be subject to an Option under the Plan.

4.3 NON-TRANSFERABILITY. Except as expressly provided otherwise in an Optionee's Option Agreement, Options shall not be transferable by the Optionee otherwise than by will or under the laws of descent and distribution, and shall be exercisable, during the Optionee's lifetime, only by him.

4.4 REQUIREMENTS OF LAW. The Company shall not be required to sell or issue any Stock under any Option if issuing that Stock would constitute or result in a violation by the Optionee or the Company of any provision of any law, statute, or regulation of any governmental authority. Specifically, in connection with any applicable statute or regulation relating to the registration of securities, upon exercise of any Option, the Company shall not be required to issue any Stock unless the Committee has received evidence satisfactory to it to the effect that the holder of that Option will not transfer the Stock except in accordance with applicable law, including receipt of an opinion of counsel satisfactory to the Company to the effect that any proposed transfer complies with applicable law. The determination by the Committee on this matter shall be final, binding and conclusive. The Company may, but shall in no event be obligated to, register any Stock covered by this Plan pursuant to applicable securities laws of any country or any political subdivision. In the event the Stock issuable on exercise of an Option is not registered, the Company may imprint on the certificate evidencing the Stock any legend that counsel for the Company considers necessary or advisable to comply with applicable law. The Company shall not be obligated to take any other affirmative action in order to cause the exercise of an Option and the issuance of shares thereunder, to comply with any law or regulation of any governmental authority.

4.5 CHANGES IN THE COMPANY'S CAPITAL STRUCTURE. The existence of outstanding Options shall not affect in any way the right or power of the Company or its stockholders to make or authorize any or all adjustments, recapitalizations, reorganizations or other changes in the Company's capital structure or its business, or any merger or consolidation of the Company, or any issue of bonds, debentures, preferred or prior preference stock ahead of or affect the Stock or the rights thereof, or the dissolution or liquidation of the Company, or any sale or transfer of all or any

part of the assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

If the Company shall effect a subdivision or consolidation of shares or other capital adjustment, the payment of a Stock dividend, or other increase or reduction of the number of shares of the Common Stock outstanding, without receiving consideration therefor in money, services, or property, then (a) the number, class and per share price of shares of Stock subject to outstanding Options hereunder shall be appropriately adjusted in such a manner as to entitle an Optionee to receive, upon exercise of an Option, for the same aggregate cash consideration, the same total number and class or classes of shares he would have held after such adjustment if he had exercised his Option in full immediately prior to the event requiring the adjustment; and (b) the number and class of shares then reserved for issuance under the Plan shall be adjusted by substituting for the total number and class of shares of Stock then received, the number and class or classes of shares of Stock that would have been received by the owner of an equal number of outstanding shares of Stock as the result of the event requiring the adjustment.

After the merger of one or more corporations into the Company, after any consolidation of the Company and one or more corporations, or after any other corporate transaction described in Section 424(a) of the Code in which the Company shall be the surviving corporation, each Optionee, at no additional cost, shall be entitled to receive, upon any exercise of his Option, in lieu of the number of shares as to which the Option shall then be so exercised, the number and class of shares of Stock or other securities to which the Optionee would have been entitled pursuant to the terms of the agreement of merger or consolidation if at the time of such merger or consolidation such Optionee had been a holder of record of a number of shares of Stock equal to the number of shares as to which the Option shall then be so exercised. Comparable rights shall accrue to each Optionee in the event of successive mergers or consolidations of the character described above.

After a merger of the Company into one or more corporations, after a consolidation of the Company and one or more corporations, or after any other corporate transaction described in Section 424(a) of the Code in which the Company is not the surviving corporation, each Optionee shall, at no additional cost, be entitled to have his then existing Option assumed or have a new Option substituted for the existing Option by the surviving corporation to the transaction which is then employing him, or a parent or subsidiary of such corporation, on a basis where the excess of the aggregate Fair Market Value of the shares subject to the Option immediately after the substitution or assumption over the aggregate Option Price of such Option is equal to the excess of the aggregate Fair Market Value of all shares subject to the Option immediately before such substitution or assumption over the aggregate Option Price of such shares.

If a corporate transaction described in Section 424(a) of the Code that involves the Company is to take place and there is to be no surviving corporation while an Option remains in whole or in part unexercised, it shall be canceled by the Board of Directors as of the effective date of any such corporate transaction but before that date each Optionee shall be provided with a notice of such cancellation and shall have the

right to exercise such Option in full (without regard to any vesting limitations set forth in, or imposed pursuant to, preceding provisions of this Plan or the Option Agreement) to the extent it is then still unexercised during a 30-day period preceding the effective date of such corporate transaction.

Except as hereinbefore expressly provided, the issue by the Company of shares of stock of any class, or securities convertible into shares of stock of any class, for cash or property, or for labor or services either upon direct sale or upon the exercise of rights or warrants to subscribe therefor, or upon conversion of shares or obligations of the Company convertible into such shares or other securities, shall not affect, and no adjustment by reason thereof shall be made with respect to, the number or price of shares of Stock then subject to outstanding Options.

4.6 NO RIGHTS AS STOCKHOLDER. No Optionee shall have any rights as a stockholder with respect to Stock covered by his Option until the date a Stock certificate is issued for the Stock.

4.7 WRITTEN AGREEMENT. Each Option shall be embodied in a written Option Agreement which shall be subject to the terms and conditions of this Plan and shall be signed by the Optionee and by a member of the Committee on behalf of the Committee and the Company. Each Option Agreement shall state that the Option embodied therein is not intended to satisfy the requirements of section 422 of the Code. The Option Agreement may contain any other provisions that the Committee in its discretion shall deem advisable which are not inconsistent with the terms of this Plan.

4.8 FORFEITURE FOR CAUSE. Notwithstanding any other provision of this Plan, if the Committee finds by a majority vote, that the Optionee, before or after termination of his employment with the Company or any Affiliate (a) committed a fraud, embezzlement, theft, felony or an act of dishonesty in the course of his employment by the Company which conduct damaged the Company or (b) disclosed trade secrets of the Company, then any outstanding Options which have not been exercised by the individual and any Options which have not yet vested will be forfeited. The decision of the Committee as to the cause of an Optionee discharge, the damage done to the Company and the extent of the individual's competitive activity will be final. No decision of the Committee, however, will affect the finality of the discharge of the individual by the Company or Affiliate.

ARTICLE V

VARIABLE PROVISIONS RELATING TO SPECIFIC OPTIONS

5.1 OPTION PRICE. The price at which Stock may be purchased under an Option ("Option Price") shall be specified in an Optionee's Option Agreement.

5.2 DURATION OF OPTIONS. No Option shall be exercisable after expiration of 10 years from the date the Option is granted; and the Committee in its discretion may provide that such Option shall be exercisable throughout such 10-year period or during any lesser period of time commencing on or after the date of grant of such Option and ending upon or before the expiration of such 10-year period. In its discretion, the Company may also include in the Option Agreement such terms and conditions upon which the Option may cease to be exercisable either in whole or in part. An Option may terminate prior to the normal expiration date as specified below.

(a) General Rule for Severance of Employment. Except as may be otherwise expressly provided herein, all Options shall terminate on the earlier of the date of the expiration of the Option or one day less than one month after the date of the severance of the employment relationship between the Company and all Affiliates and the Optionee, whether with or without cause, for any reason other than the death, Disability or, Retirement of the Optionee, during which period the Optionee shall be entitled to exercise the Option in respect of the number of shares that the Optionee would have been entitled to purchase had the Optionee exercised the Option on the date of such severance of employment. Whether authorized leave of absence, or absence on military or government service, shall constitute severance of the employment relationship between the Company and all Affiliates and the Optionee, shall be determined by the Committee at the time thereof.

(b) Disability, Death, or Retirement of an Optionee. In the event of the severance because of the Disability of the holder of any Option while in the employ of the Company and before the date of expiration of such Option, such Option shall terminate on the earlier of such date of expiration or one year following the date of such severance because of Disability, during which period the Optionee shall be entitled to exercise the Option in respect to the number of shares that the Optionee would have been entitled to purchase had the Optionee exercised the Option on the date of such severance because of permanent Disability under the then established rules of the Company or as determined by the Committee. In the event of the death of the holder of any Option while in the employ of the Company and before the date of expiration of such Option, such Option shall terminate on the earlier of such date of expiration or one year following the date of death. After the death of the Optionee, his executors, administrators or any person or persons to whom his Option may be transferred by will or by the laws of descent and distribution, shall have the right, at any time prior to the termination of the Option to exercise the Option, in respect to the number of shares that the Optionee

would have been entitled to exercise if he had exercised the Option on the day of his death while in employment. In addition, in the event of the holder of any Option shall be retired in good standing from the employ of the Company for reasons of age under the then-established rules of the Company before the date of expiration of such Option, such Option shall terminate on the earlier of such date of expiration or one year following the date of such retirement, and, if such Optionee should die within the one-year period, any rights he may have had to exercise the Option shall be exercisable by his executor or administrator or the person or persons to whom the Option shall have been transferred by his will or laws of descent or distribution, as appropriate, for the remainder of the one-year period.

Notwithstanding the foregoing provisions of this Section, the Committee may provide for a different Option termination date in the Option Agreement with respect to any Option.

5.3 AMOUNT EXERCISABLE. Each Option may be exercised from time to time, in whole or in part, in the manner and subject to the conditions the Committee, in its sole discretion, may provide in the Option Agreement, as long as the Option is valid and outstanding. The usual form of agreement granting an Option shall, subject to any limitation on exercise contained in the Agreement which is not inconsistent with this Plan, contain the following terms of exercise:

(a) No Option granted under this Plan may be exercised until an Optionee has completed one year of continuous employment with the Company or any Affiliate following the date of grant;

(b) Beginning on the day after the first anniversary of the date of grant, an Option may be exercised up to 1/3 of the shares subject to the Option;

(c) After the expiration of each succeeding anniversary date of the date of grant, the Option may be exercised up to an additional 1/3 of the shares subject to the Option, so that after the expiration of the third anniversary of the date of grant, the Option shall be exercisable in full; and

(d) To the extent not exercised, installments shall be cumulative and may be exercised in whole or in part until the Option expires on the tenth anniversary of the date of the grant.

However, the Committee, in its discretion, may change the terms of exercise so that any Option may be exercised so long as it is valid and outstanding from time to time in part or as a whole in such manner and subject to such conditions as it may set. In addition, the Committee, in its discretion, may accelerate the time in which any outstanding Option may be exercised. But, in no event shall any Option be exercisable after the tenth anniversary of the date of the grant.

5.4 EXERCISE OF OPTIONS. Each Option shall be exercised by the delivery of written notice to the Committee stating (a) that such Optionee wishes to exercise such Option on the date such notice is so delivered, (b) the number of shares of Stock with respect to which the Option is to be exercised and (c) the address to which the certificate representing such shares of Stock should be mailed. In order to be effective, such written notice shall be accompanied by (a) payment of the Option Price of such shares of stock and (b) payment of an amount of money necessary to satisfy any withholding tax liability that may result from the exercise of such Option. Each such payment shall be made by (a) cashier's check drawn on a national banking association and payable to the order of the Company in United States dollars or (b) any other form of payment which is acceptable to the Committee.

If, at the time of receipt by the Company of such written notice, (a) the Company has unrestricted surplus in an amount not less than the Option Price of such shares of Stock, (b) all accrued cumulative preferential dividends and other current preferential dividends on all outstanding shares of preferred stock of the Company have been fully paid, (c) the acquisition by the Company of its own shares of Stock for the purpose of enabling such Optionee to exercise such Option is otherwise permitted by applicable law, does not require any vote or consent of any stockholder of the Company and does not violate the terms of any agreement to which the Company is a party or by which it is bound and (d) there shall have been adopted, and there shall be in full force and effect, a resolution of the Board of Directors of the Company authorizing the acquisition by the Company of its own shares of Stock for such purpose, that such Optionee may deliver to the Company, in payment of the Option Price of the shares of Stock with respect to which such Option is exercised, (x) certificates registered in the name of such Optionee that represent a number of shares of stock legally and beneficially owned by such Optionee (free of all liens, claims and encumbrances of every kind) and having a Fair Market Value on the date of receipt by the Company of such written notice that is not greater than the Option Price of the shares of Stock with respect to which such Option is to be exercised, such certificates to be accompanied by stock powers duly endorsed in blank by the record holder of the shares of stock represented by such certificates, with the signature of such record holder guaranteed by a national banking association, and (y) if the Option Price of the shares of Stock with respect to which such Option is to be exercised exceeds such Fair Market Value, a cashier's check drawn on a national banking association and payable to the order of the Company, in an amount, in United States dollars, equal to the amount of such excess. Notwithstanding the provisions of the immediately preceding sentence, the Committee, in its sole discretion, may refuse to accept shares of stock in payment of the Option Price of the shares of Stock with respect to which such Option is to be exercised and, in that event, any certificates representing shares of stock that were received by the Company with such written notice shall be returned to such Optionee, together with notice by the Company to such Optionee of the refusal of the Committee to accept such shares of stock. If at the expiration of seven business days after the delivery to such Optionee of such written notice from the Company, such Optionee shall not have delivered to the Company a cashier's check drawn on a national banking association and payable to the order of the Company in an amount, in United States dollars, equal to the Option Price of the shares of Stock with respect to which such Option is to be exercised, such written notice from the Optionee to the Company shall be ineffective to exercise such Option.

As promptly as practicable after receipt by the Company of (a) such written notification from the Optionee, (b) payment, in the form required by the foregoing provisions of this Section 5.4, of an amount of money necessary to satisfy any withholding tax liability that may result from the exercise of such Option, the Company shall deliver to the Optionee certificates for the number of shares with respect to which the Option has been exercised, issued in the Optionee's name. Delivery of the shares shall be deemed effected for all purposes when a stock transfer agent of the Company shall have deposited the certificates in the United States mail, addressed to the Optionee, at the address specified by the Optionee.

At any time when an Optionee is required to pay to the Company an amount to be withheld under applicable income tax laws in connection with a distribution of Stock upon the exercise of an Option, the Optionee may satisfy this obligation in whole or in part by electing, at the time of exercise, to have the Company withhold from the distribution of shares otherwise issuable upon exercise of the Option a number of shares of Stock having value equal to the amount required to be withheld. The value of the shares to be withheld shall be based on the Fair Market Value of the Stock on the date of the exercise.

5.5 SUBSTITUTION OPTIONS. Options may be granted under this Plan from time to time in substitution for stock options held by employees of other corporations who are about to become Employees of or affiliated with the Company or any Affiliate as the result of a merger or consolidation of the employing corporation with the Company or any Affiliate, or the acquisition by the Company or any Affiliate of the assets of the employing corporation, or the acquisition by the Company or any Affiliate of stock of the employing corporation as the result of which it becomes an Affiliate of the Company. The terms and conditions of the substitute Options granted may vary from the terms and conditions set out in this Plan to the extent the Committee, at the time of grant, may deem appropriate to conform, in whole or in part, to the provisions of the stock options in substitution for which they are granted.

ARTICLE VI

ADMINISTRATION

This Plan shall be administered by the Committee. All questions of interpretation and application of this Plan and Options shall be subject to the determination of the Committee. A majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members. Any decision or determination reduced to writing and signed by a majority of the members shall be as effective as if it had been made by a majority vote at a meeting properly called and held. In carrying out its authority under this Plan, the Committee shall have full and final authority and discretion, including but not limited to the following rights, powers and authorities, to:

(a) determine the persons to whom and the time or times at which Options will be made,

(b) determine the number of shares and the purchase price of Stock covered in each Option, subject to the terms of the Plan,

(c) determine the terms, provisions and conditions of each Option, which need not be identical,

(d) accelerate the time at which any outstanding Option may be exercised,

(e) define the effect, if any, on an Option of the death, Disability, or Retirement of the Optionee,

(f) prescribe, amend and rescind rules and regulations relating to administration of this Plan, and

(g) make all other determinations and take all other actions deemed necessary, appropriate, or advisable for the proper administration of this Plan.

The actions of the Committee in exercising all of the rights, powers, and authorities set out in this Article and all other Articles of this Plan, when performed in good faith and in its sole judgment, shall be final, conclusive and binding on all parties.

ARTICLE VII

AMENDMENT OR TERMINATION OF PLAN

The Board of Directors of the Company may amend, terminate or suspend this Plan at any time, in its sole and absolute discretion.

ARTICLE VIII

MISCELLANEOUS

8.1 NO EMPLOYMENT OBLIGATION. The granting of any Option shall not constitute an employment contract, express or implied, nor impose upon the Company or any Affiliate any obligation to employ or continue to employ any Optionee. The right of the Company or any Affiliate to terminate the employment of any person shall not be diminished or affected by reason of the fact that an Option has been granted to him.

8.2 TAX WITHHOLDING. The Company or any Affiliate shall be entitled to deduct from other compensation payable to each Optionee any sums required by federal, state, or local tax law to be withheld with respect to the grant or exercise of an Option. In the alternative, the Company may require the Optionee (or other person exercising the Option) to pay the sum directly to the Company or an Affiliate. If the Optionee (or other person exercising the Option) is required to pay the sum directly, payment in cash or by check of such sums for taxes shall be made on the date of exercise. The Company shall have no obligation upon exercise of any Option until payment has been received, unless withholding (or offset against a cash payment) as of or prior to the date of exercise is sufficient to cover all sums due with respect to that exercise. The Company and its Affiliates shall not be obligated to advise an Optionee of the existence of the tax or the amount which the Company or Affiliate will be required to withhold.

8.3 INDEMNIFICATION OF THE COMMITTEE AND THE BOARD OF DIRECTORS. With respect to administration of this Plan, the Company shall indemnify each present and future member of the Committee and the Board of Directors against, and each member of the Committee and the Board of Directors shall be entitled without further act on his part to indemnity from the Company for, all expenses (including attorney's fees, the amount of judgments and the amount of approved settlements made with a view to the curtailment of costs of litigation, other than amounts paid to the Company itself) reasonably incurred by him in connection with or arising out of any action, suit, or proceeding in which he may be involved by reason of his being or having been a member of the Committee and/or the Board of Directors, whether or not he continues to be a member of the Committee and/or the Board of Directors at the time of incurring the expenses--including, without limitation, matters as to which he shall be finally adjudged in any action, suit or proceeding to have been found to have been negligent in the performance of his duty as a member of the Committee or of the Board of Directors. However, this indemnity shall not include any expenses incurred by any member of the Committee and/or the Board of Directors in respect of matters as to which he shall be finally adjudged in any action, suit or proceeding to have been guilty of gross negligence or willful misconduct in the performance of his duty as a member of the Committee or the Board of Directors. In addition, no right of indemnification under this Plan shall be available to or enforceable by any member of the Committee or the Board of Directors unless, within 60 days after institution of any action, suit or proceeding, he shall have offered the Company, in writing, the opportunity to handle and defend same at its own expense. This right of indemnification shall inure to the benefit of the heirs, executors or administrators of each member of the Committee and the Board of Directors and shall be in addition to all other rights to which a member of the Committee and the Board of Directors may be entitled as a matter of law, contract, or otherwise.

8.4 GENDER. If the context requires, words of one gender when used in this Plan shall include the other and words used in the singular or plural shall include the other.

8.5 HEADINGS. Headings of Articles and Sections are included for convenience of reference only and do not constitute part of this Plan and shall not be used in construing the terms of this Plan.

8.6 OTHER COMPENSATION PLANS. The adoption of this Plan shall not affect any other stock option, incentive or other compensation or benefit plans in effect for the Company or any Affiliate, nor shall this Plan preclude the Company from establishing any other forms of incentive or other compensation for Employees of the Company or any Affiliate.

8.7 OTHER OPTIONS. The grant of an Option shall not confer upon an Optionee the right to receive any future or other Options under this Plan, whether or not Options may be granted to similarly situated Optionees, or the right to receive future Options upon the same terms or conditions as previously granted.

8.8 ARBITRATION OF DISPUTES. Any controversy arising out of or relating to the Plan or an Option Agreement shall be resolved by arbitration conducted in accordance with the terms of the Plan. No arbitration proceedings may be commenced unless the issue has previously been submitted to the Committee and the Committee has had at least 30 days to consider and act on the issue. Nothing in this Section 8.8 shall be construed to, in any way, limit the scope and effect of Article 6. In any arbitration proceeding full effect shall be given to the rights, powers, and authorities of the Committee under the provisions of the Plan. The arbitration shall be final and binding on the parties.

8.9 GOVERNING LAW. The provisions of this Plan shall be construed, administered, and governed under the laws of the State of Texas.

EXHIBIT 21.1

SUBSIDIARIES

OF

THE MEN'S WEARHOUSE, INC.

TMW Texas Retail L.P.

TMW Texas Limited, Inc.

TMW Texas General, Inc.

TMW Licensing Company, Inc.

TMW Licensing I, Inc.

TMW Licensing II, Inc.

TMW Washington Distribution, Inc.

Value Priced Clothing, Inc.

Value Prices Clothing II, Inc.

Value Priced Liquidators, Inc.

The Men's Wearhouse Nevada, Inc.

Renwick Technologies, Inc.

EXHIBIT 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in Registration Statement No. 333-01564 on Form S-3, Registration Statement No. 33-48108, Registration Statement No. 33-48109, Post-Effective Amendment No. 1 to Registration Statement No. 33-48110, Post-Effective Amendment No. 1 to Registration Statement No. 33-48111, Registration Statement No. 33-61792, Registration Statement No. 333-21109, Registration Statement No. 333-21121 and Registration Statement No. 33-74692 of The Men's Wearhouse, Inc. on Form S-8 of our report dated March 3, 1998 appearing in this Annual Report on Form 10-K of The Men's Wearhouse, Inc. for the year ended January 31, 1998.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas
April 24, 1998

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<INVENTORY>	136,797	164,140	157,857	161,002	182,383
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<SALES>	406,343	483,547	103,697	202,582	312,858
<TOTAL-REVENUES>	406,343	483,547	103,697	202,582	312,858
<CGS>	248,728	295,181	64,735	124,658	192,429
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<PERIOD-END>	MAY-03-1997	AUG-02-1997	NOV-01-1997
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<INVENTORY>	183,679	205,106	235,140
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<COMMON>	210	220	221
<OTHER-SE>	164,052	199,664	205,624
<TOTAL-LIABILITY-AND-EQUITY>	311,590	338,557	366,676
<SALES>	130,621	264,556	410,867
<TOTAL-REVENUES>	130,621	264,556	410,867
<CGS>	82,188	164,932	256,104
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