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

**Form 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 15, 2006

**The Men's Warehouse, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-16097**  
(Commission File Number)

**74-1790172**  
(IRS Employer Identification No.)

**5803 Glenmont Drive**  
**Houston, Texas**  
(Address of principal executive offices)

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

**77081**  
(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Item 2.02 Results of Operations and Financial Condition.**

On November 15, 2006, The Men's Wearhouse, Inc. (the "Company") issued a press release reporting its earnings results for its third quarter and nine months ended October 28, 2006. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished under Item 2.02 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Act, except as expressly set forth by specific reference in such filing.

### **Item 8.01 Other Events.**

As indicated in the press release filed by the Company on November 15, 2006, as a result of the closing sale price of the Company's common stock exceeding 120% of the conversion price for the Company's 3.125% Convertible Senior Notes due 2023 (the "Notes") for the requisite number of days set forth in the indenture governing the Notes, the Notes may be converted by the holders at their election during the conversion period beginning November 17, 2006 and ending February 22, 2007.

### **Item 9.01 Financial Statements and Exhibits.**

The following exhibit is included in this Form 8-K.

(c) Exhibits

99.1 Press Release of the Company dated November 15, 2006.

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**SIGNATURES**

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

**THE MEN'S WEARHOUSE, INC.**  
(Registrant)

Date: November 15, 2006

By: /s/ Neill P. Davis  
Neill P. Davis  
Executive Vice President, Chief Financial Officer,  
Treasurer and Principal Financial Officer

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**EXHIBIT INDEX**

| <u>Exhibit<br/>Number</u> | <u>Description</u>  |
|---------------------------|---|
| 99.1                      | Press Release of The Men's Wearhouse, Inc. dated November 15, 2006. |





News Release

For Immediate Release

**MEN'S WEARHOUSE REPORTS  
FISCAL 2006 THIRD QUARTER RESULTS**

- *Q3 2006 GAAP diluted EPS was \$0.58 versus \$0.44 last year*
- *Company estimates Q4 2006 GAAP and adjusted diluted EPS in a range of \$0.72 to \$0.76 and \$0.68 to \$0.72, respectively*
- *Company estimates Fiscal 2006 GAAP and adjusted diluted EPS in a range of \$2.48 to \$2.52 and \$2.50 and \$2.54, respectively*
- *Results and estimates include a number of significant items, refer to attached reconciliation tables*
- *Conference call at 5:00 pm eastern today*

HOUSTON — November 15, 2006 — The Men's Wearhouse (NYSE: MW) today announced its consolidated financial results for the third quarter ended October 28, 2006.

**THIRD QUARTER RESULTS**

Third Quarter Sales Summary — Fiscal 2006

|               | U.S. dollars, in millions |            | Total Sales<br>Change % | Comparable Store Sales<br>Change % |            |
|---------------|---------------------------|------------|-------------------------|------------------------------------|------------|
|               | Current Year              | Prior Year |                         | Current Year                       | Prior Year |
| Total Company | \$ 430.1                  | \$ 392.7   | 9.5%                    |                                    |            |
| TMW           | \$ 282.2                  | \$ 263.5   | 7.1%                    | 4.3%                               | 6.3%       |
| K&G           | \$ 89.9                   | \$ 81.2    | 10.7%                   | 0.2%                               | 7.8%       |
| United States | \$ 376.8                  | \$ 348.7   | 8.1%                    | 3.4%                               | 6.6%       |
| Moore's (C\$) | \$ 59.8                   | \$ 52.2    | 14.5%                   | 13.0%                              | 3.1%       |

Year-To-Date Third Quarter Sales Summary — Fiscal 2006

|               | U.S. dollars, in millions |            | Total Sales<br>Change % | Comparable Store Sales<br>Change % |            |
|---------------|---------------------------|------------|-------------------------|------------------------------------|------------|
|               | Current Year              | Prior Year |                         | Current Year                       | Prior Year |
| Total Company | \$ 1,325.2                | \$1,227.9  | 7.9%                    |                                    |            |
| TMW           | \$ 864.7                  | \$ 809.8   | 6.8%                    | 4.3%                               | 6.6%       |
| K&G           | \$ 288.2                  | \$ 270.3   | 6.6%                    | 0.0%                               | 19.5%      |
| United States | \$ 1,166.8                | \$1,094.0  | 6.6%                    | 3.3%                               | 9.4%       |
| Moore's (C\$) | \$ 178.5                  | \$ 163.3   | 9.3%                    | 8.3%                               | 3.5%       |



Third quarter 2006 operating income was \$48.9 million compared to \$33.6 million last year, and net income was \$31.8 million compared to \$24.1 million last year. GAAP diluted earnings per share were \$0.58 for the third quarter ended October 28, 2006 compared to \$0.44 last year. Adjusted diluted earnings per share for the 2006 fiscal third quarter was \$0.60 per share compared to adjusted diluted earnings per share of \$0.41 last year. For additional information regarding adjusted diluted earnings per share, please see the table included below as well as the non-GAAP reconciliations provided at the end of this release.

### THIRD QUARTER HIGHLIGHTS

- **SALES** — Comparable store sales of 3.4% for the company's United States based stores were in line with the company's initial guidance range of 2% to 4% and compared to the prior year quarter increase of 6.6%.
- **GROSS MARGIN** — Gross margin, as a percentage of sales, increased 291 basis points to 43.10% from 40.19%. The increase in gross margin was driven by year over year improvements in merchandise margins which stem from lower product costs as well as the continued growth of tuxedo rental revenues.
- **SG&A EXPENSES** — Selling, general and administrative expenses, as a percentage of sales, increased 34 basis points to 31.76% from 31.42%.
- **SHARES OUTSTANDING** — Weighted average diluted shares outstanding decreased 0.1% over prior year third quarter from 54.971 million shares to 54.903 million shares.

### ADDITIONAL HIGHLIGHTS

- **CORPORATE APPAREL CONTRACT WINS** — TwinHill, Men's Wearhouse Corporate Apparel division, announced two major multi-year contract awards from US Airways and Northwest Airlines (NWA). Aggregate contract revenues from these awards are estimated at \$40 million over the next four years.
  - TwinHill will provide US Airways tailored uniform apparel for over 17,000 full and part time US Airways Flight Attendant and Customer Service employees.
  - Northwest Airlines selected TwinHill to design, manufacture and distribute the new uniform ensembles to over 12,000 NWA Flight Attendant and Customer Service Agents to coincide with the launch of its new Boeing 787 fleet.

George Zimmer, Men's Wearhouse founder, chairman and chief executive officer, stated, "We are extremely pleased with our quarterly results and are also very pleased to be able to announce major contract wins at TwinHill with two 'household names' from Corporate America, each with their programs scheduled to commence in fiscal 2007."

#### FOURTH QUARTER 2006 GUIDANCE AND UPDATED FISCAL 2006 OUTLOOK

For the fourth quarter of 2006, the company expects GAAP diluted earnings per share to be in the range of \$0.72 to \$0.76. Adjusted diluted earnings per share for the fourth quarter are expected to be in the range \$0.68 to \$0.72. Same store sales increases for the fourth quarter of 2006 are expected to range between 1% and 2% in the U.S. and between 2% and 4% in Canada with an effective tax rate of approximately 36% and fully diluted shares outstanding of 55.3 million.

For the fiscal year ending February 3, 2007 (which is a 53-week year under the retail calendar), the company expects GAAP diluted earnings per share in a range of \$2.48 to \$2.52. Adjusted diluted earnings per share for the fiscal year are expected to be in a range of \$2.50 to \$2.54. Same store sales increases for fiscal 2006 in the U.S. are expected to range between 1% and 3% and between 5% and 7% in Canada with an effective tax rate of approximately 36% and fully diluted shares outstanding of 54.9 million.

#### IMPACT OF SIGNIFICANT ITEMS

In order to aid investors' understanding of the Company's results and to improve comparability of financial information from period to period, explanatory non-GAAP reconciliation tables are included at the end of this press release. Summarized earnings per share information from these tables as well as guidance for the fourth quarter of fiscal 2006 and full year follows:

##### Summary Reconciliation of GAAP diluted EPS to Adjusted diluted EPS

|   | HISTORICAL RESULTS (1) |             |             |             |             | GUIDANCE    |             |             |                    |                    |
|---|------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|--------------------|--------------------|
|   | Fiscal 2005            |             |             |             |             | Fiscal 2006 |             |             | Fiscal 2006        |                    |
|   | 1Q                     | 2Q          | 3Q          | 4Q          | YR          | 1Q          | 2Q          | 3Q          | 4Q                 | YR                 |
| <b>GAAP Diluted EPS</b>                           | 0.41                   | 0.43        | 0.44        | 0.60        | 1.88        | 0.53        | 0.65        | 0.58        | 0.72 - 0.76        | 2.48 - 2.52        |
| Adjustments (2)                                   |                        |             |             |             |             |             |             |             |                    |                    |
| Eddie Rodriguez Costs (3)                         | 0.05                   | 0.06        |             |             | 0.11        |             |             |             |                    |                    |
| Stock Based Compensation Reported in Earnings (4) |                        | 0.01        | 0.01        | 0.01        | 0.03        | 0.02        | 0.02        | 0.02        | 0.02               | 0.08               |
| 53rd Week Impact (5)                              |                        |             |             |             |             |             |             |             | (0.06)             | (0.06)             |
| Foreign Earnings Repatriation (6)                 |                        |             |             | 0.07        | 0.07        |             |             |             |                    |                    |
| Discrete Tax Items (7)                            |                        |             | (0.04)      | (0.02)      | (0.05)      |             |             |             |                    |                    |
| Net Adjustments                                   | 0.05                   | 0.07        | (0.02)      | 0.07        | 0.17        | 0.02        | 0.02        | 0.02        | (0.04)             | 0.02               |
| <b>Adjusted Diluted EPS</b>                       | <b>0.46</b>            | <b>0.50</b> | <b>0.41</b> | <b>0.67</b> | <b>2.04</b> | <b>0.55</b> | <b>0.67</b> | <b>0.60</b> | <b>0.68 - 0.72</b> | <b>2.50 - 2.54</b> |

1. Due to the effect of rounding, the sum of the individual per share amounts may not equal the total shown.
2. Net of tax.
3. The company ceased operating its test of the new retail concept "Eddie Rodriguez" in the second quarter of fiscal 2005.
4. In fiscal 2005 the company did not grant non-qualified stock options (NQO's) to key employees, opting instead to issue primarily deferred stock units (DSU's). In 2006 the company began recognizing stock option expense as it adopted FASB No. 123R. Amounts reported in earnings for 2005 include primarily DSU's and for 2006 include mostly DSU's and NQO's.
5. Fiscal 2006 will include one additional week (for a total of 53 weeks) as the company reports its fiscal operations on a retail calendar.
6. The company incurred a one-time tax expense of \$3.9 million (\$0.07 per share) related to the repatriation of foreign earnings under the provisions of the American Jobs Creation Act.
7. Adjustments to tax reserves associated with favorable developments on certain outstanding income tax matters.

## CONVERTIBLE DEBENTURES CONVERSION TRIGGERED

As a result of the closing sale price of the Company's common stock exceeding 120% of the conversion price for the Company's 3.125% Convertible Senior Notes due 2023 for the requisite number of days set forth in the indenture governing such Notes, the Notes may be converted by the holders at their election during the conversion period beginning November 17, 2006 and ending February 22, 2007.

As previously announced, the Company has irrevocably elected to settle the principal amount at issuance of the notes in cash when and if surrendered for conversion.

## CONFERENCE CALL AND WEBCAST INFORMATION

At 5:00 p.m. Eastern time today, company management will host a conference call and real time web cast to review the results for the fiscal third quarter 2006.

To access the conference call, dial 303-262-2137. To access the live webcast presentation, visit the Investor Relations section of the company's website at [www.menswearhouse.com](http://www.menswearhouse.com). A telephonic replay will be available through November 22nd by calling 303-590-3000 and entering the access code of 11076483#, or a webcast archive will be available free on the website for approximately 90 days.

## STORE INFORMATION

|                           | October 28, 2006 |                 | October 29, 2005 |                 | January 28, 2006 |                 |
|---------------------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|
|                           | Number of Stores | Sq. Ft. (000's) | Number of Stores | Sq. Ft. (000's) | Number of Stores | Sq. Ft. (000's) |
| Men's Wearhouse           | 538              | 2,979.9         | 525              | 2,887.0         | 526              | 2,898.4         |
| Moore's, Clothing for Men | 116              | 719.1           | 115              | 714.8           | 116              | 719.8           |
| K&G (A)                   | 89               | 2,112.2         | 77               | 1,829.4         | 77               | 1,835.2         |
| <b>Total</b>              | <b>743</b>       | <b>5,811.2</b>  | <b>717</b>       | <b>5,431.2</b>  | <b>719</b>       | <b>5,453.4</b>  |

(A) 68, 51 and 52 stores, respectively, offering women's apparel.

Founded in 1973, Men's Wearhouse is one of North America's largest specialty retailers of men's apparel with 743 stores. The stores carry a full selection of designer, brand name and private label suits, sport coats, furnishings and accessories, including tuxedo rentals available in the Men's Wearhouse and Moore's stores.

This press release contains forward-looking information. The forward-looking statements are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be significantly impacted by various factors, including unfavorable local, regional and national economic developments, disruption in retail buying trends due to homeland security concerns, severe weather conditions, aggressive advertising or marketing activities of competitors and other factors described herein and in the company's annual report on Form 10-K for the year ended January 28, 2006 and subsequent Forms 10-Q.

For additional information on Men's Wearhouse, please visit the company's website at [www.menswearhouse.com](http://www.menswearhouse.com).

CONTACT: Neill Davis, EVP & CFO, Men's Wearhouse (713) 592-7200  
Ken Dennard, DRG&E (713) 529-6600



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
(Unaudited)

**FOR THE THREE MONTHS ENDED**  
**October 28, 2006 AND October 29, 2005**  
(In thousands, except per share data)

|  | Three Months Ended |            |           |            |
|--|--------------------|------------|-----------|------------|
|  | 2006               | % of Sales | 2005      | % of Sales |
| Net sales  | \$430,068          | 100.00%    | \$392,695 | 100.00%    |
| Cost of goods sold, including buying, distribution and occupancy costs | 244,690            | 56.90%     | 234,866   | 59.81%     |
| Gross margin   | 185,378            | 43.10%     | 157,829   | 40.19%     |
| Selling, general and administrative expenses                           | 136,610            | 31.76%     | 123,380   | 31.42%     |
| Operating income   | 48,768             | 11.34%     | 34,449    | 8.77%      |
| Interest income  | (2,461)            | (0.57%)    | (557)     | (0.14%)    |
| Interest expense   | 2,346              | 0.55%      | 1,428     | 0.36%      |
| Earnings before income taxes   | 48,883             | 11.37%     | 33,578    | 8.55%      |
| Provision for income taxes   | 17,109             | 3.98%      | 9,499     | 2.42%      |
| Net earnings   | \$ 31,774          | 7.39%      | \$ 24,079 | 6.13%      |
| Net earnings per share:  |                    |            |           |            |
| Basic  | \$ 0.60            |            | \$ 0.45   |            |
| Diluted  | \$ 0.58            |            | \$ 0.44   |            |
| Weighted average common shares outstanding:                            |                    |            |           |            |
| Basic  | 53,098             |            | 53,661    |            |
| Diluted  | 54,903             |            | 54,971    |            |



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
(Unaudited)

**FOR THE NINE MONTHS ENDED**  
**October 28, 2006 AND October 29, 2005**  
(In thousands, except per share data)

|  | Nine Months Ended |            |             |            |
|--|-------------------|------------|-------------|------------|
|  | 2006              | % of Sales | 2005        | % of Sales |
| Net sales  | \$1,325,219       | 100.00%    | \$1,227,920 | 100.00%    |
| Cost of goods sold, including buying, distribution and occupancy costs | 757,889           | 57.19%     | 736,012     | 59.94%     |
| Gross margin   | 567,330           | 42.81%     | 491,908     | 40.06%     |
| Selling, general and administrative expenses                           | 416,580           | 31.43%     | 382,181     | 31.12%     |
| Operating income   | 150,750           | 11.38%     | 109,727     | 8.94%      |
| Interest income  | (7,249)           | (0.55%)    | (2,122)     | (0.17%)    |
| Interest expense   | 6,826             | 0.52%      | 4,427       | 0.36%      |
| Earnings before income taxes   | 151,173           | 11.41%     | 107,422     | 8.75%      |
| Provision for income taxes   | 54,922            | 4.14%      | 36,253      | 2.95%      |
| Net earnings   | \$ 96,251         | 7.26%      | \$ 71,169   | 5.80%      |
| Net earnings per share:  |                   |            |             |            |
| Basic  | \$ 1.81           |            | \$ 1.32     |            |
| Diluted  | \$ 1.76           |            | \$ 1.28     |            |
| Weighted average common shares outstanding:                            |                   |            |             |            |
| Basic  | 53,163            |            | 54,050      |            |
| Diluted  | 54,715            |            | 55,765      |            |



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**

(In thousands)  
(Unaudited)

|   | <u>October 28,</u><br><u>2006</u> | <u>October 29,</u><br><u>2005</u> |
|---|-----------------------------------|-----------------------------------|
| <b>ASSETS</b>                               |                                   |                                   |
| Current assets:                             |                                   |                                   |
| Cash and cash equivalents                   | \$ 75,093                         | \$ 27,645                         |
| Short-term investments                      | 180,275                           | 69,925                            |
| Inventories                                 | 481,885                           | 465,719                           |
| Other current assets                        | <u>53,835</u>                     | <u>48,396</u>                     |
| Total current assets                        | 791,088                           | 611,685                           |
| Property and equipment, net                 | 277,510                           | 269,629                           |
| Goodwill                                    | 58,261                            | 57,020                            |
| Other assets, net                           | <u>71,586</u>                     | <u>60,764</u>                     |
| Total assets                                | <u>\$1,198,445</u>                | <u>\$ 999,098</u>                 |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b> |                                   |                                   |
| Current liabilities                         | \$ 218,495                        | \$ 228,381                        |
| Long-term debt                              | 207,310                           | 130,000                           |
| Deferred taxes and other liabilities        | 49,216                            | 50,446                            |
| Shareholders' equity                        | <u>723,424</u>                    | <u>590,271</u>                    |
| Total liabilities and equity                | <u>\$1,198,445</u>                | <u>\$ 999,098</u>                 |



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

**FOR THE NINE MONTHS ENDED**  
**October 28, 2006 AND October 29, 2005**  
(In thousands)

|   | <u>Nine Months Ended</u> |                  |
|---|--------------------------|------------------|
|   | <u>2006</u>              | <u>2005</u>      |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>          |                          |                  |
| Net earnings  | \$ 96,251                | \$ 71,169        |
| Non-cash adjustments to net earnings:                 |                          |                  |
| Depreciation and amortization                         | 45,191                   | 46,719           |
| Other   | 17,398                   | 12,251           |
| Changes in assets and liabilities                     | <u>(108,027)</u>         | <u>(77,996)</u>  |
| Net cash provided by operating activities             | <u>50,813</u>            | <u>52,143</u>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>          |                          |                  |
| Capital expenditures                                  | (47,552)                 | (52,109)         |
| Purchases of available-for-sale investments           | (197,920)                | (99,000)         |
| Proceeds from sales of available-for-sale investments | 80,420                   | 29,075           |
| Other   | <u>(913)</u>             | <u>(69)</u>      |
| Net cash used in investing activities                 | <u>(165,965)</u>         | <u>(122,103)</u> |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>          |                          |                  |
| Cash dividends paid                                   | (8,072)                  | —                |
| Proceeds from issuance of common stock                | 7,583                    | 22,192           |
| Purchase of treasury stock                            | (11,512)                 | (90,280)         |
| Other   | <u>1,161</u>             | <u>—</u>         |
| Net cash used in financing activities                 | <u>(10,840)</u>          | <u>(68,088)</u>  |
| Effect of exchange rate changes                       | <u>859</u>               | <u>685</u>       |
| <b>DECREASE IN CASH AND CASH EQUIVALENTS</b>          | <u>(125,133)</u>         | <u>(137,363)</u> |
| Balance at beginning of period                        | <u>200,226</u>           | <u>165,008</u>   |
| Balance at end of period                              | <u>\$ 75,093</u>         | <u>\$ 27,645</u> |



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**UNAUDITED NON-GAAP CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
**(A Non-GAAP Financial Measure)**  
(In thousands, except per share amounts)

**Use of Non-GAAP Financial Measures**

We have provided non-GAAP adjusted earnings per share information. This non-GAAP financial information is provided to enhance the user's overall understanding of the company's current financial performance. Specifically, we believe the non-GAAP adjusted results provide useful information to both management and investors by excluding certain expense items that we believe are not indicative of our core operating results. The non-GAAP financial information should be considered in addition to, not as a substitute for or as being superior to, operating income, cash flows, or other measures of financial performance prepared in accordance with GAAP. The following are the reconciliations of this non-GAAP information. Due to the effect of rounding, the sum of the individual per share amounts may not equal the total shown.

**Non-GAAP Financial Measures (in thousands, except per share information)**

|  | <b>Three Months Ended April 30, 2005</b> |   |  |
|--|--|---|--|
|  | <b>GAAP<br/>Results</b>                  | <b>(1)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$411,649                                | \$ (1,006)                              | \$ 410,643                               |
| Cost of goods sold, including buying, distribution and occupancy costs | 245,866                                  | (1,631)                                 | 244,235                                  |
| Gross margin   | 165,783                                  | 625                                     | 166,408                                  |
| Selling, general and administrative expenses                           | 128,909                                  | (4,036)                                 | 124,873                                  |
| Operating Income   | 36,874                                   | 4,661                                   | 41,535                                   |
| Interest income  | (794)                                    | —                                       | (794)                                    |
| Interest expense   | 1,487                                    | —                                       | 1,487                                    |
| Earnings before income taxes   | 36,181                                   | 4,661                                   | 40,842                                   |
| Provision for income taxes   | 13,477                                   | 1,736                                   | 15,213                                   |
| Net earnings   | \$ 22,704                                | \$ 2,925                                | \$ 25,629                                |
| Net earnings per diluted share   | \$ 0.41                                  | \$ 0.05                                 | \$ 0.46                                  |
| Weighted average diluted common shares outstanding                     | 55,834                                   |   | 55,834                                   |

(1) The net earnings adjustments are as follows:

- a. \$2.886 million, net of tax, or \$.05 diluted earnings per share in net losses from the Eddie Rodriguez stores and
- b. \$39 thousand, net of tax, related to stock based compensation.

**Non-GAAP Financial Measures (continued)**

|  | <b>Three Months Ended June 30, 2005</b> |   |  |
|--|---|---|--|
|  | <b>GAAP<br/>Results</b>                 | <b>(1)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$423,576                               | \$ (785)                                | \$ 422,791                               |
| Cost of goods sold, including buying, distribution and occupancy costs | 255,280                                 | (3,485)                                 | 251,795                                  |
| Gross margin   | 168,296                                 | 2,700                                   | 170,996                                  |
| Selling, general and administrative expenses                           | 129,892                                 | (3,495)                                 | 126,397                                  |
| Operating Income   | 38,404                                  | 6,195                                   | 44,599                                   |
| Interest income  | (771)                                   | —                                       | (771)                                    |
| Interest expense   | 1,512                                   | —                                       | 1,512                                    |
| Earnings before income taxes   | 37,663                                  | 6,195                                   | 43,858                                   |
| Provision for income taxes   | 13,277                                  | 2,183                                   | 15,460                                   |
| Net earnings   | \$ 24,386                               | \$ 4,012                                | \$ 28,398                                |
| Net earnings per diluted share   | \$ 0.43                                 | \$ 0.07                                 | \$ 0.50                                  |
| Weighted average diluted common shares outstanding                     | 56,490                                  |   | 56,490                                   |

|  | <b>Three Months Ended October 29, 2005</b> |   |  |
|--|--|---|--|
|  | <b>GAAP<br/>Results</b>                    | <b>(2)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$392,695                                  | \$ —                                    | \$ 392,695                               |
| Cost of goods sold, including buying, distribution and occupancy costs | 234,866                                    | —                                       | 234,866                                  |
| Gross margin   | 157,829                                    | —                                       | 157,829                                  |
| Selling, general and administrative expenses                           | 123,380                                    | (928)                                   | 122,452                                  |
| Operating Income   | 34,449                                     | 928                                     | 35,377                                   |
| Interest income  | (557)                                      | —                                       | (557)                                    |
| Interest expense   | 1,428                                      | —                                       | 1,428                                    |
| Earnings before income taxes   | 33,578                                     | 928                                     | 34,506                                   |
| Provision for income taxes   | 9,499                                      | 2,278                                   | 11,777                                   |
| Net earnings   | \$ 24,079                                  | \$ (1,350)                              | \$ 22,729                                |
| Net earnings per diluted share   | \$ 0.44                                    | \$ (0.02)                               | \$ 0.41                                  |
| Weighted average diluted common shares outstanding                     | 54,971                                     |   | 54,971                                   |

(1) The net earnings adjustments are as follows:

- a. \$3.379 million, net of tax, or \$0.06 diluted earnings per share in net losses from the Eddie Rodriguez stores and
- b. \$633 thousand, net of tax, or \$0.01 diluted earnings per share related to stock based compensation.

(2) The net earnings adjustments are as follows:

- a. \$666 thousand, net of tax, or \$0.01 diluted earnings per share related to stock based compensation and
- b. (\$2.016) million or (\$0.04) diluted earnings per share in discrete tax items.

**Non-GAAP Financial Measures (continued)**

|  | <b>Three Months Ended January 28, 2006</b> |   |  |
|--|--|---|--|
|  | <b>GAAP<br/>Results</b>                    | <b>(1)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$ 496,978                                 | \$ —                                    | \$ 496,978                               |
| Cost of goods sold, including buying, distribution and occupancy costs | 291,751                                    | —                                       | 291,751                                  |
| Gross margin   | 205,227                                    | —                                       | 205,227                                  |
| Selling, general and administrative expenses                           | 149,658                                    | (939)                                   | 148,719                                  |
| Operating Income   | 55,569                                     | 939                                     | 56,508                                   |
| Interest income  | (1,158)                                    | —                                       | (1,158)                                  |
| Interest expense   | 1,461                                      | —                                       | 1,461                                    |
| Earnings before income taxes   | 55,266                                     | 939                                     | 56,205                                   |
| Provision for income taxes   | 22,532                                     | (2,631)                                 | 19,901                                   |
| Net earnings   | \$ 32,734                                  | \$ 3,570                                | \$ 36,304                                |
| Net earnings per diluted share   | \$ 0.60                                    | \$ 0.07                                 | \$ 0.67                                  |
| Weighted average diluted common shares outstanding                     | 54,166                                     |   | 54,166                                   |

|  | <b>Twelve Months Ended January 28, 2006</b> |   |  |
|--|---|---|--|
|  | <b>GAAP<br/>Results</b>                     | <b>(2)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$1,724,898                                 | \$ (1,791)                              | \$1,723,107                              |
| Cost of goods sold, including buying, distribution and occupancy costs | 1,027,763                                   | (5,116)                                 | 1,022,647                                |
| Gross margin   | 697,135                                     | 3,325                                   | 700,460                                  |
| Selling, general and administrative expenses                           | 531,839                                     | (9,398)                                 | 522,441                                  |
| Operating Income   | 165,296                                     | 12,723                                  | 178,019                                  |
| Interest income  | (3,280)                                     | —                                       | (3,280)                                  |
| Interest expense   | 5,888                                       | —                                       | 5,888                                    |
| Earnings before income taxes   | 162,688                                     | 12,723                                  | 175,411                                  |
| Provision for income taxes   | 58,785                                      | 3,566                                   | 62,351                                   |
| Net earnings   | \$ 103,903                                  | \$ 9,157                                | \$ 113,060                               |
| Net earnings per diluted share   | \$ 1.88                                     | \$ 0.17                                 | \$ 2.04                                  |
| Weighted average diluted common shares outstanding                     | 55,365                                      |   | 55,365                                   |

(1) The net earnings adjustments are as follows:

- a. \$556 thousand, net of tax, or \$0.01 diluted earnings per share related to stock based compensation
- b. (\$898) thousand or (\$0.02) diluted earnings per share in discrete tax items and
- c. \$3.912 million or \$0.07 diluted earnings per share in foreign earnings repatriation tax expense.

(2) The net earnings adjustments are as follows:

- a. \$6.265 million, net of tax, or \$0.11 diluted earnings per share in net losses from the Eddie Rodriguez stores
- b. \$1.894 million, net of tax, or \$0.03 diluted earnings per share related to stock based compensation
- c. (\$2.914) million or (\$0.05) diluted earnings per share in discrete tax items and
- d. \$3.912 million or \$0.07 diluted earnings per share in foreign earnings repatriation tax expense.

**Non-GAAP Financial Measures (continued)**

|  | <b>Three Months Ended April 29, 2006</b> |   |  |
|--|--|---|--|
|  | <b>GAAP<br/>Results</b>                  | <b>(1)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$434,564                                | \$ —                                    | \$ 434,564                               |
| Cost of goods sold, including buying, distribution and occupancy costs | 251,735                                  | (143)                                   | 251,592                                  |
| Gross margin   | 182,829                                  | 143                                     | 182,972                                  |
| Selling, general and administrative expenses                           | 136,441                                  | (1,485)                                 | 134,956                                  |
| Operating Income   | 46,388                                   | 1,628                                   | 48,016                                   |
| Interest income  | (1,995)                                  | —                                       | (1,995)                                  |
| Interest expense   | 2,191                                    | —                                       | 2,191                                    |
| Earnings before income taxes   | 46,192                                   | 1,628                                   | 47,820                                   |
| Provision for income taxes   | 17,336                                   | 611                                     | 17,947                                   |
| Net earnings   | \$ 28,856                                | \$ 1,017                                | \$ 29,873                                |
| Net earnings per diluted share   | \$ 0.53                                  | \$ 0.02                                 | \$ 0.55                                  |
| Weighted average diluted common shares outstanding                     | 54,719                                   |   | 54,719                                   |

(1) The adjustments are related to stock based compensation.

|  | <b>Three Months Ended July 29, 2006</b> |   |  |
|--|---|---|--|
|  | <b>GAAP<br/>Results</b>                 | <b>(2)<br/>NON-GAAP<br/>Adjustments</b> | <b>NON-GAAP<br/>Adjusted<br/>Results</b> |
| Net sales  | \$460,587                               | \$ —                                    | \$ 460,587                               |
| Cost of goods sold, including buying, distribution and occupancy costs | 261,464                                 | (178)                                   | 261,286                                  |
| Gross margin   | 199,123                                 | 178                                     | 199,301                                  |
| Selling, general and administrative expenses                           | 143,529                                 | (1,542)                                 | 141,987                                  |
| Operating Income   | 55,594                                  | 1,720                                   | 57,314                                   |
| Interest income  | (2,793)                                 | —                                       | (2,793)                                  |
| Interest expense   | 2,289                                   | —                                       | 2,289                                    |
| Earnings before income taxes   | 56,098                                  | 1,720                                   | 57,818                                   |
| Provision for income taxes   | 20,477                                  | 628                                     | 21,105                                   |
| Net earnings   | \$ 35,621                               | \$ 1,092                                | \$ 36,713                                |
| Net earnings per diluted share   | \$ 0.65                                 | \$ 0.02                                 | \$ 0.67                                  |
| Weighted average diluted common shares outstanding                     | 54,524                                  |   | 54,524                                   |

(2) The adjustments are related to stock based compensation.

**Non-GAAP Financial Measures (continued)**

|  | Three Months Ended October 28, 2006 |                                |                                 |
|--|-------------------------------------|--------------------------------|---------------------------------|
|  | GAAP<br>Results                     | (1)<br>NON-GAAP<br>Adjustments | NON-GAAP<br>Adjusted<br>Results |
| Net sales  | \$430,068                           | \$ —                           | \$ 430,068                      |
| Cost of goods sold, including buying, distribution and occupancy costs | 244,690                             | (178)                          | 244,512                         |
| Gross margin   | 185,378                             | 178                            | 185,556                         |
| Selling, general and administrative expenses                           | 136,610                             | (1,613)                        | 134,997                         |
| Operating Income   | 48,768                              | 1,791                          | 50,559                          |
| Interest income  | (2,461)                             | —                              | (2,461)                         |
| Interest expense   | 2,346                               | —                              | 2,346                           |
| Earnings before income taxes   | 48,883                              | 1,791                          | 50,674                          |
| Provision for income taxes   | 17,109                              | 627                            | 17,736                          |
| Net earnings   | \$ 31,774                           | \$ 1,164                       | \$ 32,938                       |
| Net earnings per diluted share   | \$ 0.58                             | \$ 0.02                        | \$ 0.60                         |
| Weighted average diluted common shares outstanding                     | 54,903                              |                                | 54,903                          |

(1) The adjustments are related to stock based compensation.