

GENESCO INC  
Form 10-K  
March 30, 2011

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

**FORM 10-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

**For the Fiscal Year Ended January 29, 2011**

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

**for the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File No. 1-3083**

**Genesco Inc.**

(Exact name of registrant as specified in its charter)

**Tennessee Corporation**

(State or other jurisdiction of  
incorporation or organization)

**62-0211340**

(I.R.S. Employer  
Identification No.)

**Genesco Park, 1415 Murfreesboro Road**

**Nashville, Tennessee**

(Address of principal executive offices)

**37217-2895**

(Zip Code)

Registrant's telephone number, including area code: **(615) 367-7000**

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class  
**Common Stock, \$1.00 par value**  
**Preferred Share Purchase Rights**

Name of Exchange  
on which Registered  
**New York and Chicago**  
**New York and Chicago**

Securities Registered Pursuant to Section 12(g) of the Act:

**Subordinated Serial Preferred Stock, Series 1**

**Employees Subordinated Convertible Preferred Stock**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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 and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232-405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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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 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.

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

Large accelerated  
filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if smaller reporting company.)

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

The aggregate market value of common stock held by nonaffiliates of the registrant as of July 31, 2010, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$656,000,000. The market value calculation was determined using a per share price of \$27.29, the price at which the common stock was last sold on the New York Stock Exchange on such date. For purposes of this calculation, shares held by nonaffiliates excludes only those shares beneficially owned by officers, directors, and shareholders owning 10% or more of the outstanding common stock (and, in each case, their immediate family members and affiliates).

As of March 18, 2011, 23,689,393 shares of the registrant's common stock were outstanding.

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**Documents Incorporated by Reference**

Portion of Genesco's Annual Report to Shareholders for the fiscal year ended January 29, 2011 are incorporated into Part II by reference.

Portions of the proxy statement for the June 22, 2011 annual meeting of shareholders are incorporated into Part III by reference.

**Table of Contents****PART I****ITEM 1, BUSINESS****General**

Genesco is a leading retailer and wholesaler of branded footwear, apparel and accessories with net sales for Fiscal 2011 of \$1.79 billion. During Fiscal 2011, the Company operated five reportable business segments (not including corporate): Journeys Group, comprised of the Journeys, Journeys Kidz and Shi by Journeys retail footwear chains, catalog and e-commerce operations; Underground Station Group, comprised of the Underground Station retail footwear chain and e-commerce operations; Lids Sports Group, comprised of the Lids, Hat Shack, Hat Zone, Head Quarters, Cap Connection and Hat World retail headwear stores, the Sports Fan Attic retail licensed sports headwear, apparel and accessory stores acquired in November 2009 and the Sports Avenue retail licensed sports headwear, apparel and accessory stores acquired in October 2010, both of which are now referred to as Lids Locker Room, the Lids Team Sports business, including the recently acquired Brand Innovators and Anaconda Sports team dealer businesses, and certain e-commerce operations; Johnston & Murphy Group, comprised of Johnston & Murphy retail operations, catalog and e-commerce operations and wholesale distribution; and Licensed Brands, comprised primarily of Dockers® footwear, sourced and marketed under a license from Levi Strauss & Company.

At January 29, 2011, the Company operated 2,309 retail footwear, headwear and sports apparel and accessories stores located primarily throughout the United States and in Puerto Rico, but also including 73 headwear stores and three footwear stores in Canada. It currently plans to open a total of approximately 84 new retail stores and close 72 retail stores in Fiscal 2012. At January 29, 2011, Journeys Group operated 1,017 stores, including 149 Journeys Kidz and 55 Shi by Journeys; Underground Station Group operated 151 stores; Lids Sports Group operated 985 stores and Johnston & Murphy Group operated 156 retail shops and factory stores.

The following table sets forth certain additional information concerning the Company's retail footwear, headwear and sports apparel and accessory stores during the five most recent fiscal years:

	<b>Fiscal 2007</b>	<b>Fiscal 2008</b>	<b>Fiscal 2009</b>	<b>Fiscal 2010</b>	<b>Fiscal 2011</b>
Retail Footwear and Headwear Stores					
Beginning of year	1,773	2,009	2,175	2,234	2,276
Opened during year	224	229	102	61	53
Acquired during year	49	-0-	-0-	38	58
Closed during year	(37)	(63)	(43)	(57)	(78)
End of year	2,009	2,175	2,234	2,276	2,309

The Company also designs, sources, markets and distributes footwear under its own Johnston & Murphy brand and under the licensed Dockers® brand to over 950 retail accounts in the United States, including a number of leading department, discount, and specialty stores.

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Shorthand references to fiscal years (e.g., Fiscal 2011 ) refer to the fiscal year ended on the Saturday nearest January 31<sup>st</sup> in the named year (e.g., January 29, 2011). All information contained in Management's Discussion and Analysis of Financial Condition and Results of Operations which is referred to in Item 1 of this report is incorporated by such reference in Item 1. This report contains forward-looking statements. Actual results may vary materially and adversely from the expectations reflected in these statements. For a discussion of some of the factors that may lead to different results, see Item 1A, Risk Factors and Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

**Available Information**

The Company files reports with the Securities and Exchange Commission ( SEC ), including annual reports on Form 10-K, quarterly reports on Form 10-Q and other reports from time to time. The public may read and copy any materials we file with the SEC at the SEC's Public Reference Room at 100 F. Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The Company is an electronic filer and the SEC maintains an Internet site at <http://www.sec.gov> that contains the reports, proxy and information statements, and other information filed electronically. The Company's website address is <http://www.genesco.com>. The Company's website address is provided as an inactive textual reference only. The Company makes available free of charge through the website annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the SEC. Copies of the charters of each of the Company's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee, as well as the Company's Corporate Governance Guidelines and Code of Ethics along with position descriptions for the Board of Directors and Board committees are also available free of charge through the website. The information provided on the Company's website is not part of this report, and is therefore not incorporated by reference unless such information is otherwise specifically referenced elsewhere in this report.

**Segments**

*Journeys Group*

The Journeys Group segment, including Journeys, Journeys Kidz and Shi by Journeys retail stores, catalog and e-commerce operations, accounted for approximately 45% of the Company's net sales in Fiscal 2011. Operating income attributable to Journeys Group was \$55.6 million in Fiscal 2011, with an operating margin of 6.9%. The Company believes that the Journeys Group's distinctive store formats, its mix of well-known brands and new product introductions, and its experienced management team provide significant competitive advantages for the Group. At January 29, 2011, Journeys Group operated 1,017 stores, including 149 Journeys Kidz stores and 55 Shi by Journeys stores, averaging approximately 1,875 square feet, throughout the United States and in Puerto Rico and Canada, selling footwear for young men, women and children.

Journeys Group added nine stores and closed 17 stores in Fiscal 2011. Comparable store sales increased 7% from the prior fiscal year. Journeys stores target customers in the 13-22 year age group through the use of youth-oriented decor and multi-channel media. Journeys stores carry predominately branded merchandise across a wide range of prices.

The Journeys Kidz retail

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footwear stores sell footwear primarily for younger children ages five to 12. Shi by Journeys retail footwear stores sell footwear and accessories to a target customer group consisting of fashion-conscious women in their early 20 s to mid 30 s. From a base of 967 Journeys Group stores at the end of Fiscal 2008, the Company opened 45 net new Journeys Group stores in Fiscal 2009 and 13 net new stores in Fiscal 2010. In Fiscal 2011, the Journeys Group opened nine new stores and closed 17 stores. Journeys Group plans to open approximately 27 new Journeys Group stores and close 31 stores in Fiscal 2012.

*Underground Station Group*

The Underground Station Group segment, including e-commerce operations, accounted for approximately 5% of the Company s net sales in Fiscal 2011. Operating loss attributable to Underground Station Group was (\$2.5) million in Fiscal 2011, with an operating margin of (2.6)%.

At January 29, 2011, Underground Station Group operated 151 stores, averaging approximately 1,800 square feet, throughout the United States, selling footwear and accessories primarily for men and women in the 20-35 age group. Underground Station stores are located primarily in urban markets. Comparable store sales were down 1% for Underground Station Group for Fiscal 2011. For Fiscal 2011, most of the footwear sold in Underground Station stores was branded merchandise, with the remainder made up of private label brands. The product mix at each Underground Station store is tailored in response to local customer preferences and competitive dynamics. The Company did not open any Underground Station stores in Fiscal 2011 and closed 19 stores, leaving the total number of Underground Station Group stores at 151. The Company plans to close approximately 22 Underground Station Group stores in Fiscal 2012. The Company plans to close certain underperforming Underground Station stores as the opportunity presents itself, and attempt to secure rent relief on other locations while it assesses the future prospects for the chain. For additional information, see Management s Discussion and Analysis of Financial Condition and Results of Operations.

*Lids Sports Group*

The Lids Sports Group segment, including Lids, Hat Shack, Hat Zone, Head Quarters, Cap Connection and Hat World retail headwear stores; internet sales; Lids Locker Room and Lids Clubhouse retail stores, including Sports Fan Attic stores, acquired in 2009 and Sports Avenue retail stores, acquired in October 2010; and the Lids Team Sports team dealer business, accounted for approximately 34% of the Company s net sales in Fiscal 2011. Operating income attributable to Lids Sports Group was \$57.8 million in Fiscal 2011, with an operating margin of 9.6%.

At January 29, 2011, Lids Sports Group operated 985 stores, averaging approximately 1,000 square feet, throughout the United States and in Puerto Rico and Canada. Lids Sports Group added 64 net new stores in Fiscal 2011, including 58 acquired stores, and plans to open approximately 30 net new stores in Fiscal 2012.

Comparable store sales for Lids Sports Group were up 9% for Fiscal 2011. The core headwear stores and kiosks, located in malls, airports, street level stores and factory outlet stores nationwide and in Canada, target customers in the early-teens to mid-20 s age group. In general, the stores offer headwear from an assortment of college, MLB, NBA, NFL and NHL teams, as well as other specialty fashion categories. Lids Locker Room stores, including Sports Fan Attic stores, located primarily in the Southeast and Sports Avenue stores, located across the United States, target

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sports fans of all ages. These stores offer headwear, apparel, accessories and novelties from an assortment of college and professional teams. The single-team Clubhouse stores offer headwear, apparel and accessories for specific college or professional teams. With the Sports Avenue acquisition, the Company also acquired 12 new team-specific websites.

*Johnston & Murphy Group*

The Johnston & Murphy Group segment, including retail stores, catalog and internet sales and wholesale distribution, accounted for approximately 10% of the Company's net sales in Fiscal 2011. Operating income attributable to Johnston & Murphy Group was \$8.6 million in Fiscal 2011, with an operating margin of 4.7%. All of the Johnston & Murphy wholesale sales are of the Genesco-owned Johnston & Murphy brand and approximately 99% of the group's retail sales are of Johnston & Murphy branded products.

*Johnston & Murphy Retail Operations.* At January 29, 2011, Johnston & Murphy operated 156 retail shops and factory stores throughout the United States averaging approximately 1,725 square feet and selling footwear, luggage and accessories primarily for men in the 35-55 age group, targeting business and professional customers. Johnston & Murphy introduced a line of women's footwear and accessories in select Johnston & Murphy retail shops in the fall of 2008. Johnston & Murphy retail shops are located primarily in better malls nationwide and in airports and sell a broad range of men's dress and casual footwear and accessories. The Company also sells Johnston & Murphy products directly to consumers through a direct mail catalog and an e-commerce website. Comparable store sales for Johnston & Murphy retail operations increased 8% for Fiscal 2011. Retail prices for Johnston & Murphy footwear generally range from \$100 to \$265. Total footwear accounted for 66% of total Johnston & Murphy retail sales in Fiscal 2011, with the balance consisting of luggage, apparel and accessories. Johnston & Murphy Group added three new shops and factory stores and closed seven shops and factory stores in Fiscal 2011 and plans to open approximately eight net new shops and factory stores in Fiscal 2012.

*Johnston & Murphy Wholesale Operations.* In addition to Company-owned Johnston & Murphy retail shops and factory stores, Johnston & Murphy men's footwear is sold at wholesale, primarily to better department and independent specialty stores. Johnston & Murphy's wholesale customers offer the brand's footwear for dress, dress casual, and casual occasions, with the majority of styles offered in these channels selling from \$100-\$165.

*Licensed Brands*

The Licensed Brands segment accounted for approximately 6% of the Company's net sales in Fiscal 2011. Operating income attributable to Licensed Brands was \$12.9 million in Fiscal 2011, with an operating margin of 12.7%.

Licensed Brands sales are primarily footwear marketed under the Dockers® brand, for which Genesco has had the exclusive men's footwear license in the United States since 1991. See Trademarks and Licenses. Dockers footwear is marketed to men aged 30-55 through many of the same national retail chains that carry Dockers slacks and sportswear and in department and specialty stores across the country. Suggested retail prices for Dockers footwear generally range from \$50 to \$90.

For further information on the Company's business segments, see Note 14 to the Consolidated Financial Statements included in Item 8 and Management's Discussion and Analysis of Financial Condition and Results of Operations.



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**Manufacturing and Sourcing**

The Company relies on independent third-party manufacturers for production of its footwear products sold at wholesale. The Company sources footwear and accessory products from foreign manufacturers in jurisdictions located in China, Italy, Mexico, Brazil, Indonesia, India, Peru, Portugal, Thailand, Vietnam, Bangladesh, Dominican Republic and Spain. The Company's retail operations source primarily branded products from third parties, who source primarily overseas.

**Competition**

Competition is intense in the footwear and headwear industry. The Company's retail footwear and headwear competitors range from small, locally owned stores to regional and national department stores, discount stores, and specialty chains. The Company also competes with hundreds of footwear wholesale operations in the United States and throughout the world, most of which are relatively small, specialized operations, but some of which are large, more diversified companies. Some of the Company's competitors have resources that are not available to the Company. The Company's success depends upon its ability to remain competitive with respect to the key factors of style, price, quality, comfort, brand loyalty, customer service, store location and atmosphere and the ability to offer distinctive products.

**Trademarks and Licenses**

The Company owns its Johnston & Murphy brand and owns or licenses the trade names of its retail concepts either directly or through wholly-owned subsidiaries. The Dockers® brand footwear line, introduced in Fiscal 1993, is sold under a license agreement granting the exclusive right to sell men's footwear under the trademark in the United States, Canada and Mexico and in certain other Latin American countries. The Dockers license agreement, as amended, expires on December 31, 2012. Net sales of Dockers products were \$87 million in Fiscal 2011 and \$88 million in Fiscal 2010. The Company licenses certain of its footwear brands, mostly in foreign markets. License royalty income was not material in Fiscal 2011.

**Wholesale Backlog**

Most of the Company's orders in the Company's wholesale divisions are for delivery within 150 days. Because most of the Company's business is at-once, the backlog at any one time is not necessarily indicative of future sales. As of February 26, 2011, the Company's wholesale operations had a backlog of orders, including unconfirmed customer purchase orders, amounting to approximately \$49.4 million, compared to approximately \$33.8 million on February 27, 2010. The backlog is somewhat seasonal, reaching a peak in spring. The Company maintains in-stock programs for selected product lines with anticipated high volume sales.

**Employees**

Genesco had approximately 15,200 employees at January 29, 2011, approximately 120 of whom were employed in corporate staff departments and the balance in operations. Retail footwear and headwear stores employ a substantial number of part-time employees, and approximately 8,200 of the Company's employees were part-time.

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At January 29, 2011, the Company operated 2,309 retail footwear, headwear and sports apparel and accessories stores throughout the United States and in Puerto Rico and Canada. New shopping center store leases typically are for a term of approximately 10 years and new factory outlet leases typically are for a term of approximately five years. Both typically provide for rent based on a percentage of sales against a fixed minimum rent based on the square footage leased.

The general location, use and approximate size of the Company's principal properties are set forth below:

<b>Location</b>	<b>Owned/Leased</b>	<b>Use</b>	<b>Approximate Area Square Feet</b>
Lebanon, TN	Owned	Distribution warehouse	320,000
Nashville, TN	Leased	Executive & footwear operations offices	295,000*
Chapel Hill, TN	Owned	Distribution warehouse	182,000
Fayetteville, TN	Owned	Distribution warehouse	178,500
Indianapolis, IN	Leased	Distribution warehouse	152,158
Indianapolis, IN	Leased	Distribution warehouse and manufacturing	143,752
Lake Katrine, NY	Leased	Distribution warehouse and administrative offices	68,300
Nashville, TN	Owned	Distribution warehouse	63,000
Deforest, WI	Leased	Distribution warehouse and administrative offices	52,000
Indianapolis, IN	Leased	Headwear operations offices	43,000
Penn Yan, NY	Leased	Distribution warehouse and administrative offices	21,300
Tigard, OR	Leased	Administrative offices	17,844
Rock Island, IL	Leased	Distribution warehouse and administrative offices	17,400
Clifton Park, NY	Leased	Distribution warehouse and administrative offices	14,628
Mississauga, Ontario, Canada	Leased	Distribution warehouse	14,071
Portland, OR	Leased	Distribution warehouse and administrative offices	12,804
Tampa, FL	Leased	Distribution warehouse and administrative offices	7,112

\* The Company occupies approximately 78% of the building and subleases the remainder of the building. The lease on the Company's Nashville office expires in April 2017, with an option to renew for an additional five years. The lease on the Indianapolis headwear office expires in May 2015. The Company believes that all leases of properties that are material to its operations may be renewed on terms not materially less favorable to the Company than existing leases.

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**Environmental Matters**

The Company's former manufacturing operations and the sites of those operations are subject to numerous federal, state, and local laws and regulations relating to human health and safety and the environment. These laws and regulations address and regulate, among other matters, wastewater discharge, air quality and the generation, handling, storage, treatment, disposal, and transportation of solid and hazardous wastes and releases of hazardous substances into the environment. In addition, third parties and governmental agencies in some cases have the power under such laws and regulations to require remediation of environmental conditions and, in the case of governmental agencies, to impose fines and penalties. Several of the facilities owned by the Company (currently or in the past) are located in industrial areas and have historically been used for extensive periods for industrial operations such as tanning, dyeing, and manufacturing. Some of these operations used materials and generated wastes that would be considered regulated substances under current environmental laws and regulations. The Company currently is involved in certain administrative and judicial environmental proceedings relating to the Company's former facilities. See Item 3, Legal Proceedings.

**ITEM 1A, RISK FACTORS**

Our business is subject to significant risks. You should carefully consider the risks and uncertainties described below and the other information in this Form 10-K, including our consolidated financial statements and the notes to those statements. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we do not presently know about or that we currently consider immaterial may also affect our business operations and financial performance. If any of the events described below actually occur, our business, financial condition or results of operations could be adversely affected in a material way. This could cause the trading price of our stock to decline, perhaps significantly, and you may lose part or all of your investment.

**Poor economic conditions affect consumer spending and may significantly harm our business, affecting our financial condition, liquidity, and results of operations.**

The success of our business depends to a significant extent upon the level of consumer spending. A number of factors may affect the level of consumer spending on merchandise that we offer, including, among other things:

general economic, industry and weather conditions;

energy costs, which affect gasoline and home heating prices;

the level of consumer debt;

pricing of products;

interest rates;

tax rates and policies;

war, terrorism and other hostilities; and

consumer confidence in future economic conditions.

Adverse economic conditions and any related decrease in consumer demand for discretionary items could have a material adverse effect on our business, results of operations and financial condition. The merchandise we sell generally consists of discretionary items. Reduced consumer confidence and spending may result in reduced demand for discretionary items and may force us to take inventory markdowns. Reduced demand may also require increased selling and promotional expenses. Other factors could adversely affect consumer demand in portions

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of the Company's business. For example, a work stoppage in the National Football League could reduce demand for NFL related products in the Company's Lids Sports Group segment.

Moreover, while the Company believes that its operating cash flows and its borrowing capacity under committed lines of credit will be more than adequate for its anticipated cash requirements, if the economy were to experience a renewed downturn, or if one or more of the Company's revolving credit banks were to fail to honor its commitments under the Company's credit lines, the Company could be required to modify its operations for increased cash flow or to seek alternative sources of liquidity, and such alternative sources might not be available to the Company.

Finally, deterioration in the Company's market value, whether related to the Company's operating performance or to disruptions in the equity markets or deterioration in the operating performance of the business unit with which goodwill is associated, could require the Company to recognize the impairment of some or all of the \$153.3 million of goodwill on its Consolidated Balance Sheets at January 29, 2011, resulting in the reduction of net assets and a corresponding non-cash charge to earnings in the amount of the impairment.

**Our business involves a degree of fashion risk.**

Certain of our businesses serve a fashion-conscious customer base and depend upon the ability of our buyers and merchandisers to react to fashion trends, to purchase inventory that reflects such trends, and to manage our inventories appropriately in view of the potential for sudden changes in fashion or in consumer taste. Failure to continue to execute any of these activities successfully could result in adverse consequences, including lower sales, product margins, operating income and cash flows.

**Our business and results of operations are subject to a broad range of uncertainties arising out of world and domestic events.**

Our business and results of operations are subject to uncertainties arising out of world and domestic events, which may impact not only consumer demand, but also our ability to obtain the products we sell, most of which are produced outside the United States. These uncertainties may include a global economic slowdown, changes in consumer spending or travel, the increase in gasoline and natural gas prices, and the economic consequences of natural disasters, military action or terrorist activities and increased regulatory and compliance burdens related to governmental actions in response to a variety of factors, including but not limited to national security and anti-terrorism concerns and concerns about climate change. Any future events arising as a result of terrorist activity or other world events may have a material impact on our business, including the demand for and our ability to source products, and consequently on our results of operations and financial condition. Demand can also be influenced by other factors beyond our control. For example, sales in the Lids Team Sports segment have historically been affected by developments in team sports, and could be adversely impacted by player strikes or other season interruptions (such as the possible NFL work stoppage referenced above), as well as by the performance and reputation of certain teams.

**Our business is intensely competitive and increased or new competition could have a material adverse effect on us.**

The retail footwear, headwear and accessories markets are intensely competitive. We currently compete against a diverse group of retailers, including other regional and national specialty

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stores, department and discount stores, small independents and e-commerce retailers, which sell products similar to and often identical to those we sell. Our branded businesses, selling footwear at wholesale, also face intense competition, both from other branded wholesale vendors and from private label initiatives of their retailer customers. A number of different competitive factors could have a material adverse effect on our business, results of operations and financial condition, including:

- increased operational efficiencies of competitors;
- competitive pricing strategies;
- expansion by existing competitors;
- entry by new competitors into markets in which we currently operate; and
- adoption by existing retail competitors of innovative store formats or sales methods.

**We are dependent on third-party vendors for the merchandise we sell.**

We do not manufacture any of the merchandise we sell. This means that our product supply is subject to the ability and willingness of third-party suppliers to deliver merchandise we order on time and in the quantities and of the quality we need. In addition, a material portion of our retail footwear sales consists of products marketed under brands, belonging to unaffiliated vendors, which have fashion significance to our customers. Our core retail hat business is dependent upon products bearing sports and other logos, each generally controlled by a single licensee/vendor. If those vendors were to decide not to sell to us or to limit the availability of their products to us, or if they become unable because of economic conditions or any other reason to supply us with products, we could be unable to offer our customers the products they wish to buy and could lose their business to competitors.

**An increase in the cost or a disruption in the flow of our imported products may significantly decrease our sales and profits.**

Merchandise originally manufactured and imported from overseas makes up a large proportion of our total inventory. A disruption in the shipping of our imported merchandise or an increase in the cost of those products may significantly decrease our sales and profits. We may be unable to meet our customers' demands or pass on price increases to our customers. In addition, if imported merchandise becomes more expensive or unavailable, the transition to alternative sources may not occur in time to meet demand. Products from alternative sources may also be of lesser quality or more expensive than those we currently import. Risks associated with our reliance on imported products include:

- disruptions in the shipping and importation of imported products because of factors such as:
  - raw material shortages, work stoppages, strikes and political unrest;
  - problems with oceanic shipping, including shipping container shortages;
  - increased customs inspections of import shipments or other factors causing delays in shipments;
  - economic crises, natural disasters, international disputes and wars; and

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increases in the cost of purchasing or shipping foreign merchandise resulting from:  
denial by the United States of most favored nation trading status to or the imposition of quotas or other restrictions on imports from a foreign country from which we purchase goods;

import duties, import quotas and other trade sanctions; and

increases in shipping rates.

A significant amount of the inventory we sell is imported from the People's Republic of China, which has historically been subject to efforts to increase duty rates or to impose restrictions on imports of certain products.

A small portion of the products we buy abroad are priced in foreign currencies and, therefore, we are affected by fluctuating currency exchange rates. In the past, we have entered into foreign currency exchange contracts with major financial institutions to hedge these fluctuations. We might not be able to effectively protect ourselves in the future against currency rate fluctuations, and our financial performance could suffer as a result. Even dollar-denominated foreign purchases may be affected by currency fluctuations, as suppliers seek to reflect appreciation in the local currency against the dollar in the price of the products that they provide. You should read Management's Discussion and Analysis of Financial Condition and Results of Operations for more information about our foreign currency exchange rate exposure and hedging activities.

**The operation of the Company's business is heavily dependent on its information systems.**

We depend on a variety of information technology systems for the efficient functioning of our business and security of information. Security breaches and incidents, such as the unlawful intrusion into a portion of our networks used to process payment card and check transactions for certain retail stores that we announced in December 2010, could expose us to liability connected to any data loss, to higher operational costs related to security enhancements, and to loss of consumer confidence in our retail concepts and brands. Our insurance policies may not provide coverage for these matters or may have coverage limits which may not be adequate to reimburse us for losses caused by security breaches. We rely on certain hardware and software vendors to maintain and periodically upgrade many of these systems so that they can continue to support our business. The software programs supporting many of our systems were licensed to the Company by independent software developers. The inability of these developers or the Company to continue to maintain and upgrade these information systems and software programs could disrupt or reduce the efficiency of our operations. In addition, costs and potential problems and interruptions associated with the implementation of new or upgraded systems and technology or with maintenance or adequate support of existing systems could also disrupt or reduce the efficiency of our operations or leave the Company vulnerable to security breaches.

We also rely heavily on our information technology staff. If we cannot meet our staffing needs in this area, we may not be able to fulfill our technology initiatives or to provide maintenance on existing systems.

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**The loss of, or disruption in, one of our distribution centers and other factors affecting the distribution of merchandise, could have a material adverse effect on our business and operations.**

Each of our operations depends on a single distribution facility. Most of the operation's inventory is shipped directly from suppliers to its distribution center, where the inventory is then processed, sorted and shipped to our stores or to our wholesale customers. We depend on the orderly operation of this receiving and distribution process, which depends, in turn, on adherence to shipping schedules and effective management of the distribution centers. Although we believe that our receiving and distribution process is efficient and well positioned to support our current business and our expansion plans, we cannot assure you that we have anticipated all of the changing demands which our expanding operations will impose on our receiving and distribution system, or that events beyond our control, such as disruptions in operations due to fire or other catastrophic events, labor disagreements or shipping problems (whether in our own or in our third party vendors' or carriers' businesses), will not result in delays in the delivery of merchandise to our stores or to our wholesale customers. We also make changes in our distribution processes from time to time in an effort to improve efficiency, maximize capacity, etc. We cannot assure that these changes will not result in unanticipated delays or interruptions in distribution. We depend upon UPS for shipment of a significant amount of merchandise. An interruption in service by UPS for any reason could cause temporary disruptions in our business, a loss of sales and profits, and other material adverse effects.

Our freight cost is impacted by changes in fuel prices through surcharges. Fuel prices and surcharges affect freight cost both on inbound freight from vendors to our distribution centers and outbound freight from our distribution centers to our stores and wholesale customers. Increases in fuel prices and surcharges and other factors may increase freight costs and thereby increase our cost of goods sold.

**We face a number of risks in opening new stores.**

As part of our long-term growth strategy, we expect to open new stores, both in regional malls, where most of our operational experience lies, and in other venues with which we are less familiar, including lifestyle centers, major city street locations, and tourist destinations. However, because of economic conditions and the availability of appropriate locations, we slowed our pace of new store openings over the past two fiscal years, and intend to continue to be selective with respect to new locations, and to open fewer stores than in recent years in Fiscal 2012. We increased our net store base by 59 in Fiscal 2009, 42 in Fiscal 2010 and 33 in Fiscal 2011; and currently plan to increase our net store base by approximately 12 stores in Fiscal 2012. We cannot assure you when we will resume a more aggressive store-opening pace or that, when we do, we will be able to continue our history of operating new stores profitably. Further, we cannot assure you that any new store will achieve similar operating results to those of our existing stores or that new stores opened in markets in which we operate will not have a material adverse effect on the revenues and profitability of our existing stores. The success of our planned expansion will be dependent upon numerous factors, many of which are beyond our control, including the following:

our ability to identify suitable markets and individual store sites within those markets;

the competition for suitable store sites;

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our ability to negotiate favorable lease terms for new stores and renewals (including rent and other costs) with landlords;

our ability to obtain governmental and other third-party consents, permits and licenses needed to construct and operate our stores;

the ability to build and remodel stores on schedule and at acceptable cost;

the availability of employees to staff new stores and our ability to hire, train, motivate and retain store personnel;

the availability of adequate management and financial resources to manage an increased number of stores;

our ability to adapt our distribution and other operational and management systems to an expanded network of stores; and

our ability to attract customers and generate sales sufficient to operate new stores profitably.

Additionally, the results we expect to achieve during each fiscal quarter are dependent upon opening new stores on schedule. If we fall behind, we will lose expected sales and earnings between the planned opening date and the actual opening and may further complicate the logistics of opening stores, possibly resulting in additional delays.

**From time to time, we invest in short-term cash equivalent instruments at commercial banking institutions in excess of federally insured limits.**

We invest excess cash in immediately available interest bearing cash equivalent instruments. If a commercial bank in which we have our funds deposited should become insolvent or be taken over by the FDIC, we could have significant unrecoverable cash deposits. A loss in cash deposits would have an adverse impact on our financial statements.

**Our results of operations are subject to seasonal and quarterly fluctuations, which could have a material adverse effect on the market price of our stock.**

Our business is highly seasonal, with a significant portion of our net sales and operating income generated during the fourth quarter, which includes the holiday shopping season. Because a significant percentage of our net sales and operating income is generated in the fourth quarter, we have limited ability to compensate for shortfalls in fourth quarter sales or earnings by changes in our operations or strategies in other quarters. A significant shortfall in results for the fourth quarter of any year could have a material adverse effect on our annual results of operations and on the market price of our stock. Our quarterly results of operations also may fluctuate significantly based on such factors as:

the timing of new store openings and renewals;

the amount of net sales contributed by new and existing stores;

the timing of certain holidays and sales events;

changes in our merchandise mix;

general economic, industry and weather conditions that affect consumer spending; and

actions of competitors, including promotional activity.



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**A failure to increase sales at our existing stores may adversely affect our stock price and impact our results of operations.**

A number of factors have historically affected, and will continue to affect, our comparable store sales results, including:

consumer trends, such as less disposable income due to the impact of economic conditions;

competition;

timing of holidays including sales tax holidays;

general regional and national economic conditions;

inclement weather;

changes in our merchandise mix;

our ability to distribute merchandise efficiently to our stores;

timing and type of sales events, promotional activities or other advertising;

other external events beyond our control, such as the possible work stoppage in the NFL, discussed previously;

new merchandise introductions; and

our ability to execute our business strategy effectively.

Our comparable store sales results have fluctuated in the past, and we believe such fluctuations may continue. The unpredictability of our comparable store sales may cause our revenue and results of operations to vary from quarter to quarter, and an unanticipated change in revenues or operating income may cause our stock price to fluctuate significantly.

**We are subject to regulatory proceedings and litigation that could have an adverse effect on our financial condition and results of operations.**

We are party to certain lawsuits, governmental investigations, and regulatory proceedings, including the suits and proceedings arising out of alleged environmental contamination relating to historical operations of the Company and various suits involving current operations as disclosed in Note 13 to the Consolidated Financial Statements. We are also subject to possible, as yet unasserted claims arising out of the unlawful intrusion into a portion of our computer network which we announced in December 2010. If these or similar matters are resolved against us, our results of operations or our financial condition could be adversely affected. The costs of defending such lawsuits and responding to such investigations and regulatory proceedings may be substantial and their potential to distract management from day-to-day business is significant. Moreover, with retail operations in 50 states, Puerto Rico, the U.S. Virgin Islands and Canada, we are subject to federal, state, provincial, territorial and local regulations which impose costs and risks on our business. Changes in regulations could make compliance more difficult and costly, and inadvertent violations could result in liability for damages or penalties.

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**If we lose key members of management or are unable to attract and retain the talent required for our business, our operating results could suffer.**

Our performance depends largely on the efforts and abilities of members of our management team. Our executives have substantial experience and expertise in our business and have made significant contributions to our growth and success. The unexpected future loss of services of one or more key members of our management team could have an adverse effect on our business. In addition, future performance will depend upon our ability to attract, retain and motivate qualified employees, including store personnel and field management. If we are unable to do so, our ability to meet our operating goals may be compromised. Finally, our stores are decentralized, are managed through a network of geographically dispersed management personnel and historically experience a high degree of turnover. If we are for any reason unable to maintain appropriate controls on store operations, including the ability to control losses resulting from inventory and cash shrinkage, our sales and operating margins may be adversely affected. We cannot assure you that we will be able to attract and retain the personnel we need in the future.

**Any acquisitions we make or new businesses we launch involve a degree of risk.**

We have in the past, and may in the future, engage in acquisitions or launch new businesses to grow our revenues and meet our other strategic objectives. If any future acquisitions are not successfully integrated with our business, our ongoing operations could be adversely affected. Additionally, acquisitions or new businesses may not achieve desired profitability objectives or result in any anticipated successful expansion of the businesses or concepts. Although we review and analyze assets or companies we acquire, such reviews are subject to uncertainties and may not reveal all potential risks. Additionally, although we attempt to obtain protective contractual provisions, such as representations, warranties and indemnities, in connection with acquisitions, we cannot assure you that we can obtain such provisions in our acquisitions or that they will fully protect us from unforeseen costs of the acquisitions. We may also incur significant costs in connection with pursuing possible acquisitions even if the acquisition is not ultimately consummated.

**ITEM 1B, UNRESOLVED STAFF COMMENTS**

None.

**ITEM 2, PROPERTIES**

See Item 1, Business Properties.

**ITEM 3, LEGAL PROCEEDINGS**

**Environmental Matters**

*New York State Environmental Matters*

In August 1997, the New York State Department of Environmental Conservation ( NYSDEC ) and the Company entered into a consent order whereby the Company assumed responsibility for conducting a remedial investigation and feasibility study ( RIFS ) and implementing an interim remedial measure ( IRM ) with regard to the site of a knitting mill operated by a former subsidiary of the Company from 1965 to 1969. The Company undertook the IRM and RIFS voluntarily, without admitting liability or accepting responsibility for any future remediation of

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the site. The Company has completed the IRM and the RIFS. In the course of preparing the RIFS, the Company identified remedial alternatives with estimated undiscounted costs ranging from \$-0- to \$24.0 million, excluding amounts previously expended or provided for by the Company. The United States Environmental Protection Agency ( EPA ), which has assumed primary regulatory responsibility for the site from NYSDEC, issued a Record of Decision in September 2007. The Record of Decision requires a remedy of a combination of groundwater extraction and treatment and in-site chemical oxidation at an estimated present worth of approximately \$10.7 million.

In July 2009, the Company agreed to a Consent Order with the EPA requiring the Company to perform certain remediation actions, operations, maintenance and monitoring at the site. In September 2009, a Consent Judgment embodying the Consent Order was filed in the U.S. District Court for the Eastern District of New York.

The Village of Garden City, New York, has asserted that the Company is liable for the costs associated with enhanced treatment required by the impact of the groundwater plume from the site on two public water supply wells, including historical costs ranging from approximately \$1.8 million to in excess of \$2.5 million, and future operation and maintenance costs which the Village estimates at \$126,400 annually while the enhanced treatment continues. On December 14, 2007, the Village filed a complaint against the Company and the owner of the property under the Resource Conservation and Recovery Act ( RCRA ), the Safe Drinking Water Act, and the Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ) as well as a number of state law theories in the U.S. District Court for the Eastern District of New York, seeking an injunction requiring the defendants to remediate contamination from the site and to establish their liability for future costs that may be incurred in connection with it, which the complaint alleges could exceed \$41 million over a 70-year period. The Company has not verified the estimates of either historic or future costs asserted by the Village, but believes that an estimate of future costs based on a 70-year remediation period is unreasonable given the expected remedial period reflected in the EPA 's Record of Decision. On May 23, 2008, the Company filed a motion to dismiss the Village 's complaint on grounds including applicable statutes of limitation and preemption of certain claims by the NYSDEC 's and the EPA 's diligent prosecution of remediation. On January 27, 2009, the Court granted the motion to dismiss all counts of the plaintiff 's complaint except for the CERCLA claim and a state law claim for indemnity for costs incurred after November 27, 2000. On September 23, 2009, on a motion for reconsideration by the Village, the Court reinstated the claims for injunctive relief under RCRA and for equitable relief under certain of the state law theories.

In December 2005, the EPA notified the Company that it considers the Company a potentially responsible party ( PRP ) with respect to contamination at two Superfund sites in upstate New York. The sites were used as landfills for process wastes generated by a glue manufacturer, which acquired tannery wastes from several tanners, allegedly including the Company 's Whitehall tannery, for use as raw materials in the gluemaking process. The Company has no records indicating that it ever provided raw materials to the gluemaking operation and has not been able to establish whether the EPA 's substantive allegations are accurate. The Company, together with other tannery PRPs, has entered into cost sharing agreements and Consent Decrees with the EPA with respect to both sites. Based upon the current estimates of the cost of remediation, the Company 's share is expected to be less than \$250,000 in total for the two sites. While there is no assurance that the Company 's share of the actual cost of remediation will not exceed the estimate, the Company does not presently expect that its aggregate exposure with

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respect to these two landfill sites will have a material adverse effect on its financial condition or results of operations.

*Whitehall Environmental Matters*

The Company has performed sampling and analysis of soil, sediments, surface water, groundwater and waste management areas at the Company's former Volunteer Leather Company facility in Whitehall, Michigan.

In October 2010, the Company and the Michigan Department of Natural Resources and Environment entered into a Consent Decree providing for implementation of a remedial Work Plan for the facility site designed to bring the site into compliance with applicable regulatory standards. The Company estimates the cost of implementing the Work Plan at approximately \$4.9 million. There can be no assurance that remediation costs will not exceed the estimate.

*Accrual for Environmental Contingencies*

Related to all outstanding environmental contingencies, the Company had accrued \$15.5 million as of January 29, 2011, \$15.9 million as of January 30, 2010 and \$16.0 million as of January 31, 2009. All such provisions reflect the Company's estimates of the most likely cost (undiscounted, including both current and noncurrent portions) of resolving the contingencies, based on facts and circumstances as of the time they were made. There is no assurance that relevant facts and circumstances will not change, necessitating future changes to the provisions. Such contingent liabilities are included in the liability arising from provision for discontinued operations on the accompanying Consolidated Balance Sheets. The Company has made pretax accruals for certain of these contingencies, including approximately \$2.9 million reflected in Fiscal 2011, \$0.8 million in Fiscal 2010 and \$9.4 million in Fiscal 2009. These charges are included in provision for discontinued operations, net in the Consolidated Statements of Operations.

**Merger-Related Litigation**

*Genesco Inc. v. The Finish Line, et al.*

*UBS Securities LLC and UBS Loan Finance LLC v. Genesco Inc., et al.*

On September 21, 2007, the Company filed suit against The Finish Line, Inc. in Chancery Court in Nashville, Tennessee seeking a court order requiring The Finish Line to consummate an agreement entered into merger with the Company in June 2007 (the Tennessee Action). UBS Securities LLC and UBS Loan Finance LLC (collectively, UBS) subsequently intervened as a defendant in the Tennessee Action, filed an answer to the amended complaint and a counterclaim asserting fraud against the Company.

On November 15, 2007, UBS filed a separate lawsuit in the United States District Court for the Southern District of New York (the New York Action), naming the Company and The Finish Line as defendants, and seeking a declaration that its commitment to provide The Finish Line with financing for the merger transaction was void and/or could be terminated by UBS.

Trial of the Tennessee Action began on December 10, 2007 and concluded on December 18, 2007. On December 27, 2007, the Chancery Court ordered The Finish Line to specifically perform the terms of the Merger Agreement. The Court also declared that The Finish Line had breached the Merger Agreement by not closing the merger. The Court ordered The Finish Line to close the merger, to use its reasonable best efforts to take all actions to consummate the merger as required by the Merger Agreement, and to use its reasonable best efforts to obtain financing. The

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Court excluded from its order any ruling on the issue of the solvency of the combined company, finding that the issue of solvency was reserved for determination in the New York Action.

On March 3, 2008, the Company, The Finish Line, and UBS entered into a definitive agreement for the termination of the merger agreement with The Finish Line and the settlement of all related litigation among The Finish Line and the Company and UBS, including the Tennessee Action and the New York Action. In the settlement agreement, the parties agreed that: (1) the merger agreement between the Company and The Finish Line would be terminated; (2) the financing commitment from UBS to The Finish Line would be terminated; (3) UBS and The Finish Line would pay to the Company an aggregate of \$175 million in cash; (4) The Finish Line would transfer to the Company a number of Class A shares of The Finish Line common stock equal to 12.0% of the total post-issuance outstanding shares of The Finish Line common stock which the Company would use its best efforts to distribute to its common shareholders as soon as practicable after the shares' registration and listing on NASDAQ; (5) the Company and The Finish Line would be subject to a mutual standstill agreement; and (6) the parties would execute customary mutual releases. Stipulations of Dismissal were filed by all parties to both the New York Action and the Tennessee Action, and both Actions were dismissed. The Company distributed the shares of The Finish Line common stock received in the settlement to the Company's shareholders during the second quarter of Fiscal 2009.

**California Actions**

On March 3, 2011, there was filed in the U.S. District Court for the Southern District of California a putative class action styled *Fraser v. Genesco Inc.* On March 4, 2011, there was filed in the Superior Court of California for the County of San Francisco a putative class action styled *Pabst v. Genesco Inc. et al.* Both complaints allege that the Company's retail stores in California violated the California Song-Beverly Credit Card Act of 1971 and other California law through customer information collection practices, and both seek civil penalties, damages, restitution, injunctive and declaratory relief, attorneys' fees, and other relief. The Company disputes the material allegations in both complaints and intends to defend the actions vigorously.

**Other Matters**

On December 10, 2010, the Company announced that it had suffered a criminal intrusion into the portion of its computer network that processes payments for transactions in certain of its retail stores. While the Company has not received notice of any claims arising out of the intrusion, there can be no assurance that such claims will not be asserted in the future, or that such claims will not be material.

In addition to the matters specifically described in this footnote, the Company is a party to other legal and regulatory proceedings and claims arising in the ordinary course of its business. While management does not believe that the Company's liability with respect to any of these other matters is likely to have a material effect on its financial position or results of operations, legal proceedings are subject to inherent uncertainties and unfavorable rulings could have a material adverse impact on our business and results of operations.

**ITEM 4, [REMOVED AND RESERVED]**

**Table of Contents****ITEM 4A, EXECUTIVE OFFICERS**

The officers of the Company are generally elected at the first meeting of the board of directors following the annual meeting of shareholders and hold office until their successors have been chosen and qualified. The name, age and office of each of the Company's executive officers and certain information relating to the business experience of each are set forth below:

**Robert J. Dennis**, 57, *Chairman, President and Chief Executive Officer*. Mr. Dennis joined the Company in 2004 as chief executive officer of the Company's acquired Hat World business. Mr. Dennis was named senior vice president of the Company in June 2004 and executive vice president and chief operating officer, with oversight responsibility for all the Company's operating divisions, in October 2005. Mr. Dennis was named president of the Company in October 2006 and chief executive officer in August 2008. Mr. Dennis was named chairman in February 2010, which became effective April 1, 2010. Mr. Dennis joined Hat World in 2001 from Asbury Automotive, where he was employed in senior management roles beginning in 1998. Mr. Dennis was with McKinsey and Company, an international consulting firm, from 1984 to 1997, and became a partner in 1990.

**James S. Gulmi**, 65, *Senior Vice President - Finance, Chief Financial Officer and Treasurer*. Mr. Gulmi joined the Company in 1971 as a financial analyst, appointed assistant treasurer in 1974 and named treasurer in 1979. He was elected a vice president in 1983 and assumed the responsibilities of chief financial officer in 1986. Mr. Gulmi was appointed senior vice president - finance in January 1996 and renamed Treasurer in August 2008.

**Jonathan D. Caplan**, 57, *Senior Vice President*. Mr. Caplan rejoined the Company in 2002 as chief executive officer of the branded group and president of Johnston & Murphy and was named senior vice president of the Company in November 2003. Mr. Caplan first joined the Company in June 1982 and served as president of Genesco's Laredo-Code West division from December 1985 to May 1992. After that time, Mr. Caplan was president of Stride Rite's Children's Group and then its Keds Footwear division, from 1992 to 1996. He was vice president, New Business Development and Strategy, for Service Merchandise Corporation from 1997 to 1998. Prior to rejoining Genesco in October 2002, Mr. Caplan served as president and chief executive officer of Hi-Tec Sports North America beginning in 1998.

**James C. Estepa**, 59, *Senior Vice President*. Mr. Estepa joined the Company in 1985 and in February 1996 was named vice president operations of Genesco Retail, which included the Jarman Shoe Company, Journeys, Boot Factory and General Shoe Warehouse. Mr. Estepa was named senior vice president operations of Genesco Retail in June 1998. He was named president of Journeys in March 1999. Mr. Estepa was named senior vice president of the Company in April 2000. He was named president and chief executive officer of the Genesco Retail Group in 2001, assuming additional responsibilities of overseeing Underground Station.

**Kenneth J. Kocher**, 45, *Senior Vice President*. Mr. Kocher joined Hat World in 1997 as chief financial officer and was named president in October 2005. He was named senior vice president of the Company in October 2006 in addition to continuing his role as president of Hat World. Prior to joining Hat World, he served as a controller with several companies and was a certified public accountant with Edie Bailey, a public accounting firm.

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**Roger G. Sisson**, 47, *Senior Vice President, Secretary and General Counsel*. Mr. Sisson joined the Company in 1994 as assistant general counsel and was elected secretary in February 1994. He was named general counsel in January 1996. Mr. Sisson was named vice president in November 2003. He was named senior vice president in October 2006.

**Mimi Eckel Vaughn**, 44, *Senior Vice President of Strategy and Shared Services*. Ms. Vaughn joined the Company in September 2003 as vice president of strategy and business development. She was named senior vice president, strategy and business development in October 2006 and senior vice president of strategy and shared services in April 2009. Prior to joining the Company, Ms. Vaughn was executive vice president of business development and marketing, and acting chief financial officer from 2000 to 2001 for Link2Gov Corporation in Nashville. From 1993 to 1999, she was a consultant at McKinsey and Company in Atlanta.

**Paul D. Williams**, 56, *Vice President and Chief Accounting Officer*. Mr. Williams joined the Company in 1977, was named director of corporate accounting and financial reporting in 1993 and chief accounting officer in April 1995. He was named vice president in October 2006.

**Table of Contents****PART II****ITEM 5, MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

The Company's common stock is listed on the New York Stock Exchange (Symbol: GCO) and the Chicago Stock Exchange. The following table sets forth for the periods indicated the high and low sales prices of the common stock as shown in the New York Stock Exchange Composite Transactions listed in the Wall Street Journal.

**Fiscal Year ended January 30**

	High	Low
2010 1st Quarter	\$23.26	\$11.31
2nd Quarter	26.51	17.51
3rd Quarter	29.69	19.73
4th Quarter	29.71	23.11

**Fiscal Year ended January 29**

	High	Low
2011 1st Quarter	\$35.00	\$21.00
2nd Quarter	34.07	24.72
3rd Quarter	34.10	24.49
4th Quarter	41.20	31.90

There were approximately 3,140 common shareholders of record on March 18, 2011.

The Company has not paid cash dividends in respect of its common stock since 1973. The Company's ability to pay cash dividends in respect of its common stock is subject to various restrictions. See Notes 6 and 8 to the Consolidated Financial Statements included in Item 8 and Management's Discussion and Analysis of Financial Condition and Results of Operations—Liquidity and Capital Resources—Future Capital Needs for information regarding restrictions on dividends and redemptions of capital stock.



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The following table provides information relating to the Company's repurchase of common stock for the fourth quarter of Fiscal 2011.

**ISSUER PURCHASES OF EQUITY SECURITIES**

Period	(a) Total of Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of shares (or units) that May Yet Be Purchased Under the Plans or Programs (in thousands) (1)
November 2010 10-31-10 to 11-27-10 <sup>(2)</sup>	126	\$ 32.70	-0-	\$ -0-
December 2010 11-28-10 to 12-25-10	-0-	\$ -0-	-0-	\$ -0-
January 2011 12-26-10 to 01-29-11	-0-	\$ -0-	-0-	\$ -0-

(1) There is \$34.4 million remaining under the share repurchase program as of January 29, 2011.

(2) These shares represent shares withheld from vested restricted stock to satisfy the minimum withholding requirement for federal taxes.

*Stock Performance Graph*

Refer to the Company's 2011 Annual Report to Shareholders which is incorporated herein by reference solely as it relates to this item.

**Table of Contents****ITEM 6, SELECTED FINANCIAL DATA****Financial Summary**

<b>In Thousands except per common share data, financial statistics and other data</b>	<b>Fiscal Year End</b>				
	<b>2011</b>	<b>2010</b>	<b>2009</b>	<b>2008</b>	<b>2007</b>
<b>Results of Operations Data</b>					
Net sales	<b>\$1,789,839</b>	\$1,574,352	\$1,551,562	\$1,502,119	\$1,460,478
Depreciation and amortization	<b>47,738</b>	47,462	46,833	45,114	40,330
Earnings from operations	<b>86,083</b>	60,422	259,626	41,821	117,849
Earnings from continuing operations before income taxes	<b>84,961</b>	50,488	250,714	29,920	108,535
Earnings from continuing operations	<b>54,547</b>	29,086	156,219	6,774	66,713
Provision for discontinued operations, net	<b>(1,336)</b>	(273)	(5,463)	(1,603)	(601)
Net earnings	<b>53,211</b>	\$ 28,813	\$ 150,756	\$ 5,171	\$ 66,112
<b>Per Common Share Data</b>					
Earnings from continuing operations					
Basic	<b>\$ 2.34</b>	\$ 1.35	\$ 8.11	\$ .29	\$ 2.93
Diluted	<b>2.29</b>	1.31	6.72	.29	2.61
Discontinued operations					
Basic	<b>(.06)</b>	(.02)	(.28)	(.07)	(.02)
Diluted	<b>(.05)</b>	(.01)	(.23)	(.07)	(.02)
Net earnings					
Basic	<b>2.28</b>	1.33	7.83	.22	2.91
Diluted	<b>2.24</b>	1.30	6.49	.22	2.59
<b>Balance Sheet Data</b>					
Total assets	<b>\$ 961,082</b>	\$ 863,652	\$ 816,063	\$ 801,685	\$ 729,048
Long-term debt	<b>-0-</b>	-0-	113,735	147,271	98,390
Non-redeemable preferred stock	<b>5,183</b>	5,220	5,203	5,338	6,602
Common equity	<b>619,135</b>	577,093	444,552	420,778	405,040
Capital expenditures	<b>29,299</b>	33,825	49,420	80,662	73,287
<b>Financial Statistics</b>					
Earnings from operations as a percent of net sales	<b>4.8%</b>	3.8%	16.7%	2.8%	8.1%
Book value per share (common equity divided by common shares outstanding)	<b>\$ 26.15</b>	\$ 23.97	\$ 23.10	\$ 18.46	\$ 17.81
Working capital (in thousands)	<b>\$ 278,692</b>	\$ 280,415	\$ 259,137	\$ 238,093	\$ 200,330
Current ratio	<b>2.2</b>	2.7	2.9	2.6	2.5
Percent long-term debt to total capitalization	<b>0.0%</b>	0.0%	20.2%	25.7%	19.3%
<b>Other Data (End of Year)</b>					
Number of retail outlets*	<b>2,309</b>	2,276	2,234	2,175	2,009
Number of employees	<b>15,200</b>	13,925	13,775	13,950	12,750

\* Includes 48 Sports Avenue stores in Fiscal 2011 acquired October 8, 2010, 37 Sports Fan Attic stores in Fiscal 2010 acquired November 3, 2009 and 49 Hat Shack stores in Fiscal 2007 acquired January 11, 2007. See Note 2 to the Consolidated Financial Statements.

Reflected in earnings from continuing operations for Fiscal 2009 was a \$204.1 million gain on the settlement of merger-related litigation. See Notes 2 and 13 to the Consolidated Financial Statements for additional information. Reflected in earnings from continuing operations for Fiscal 2009 and 2008 were \$8.0 million and \$27.6 million, respectively, in merger-related costs and litigation expenses. These expenses were deductible for tax purposes in Fiscal 2009. See Notes 2 and 13 to the Consolidated Financial Statements for additional information regarding these charges.

Reflected in earnings from continuing operations for Fiscal 2011, 2010, 2009, 2008 and 2007 were restructuring and other charges of \$8.6 million, \$13.4 million, \$7.5 million, \$9.7 million and \$1.1 million, respectively. See Note 3 to the Consolidated Financial Statements for additional information regarding these charges.

Long-term debt includes current obligations. In January 2011, the Company entered into the second amended and restated credit agreement in the aggregate principal amount of \$300.0 million. During Fiscal 2010, the Company entered into separate exchange agreements whereby it acquired and retired all \$86.2 million in aggregate principal amount of its Debentures due June 15, 2023 in exchange for the issuance of 4,552,824 shares of its common stock. As a result of the exchange agreements and conversions, the Company recognized a loss on the early retirement of debt of \$5.5 million reflected in earnings from continuing operations. See Note 6 to the Consolidated Financial Statements for additional information regarding the Company's debt.

The Company has not paid dividends on its Common Stock since 1973. See Notes 6 and 8 to the Consolidated Financial Statements and Management's Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Sources of Liquidity for a description of limitations on the Company's ability to pay dividends.

**Table of Contents****ITEM 7, MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Forward Looking Statements**

This discussion and the notes to the Consolidated Financial Statements, as well as Item 1, Business, include certain forward-looking statements, which include statements regarding our intent, belief or expectations and all statements other than those made solely with respect to historical fact. Actual results could differ materially from those reflected by the forward-looking statements in this discussion and a number of factors may adversely affect the forward looking statements and the Company's future results, liquidity, capital resources or prospects. These include the costs of responding to and liability in connection with the network intrusion announced in December 2010, the timing and amount of non-cash asset impairments, weakness in the consumer economy, competition in the Company's markets, inability of customers to obtain credit, fashion trends that affect the sales or product margins of the Company's retail product offerings, changes in buying patterns by significant wholesale customers, bankruptcies or deterioration in financial condition of significant wholesale customers, disruptions in product supply or distribution, unfavorable trends in fuel costs, foreign exchange rates, foreign labor and materials costs, and other factors affecting the cost of products, the Company's ability to continue to complete acquisitions, expand its business and diversify its product base and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. Additional factors that could affect the Company's prospects and cause differences from expectations include the ability to build, open, staff and support additional retail stores, to renew leases in existing stores and maintain reductions in occupancy costs achieved in recent lease negotiations, and to conduct required remodeling or refurbishment on schedule and at expected expense levels, deterioration in the performance of individual businesses or of the Company's market value relative to its book value, resulting in impairments of fixed assets or intangible assets or other adverse financial consequences, unexpected changes to the market for the Company's shares, variations from expected pension-related charges caused by conditions in the financial markets, and the outcome of litigation and environmental matters involving the Company. For a discussion of additional risk factors, See Item 1A, Risk Factors.

**Overview***Description of Business*

The Company's business includes the design and sourcing, marketing and distribution of footwear and accessories through retail stores, including Journeys®, Journeys Kidz®, Shi by Journeys®, Johnston & Murphy® and Underground Station® stores, in the U.S., Puerto Rico and Canada, and e-commerce websites, and at wholesale, primarily under the Company's Johnston & Murphy brand and the Docke® brand and other brands that the Company licenses for men's footwear. The Company's licensed brands are distributed to more than 950 retail accounts in the United States, including a number of leading department, discount, and specialty stores. The Company's business also includes Lids Sports, which operates headwear and accessories stores under the Lids® name and other names in the U.S., Puerto Rico and Canada, the Lids Locker Room business, consisting of sports-oriented fan shops featuring a broad array of licensed merchandise such as apparel, hats and accessories, sports decor and novelty products, an e-commerce business and an athletic team dealer business operating as Lids Team Sports. Including both the footwear businesses and the Lids Sports business, at January 29, 2011, the Company operated 2,309 retail stores in the U.S., Puerto Rico and Canada.

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The Company operates five reportable business segments (not including corporate): Journeys Group, comprised of the Journeys, Journeys Kidz and Shi by Journeys retail footwear chains, catalog and e-commerce operations; Underground Station Group, comprised of the Underground Station retail footwear chain and e-commerce operations; Lids Sports Group, comprised primarily of the Lids, Hat Shack, Hat Zone, Head Quarters, Cap Connection and Hat World retail headwear stores, the Sports Fan Attic retail licensed sports headwear, apparel and accessory stores acquired in November 2009 and the Sports Avenue retail licensed sports headwear, apparel and accessory stores acquired in October 2010, both of which are now referred to as Lids Locker Room, the Lids Team Sports business, including the recently acquired Brand Innovators and Anaconda Sports team dealer businesses and certain e-commerce operations; Johnston & Murphy Group, comprised of Johnston & Murphy retail operations, catalog and e-commerce operations and wholesale distribution; and Licensed Brands, comprised primarily of Dockers® Footwear, sourced and marketed under a license from Levi Strauss & Company.

The Journeys retail footwear stores sell footwear and accessories primarily for 13 to 22 year old men and women. The stores average approximately 1,950 square feet. The Journeys Kidz retail footwear stores sell footwear primarily for younger children, ages five to 12. These stores average approximately 1,425 square feet. Shi by Journeys retail footwear stores sell footwear and accessories to fashion-conscious women in their early 20 s to mid 30 s. These stores average approximately 2,125 square feet. The Journeys Group stores are primarily in malls and factory outlet centers throughout the United States, and in Puerto Rico and Canada. Journeys also sells footwear and accessories through a direct-to-consumer catalog and e-commerce operations.

The Underground Station retail footwear stores sell footwear and accessories primarily for men and women in the 20 to 35 age group and in the urban market. The Underground Station Group stores average approximately 1,800 square feet. Underground Station also sells footwear and accessories through an e-commerce operation. The Company plans to close certain underperforming Underground Station stores as the opportunity presents itself, and attempt to secure rent relief on other locations while it assesses the future prospects for the chain.

The Lids Sports Group includes stores and kiosks, primarily under the Lids banner, that sell licensed and branded headwear to men and women primarily in the early-teens to mid-20 s age group. The Lids store locations average approximately 825 square feet and are primarily in malls, airports, street level stores and factory outlet centers throughout the United States, and in Puerto Rico and Canada. In November 2009, the Company acquired Sports Fan Attic, and in October 2010 Sports Avenue, both retail chains, as part of the Lids Sports Group. The Sports Fan Attic and Sports Avenue stores, now referred to as Lids Locker Room, sell licensed sports headwear, apparel and accessories to sports fans of all ages. Lids Locker Room stores average approximately 2,750 square feet and are in malls and other locations throughout the United States. The Lids Sports Group also sells headwear and accessories through e-commerce operations. In November 2008, the Company acquired Impact Sports, and in September 2009 Great Plains Sports, both team dealer businesses, as part of the Lids Sports Group. In May 2010, the Company acquired Brand Innovators, a West coast team dealer business, and in August 2010, Anaconda Sports, a New York team dealer business, as part of Lids Sports Group. Together, these team dealer businesses make up Lids Team Sports.

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Johnston & Murphy retail shops sell a broad range of men's footwear, luggage and accessories. Johnston & Murphy introduced a line of women's footwear and accessories in select Johnston & Murphy retail shops in the fall of 2008. Johnston & Murphy shops average approximately 1,500 square feet and are located primarily in better malls nationwide and in airports. Johnston & Murphy shoes are also distributed through the Company's wholesale operations to better department and independent specialty stores. In addition, the Company sells Johnston & Murphy footwear and accessories in factory stores, averaging approximately 2,325 square feet, located in factory outlet malls, and through a direct-to-consumer catalog and e-commerce operation.

The Company entered into an exclusive license with Levi Strauss & Co. to market men's footwear in the United States under the Dockers® brand name in 1991. Levi Strauss & Co. and the Company have subsequently added additional territories, including Canada and Mexico and in certain other Latin American countries. The Dockers license agreement was renewed May 15, 2009. The Dockers license agreement, as amended, expires on December 31, 2012. The Company uses the Dockers name to market casual and dress casual footwear to men aged 30 to 55 through many of the same national retail chains that carry Dockers slacks and sportswear and in department and specialty stores across the country.

*Strategy*

The Company's long-term strategy for many years has been to seek organic growth by: 1) increasing the Company's store base, 2) increasing retail square footage, 3) improving comparable store sales, 4) increasing operating margin and 5) enhancing the value of its brands. The pace of the Company's organic growth may be limited by saturation of its markets and by economic conditions. Beginning in Fiscal 2010, the Company slowed the pace of new store openings and focused on inventory management and cash flow in response to economic conditions. The Company has also focused on opportunities provided by the economic climate to negotiate occupancy cost reductions, especially where lease provisions triggered by sales shortfalls or declining occupancy of malls would permit the Company to terminate leases.

To supplement its organic growth potential, the Company has made acquisitions and expects to consider acquisition opportunities, either to augment its existing businesses or to enter new businesses that it considers compatible with its existing businesses, core expertise and strategic profile. Acquisitions involve a number of risks, including, among others, inaccurate valuation of the acquired business, the assumption of undisclosed liabilities, the failure to integrate the acquired business appropriately, and distraction of management from existing businesses. The Company seeks to mitigate these risks by applying appropriate financial metrics in its valuation analysis and developing and executing plans for due diligence and integration that are appropriate to each acquisition.

More generally, the Company attempts to develop strategies to mitigate the risks it views as material, including those discussed under the caption *Forward Looking Statements*, above and those discussed in Item 1A, Risk Factors. Among the most important of these factors are those related to consumer demand. Conditions in the external economy can affect demand, resulting in changes in sales and, as prices are adjusted to drive sales and manage inventories, in gross margins. Because fashion trends influencing many of the Company's target customers can change rapidly, the Company believes that its ability to react quickly to those changes has been important to its success. Even when the Company succeeds in aligning its merchandise offerings with consumer preferences, those preferences may affect results by, for example, driving sales of products with lower average selling prices. Moreover, economic factors, such as the recent recession and the

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current relatively high level of unemployment, may reduce the consumer's disposable income or his or her willingness to purchase discretionary items, and thus may reduce demand for the Company's merchandise, regardless of the Company's skill in detecting and responding to fashion trends. The Company believes its experience and discipline in merchandising and the buying power associated with its relative size and importance in the industry segments in which it competes are important to its ability to mitigate risks associated with changing customer preferences and other reductions in consumer demand.

*Summary of Results of Operations*

The Company's net sales increased 13.7% during Fiscal 2011 compared to Fiscal 2010. The increase was driven primarily by a 30% increase in Lids Sports Group sales, a 7% increase in Journeys Group sales, an 11% increase in Johnston & Murphy Group sales and a 9% increase in Licensed Brands sales, offset slightly by a 5% decrease in Underground Station Group sales. Gross margin decreased slightly as a percentage of net sales during Fiscal 2011, primarily due to margin decreases in the Journeys Group, Lids Sports Group and Licensed Brands offset by margin increases in the Underground Station Group and Johnston & Murphy Group. Selling and administrative expenses decreased as a percentage of net sales during Fiscal 2011, primarily due to expense decreases as a percentage of net sales in all of the Company's business segments except Licensed Brands. Earnings from operations increased as a percentage of net sales during Fiscal 2011, primarily due to increased earnings from operations in all the Company's business segments including a smaller loss in the Underground Station Group, except the Licensed Brands segment.

**Significant Developments**

*Network Intrusion*

On December 10, 2010, the Company announced that it had suffered a criminal intrusion into the portion of its computer network that processes payments for transactions in its United States Journeys, Journeys Kidz, Shi by Journeys and Johnston & Murphy stores and some of its Underground Station stores. The Company took immediate steps to secure the affected part of its network and believes that the intrusion has been contained. While the Company has not received notice of any claims arising out of the intrusion, there can be no assurance that such claims will not be asserted in the future, or that such claims will not be material.

*Acquisitions*

In Fiscal 2011, the Company completed acquisitions for a total purchase price of \$75.5 million, which included \$4.9 million in payments this year for amounts withheld in acquisitions from previous years for certain closing contingencies. The acquisitions consisted primarily of the assets of Brand Innovators Inc., a West Coast team dealer business and the assets of Anaconda Sports, Inc., a New York team dealer business, both as part of the Lids Sports Group, the stock of Keuka Footwear, Inc., an occupational footwear company for service based industries, to be operated within the Licensed Brands segment and the assets of Sports Avenue, a 48 store retail chain with 12 e-commerce sites, selling officially licensed NFL, NCAA, MLB, NBA, NHL and NASCAR headwear, apparel and accessories, to be operated within the Lids Sports Group.

*Share Repurchase Program*

In Fiscal 2009, the board authorized up to \$100.0 million in stock repurchases primarily funded with the after-tax cash proceeds of the settlement of merger-related litigation discussed below under the heading "Terminated Merger Agreement." The Company repurchased 4.0 million shares at a cost of \$90.9 million during Fiscal 2009. The Company repurchased 85,000 shares at a cost of \$2.0 million during Fiscal 2010. In the first quarter of Fiscal 2011, the board increased

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the total repurchase authorization to \$35.0 million. The board restored the total repurchase authorization in the third quarter of Fiscal 2011 to \$35.0 million. The Company repurchased 863,767 shares at a cost of \$24.8 million during Fiscal 2011. All of the \$24.8 million in repurchases for Fiscal 2011, except \$0.6 million, were repurchased under the original \$35.0 million authorization made during the first quarter of Fiscal 2011.

*Restructuring and Other Charges*

The Company recorded a pretax charge to earnings of \$8.6 million in Fiscal 2011. The charge reflected in restructuring and other, net included \$7.2 million for retail store asset impairments, \$1.3 million for expenses related to the computer network intrusion announced in December 2010 and \$0.1 million for other legal matters.

The Company recorded a charge to earnings of \$13.5 million in Fiscal 2010. The charge reflected in restructuring and other, net included \$13.3 million for retail store asset impairments and \$0.4 million for lease terminations offset by \$0.3 million for other legal matters. Also included in the charge was \$0.1 million in excess markdowns related to the lease terminations which is reflected in cost of sales on the Consolidated Statements of Operations.

The Company recorded a pretax charge to earnings of \$7.7 million in Fiscal 2009. The charge reflected in restructuring and other, net included \$8.6 million of charges for retail store asset impairments, \$1.6 million for lease terminations and \$1.1 million for other legal matters, offset by a \$3.8 million gain from a lease termination transaction. Also included in the charge was \$0.2 million in excess markdowns related to the store lease terminations which is reflected in cost of sales on the Consolidated Statements of Operations.

*Postretirement Benefit Liability Adjustments*

The return on pension plan assets was a gain of \$14.0 million for Fiscal 2011 compared to a gain of \$21.2 million in Fiscal 2010. The discount rate used to measure benefit obligations decreased from 5.625% to 5.25% in Fiscal 2011. As a result of the excess return on plan assets and the amortization of prior year's losses, which were partially offset by the decrease in the discount rate, the pension liability decreased to \$11.9 million reflected in the Consolidated Balance Sheets compared to \$20.4 million in Fiscal 2010. There was a decrease in the pension liability adjustment of \$3.9 million (net of tax) in accumulated other comprehensive loss in shareholders' equity. Depending upon future interest rates and returns on plan assets, and other known and unknown factors, there can be no assurance that additional adjustments in future periods will not be required.

*Discontinued Operations*

For the year ended January 29, 2011, the Company recorded an additional charge to earnings of \$2.2 million (\$1.3 million net of tax) reflected in discontinued operations, including \$2.9 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.7 million gain for excess provisions to prior discontinued operations. For additional information, see Note 13 to the Consolidated Financial Statements.

For the year ended January 30, 2010, the Company recorded an additional charge to earnings of \$0.5 million (\$0.3 million net of tax) reflected in discontinued operations, including \$0.8 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.3 million gain for excess provisions to prior discontinued operations. For additional information, see Note 13 to the Consolidated Financial Statements.



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For the year ended January 31, 2009, the Company recorded an additional charge to earnings of \$9.0 million (\$5.5 million net of tax) reflected in discontinued operations, including \$9.4 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.4 million gain for excess provisions to prior discontinued operations. For additional information, see Note 13 to the Consolidated Financial Statements.

*Conversion of 4 1/8% Debentures*

On April 29, 2009, the Company entered into separate exchange agreements whereby it acquired and retired \$56.4 million in aggregate principal amount (\$51.3 million fair value) of its Debentures due June 15, 2023 in exchange for the issuance of 3,066,713 shares of its common stock, which include 2,811,575 shares that were reserved for conversion of the Debentures and 255,138 additional inducement shares, and a cash payment of approximately \$0.9 million. The inducement was not deductible for tax purposes. During the fourth quarter of Fiscal 2010, holders of an aggregate of \$21.04 million principal amount of its 4 1/8% Convertible Subordinated Debentures were converted to 1,048,764 shares of common stock pursuant to separate conversion agreements which provided for payment of an aggregate of \$0.3 million to induce conversion. On November 4, 2009, the Company issued a notice of redemption to the remaining holders of the \$8.775 million outstanding 4 1/8% Convertible Subordinated Debentures. As permitted by the Indenture, holders of all except \$1,000 in principal amount of the remaining Debentures converted their Debentures to 437,347 shares of common stock prior to the redemption date of December 3, 2009. As a result of the exchange agreements and conversions, the Company recognized a loss on the early retirement of debt of \$5.5 million in Fiscal 2010, reflected on the Consolidated Statements of Operations. After the exchanges and conversions, there was zero aggregate principal amount of Debentures outstanding. For additional information on the conversion of the Debentures, see Note 6 to the Consolidated Financial Statements.

*Terminated Merger Agreement*

The Company announced in June 2007 that the boards of directors of both Genesco and The Finish Line, Inc. had unanimously approved a definitive merger agreement under which The Finish Line would acquire all of the outstanding common shares of Genesco at \$54.50 per share in cash (the Proposed Merger). The Finish Line refused to close the Proposed Merger and litigation ensued. The Proposed Merger and related agreement were terminated in March 2008 in connection with an agreement to settle the litigation with The Finish Line and UBS Loan Finance LLC and UBS Securities LLC (collectively, UBS) for a cash payment of \$175.0 million to the Company and a 12% equity stake in The Finish Line, which the Company received in the first quarter of Fiscal 2009. The Company distributed the 12% equity stake, or 6,518,971 shares of Class A Common Stock of The Finish Line, Inc., on June 13, 2008, to its common shareholders of record on May 30, 2008, as required by the settlement agreement. During Fiscal 2009, the Company expensed \$8.0 million in merger-related litigation costs. For additional information, see the Merger-Related Litigation section in Note 13 to the Company's Consolidated Financial Statements.

**Critical Accounting Policies***Inventory Valuation*

As discussed in Note 1 to the Consolidated Financial Statements, the Company values its inventories at the lower of cost or market.

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In its footwear wholesale operations and its Lids Sports Group wholesale operations, except for the Anaconda Sports operation, cost is determined using the first-in, first-out (FIFO) method. Market is determined using a system of analysis which evaluates inventory at the stock number level based on factors such as inventory turn, average selling price, inventory level, and selling prices reflected in future orders. The Company provides reserves when the inventory has not been marked down to market based on current selling prices or when the inventory is not turning and is not expected to turn at levels satisfactory to the Company.

The Lids Sports retail segment and its newly acquired Anaconda Sports wholesale division employ the moving average cost method for valuing inventories and apply freight using an allocation method. The Company provides a valuation allowance for slow-moving inventory based on negative margins and estimated shrink based on historical experience and specific analysis, where appropriate.

In its retail operations, other than the Lids Sports segment, the Company employs the retail inventory method, applying average cost-to-retail ratios to the retail value of inventories. Under the retail inventory method, valuing inventory at the lower of cost or market is achieved as markdowns are taken or accrued as a reduction of the retail value of inventories.

Inherent in the retail inventory method are subjective judgments and estimates including merchandise mark-on, markups, markdowns, and shrinkage. These judgments and estimates, coupled with the fact that the retail inventory method is an averaging process, could produce a range of cost figures. To reduce the risk of inaccuracy and to ensure consistent presentation, the Company employs the retail inventory method in multiple subclasses of inventory and analyzes markdown requirements at the stock number level based on factors such as inventory turn, average selling price, and inventory age. In addition, the Company accrues markdowns as necessary. These additional markdown accruals reflect all of the above factors as well as current agreements to return products to vendors and vendor agreements to provide markdown support. In addition to markdown provisions, the Company maintains provisions for shrinkage and damaged goods based on historical rates.

Inherent in the analysis of both wholesale and retail inventory valuation are subjective judgments about current market conditions, fashion trends, and overall economic conditions. Failure to make appropriate conclusions regarding these factors may result in an overstatement or understatement of inventory value. A change of 10 percent from the recorded provisions for markdowns, shrinkage and damaged goods would have changed inventory by \$1.2 million at January 29, 2011.

*Impairment of Long-Lived Assets*

As discussed in Note 1 to the Consolidated Financial Statements, the Company periodically assesses the realizability of its long-lived assets and evaluates such assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Asset impairment is determined to exist if estimated future cash flows, undiscounted and without interest charges, are less than the carrying amount. Inherent in the analysis of impairment are subjective judgments about future cash flows. Failure to make appropriate conclusions regarding these judgments may result in an overstatement or understatement of the value of long-lived assets.

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The goodwill impairment test involves a two-step process. The first step is a comparison of the fair value and carrying value of the business unit with which the goodwill is associated. The Company estimates fair value using the best information available, and computes the fair value by an equal weighting of the results derived by a market approach and an income approach utilizing discounted cash flow projections. The income approach uses a projection of a business unit's estimated operating results and cash flows that is discounted using a weighted-average cost of capital that reflects current market conditions. The projection uses management's best estimates of economic and market conditions over the projected period including growth rates in sales, costs, estimates of future expected changes in operating margins and cash expenditures. Other significant estimates and assumptions include terminal value growth rates, future estimates of capital expenditures and changes in future working capital requirements.

If the carrying value of the business unit is higher than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss. The amount of impairment is determined by comparing the implied fair value of business unit goodwill to the carrying value of the goodwill in the same manner as if the business unit was being acquired in a business combination. Specifically, the Company would allocate the fair value to all of the assets and liabilities of the business unit, including any unrecognized intangible assets, in a hypothetical analysis that would calculate the implied fair value of goodwill. If the implied fair value of goodwill is less than the recorded goodwill, the Company would record an impairment charge for the difference. A key assumption in the Company's fair value estimate is the weighted average cost of capital utilized for discounting its cash flow projections in its income approach. The Company believes the rate it used in its annual test, which is completed in the fourth quarter each year, was consistent with the risks inherent in its business and with industry discount rates. The Company performed sensitivity analyses on its estimated fair value using the income approach. Holding all other assumptions constant as of the measurement date, the Company noted that an increase in the weighted average cost of capital of 100 basis points would not result in impairment of its goodwill.

*Environmental and Other Contingencies*

The Company is subject to certain loss contingencies related to environmental proceedings and other legal matters, including those disclosed in Note 13 to the Company's Consolidated Financial Statements. The Company has made provisions for certain of these contingencies, including approximately \$2.9 million reflected in Fiscal 2011, \$0.8 million reflected in Fiscal 2010 and \$9.4 million reflected in Fiscal 2009. The Company monitors these matters on an ongoing basis and, on a quarterly basis, management reviews the Company's reserves and accruals in relation to each of them, adjusting provisions as management deems necessary in view of changes in available information. Changes in estimates of liability are reported in the periods when they occur. Consequently, management believes that its reserve in relation to each proceeding is a best estimate of probable loss connected to the proceeding, or in cases in which no best estimate is possible, the minimum amount in the range of estimated losses, based upon its analysis of the facts and circumstances as of the close of the most recent fiscal quarter. However, because of uncertainties and risks inherent in litigation generally and in environmental proceedings in particular, there can be no assurance that future developments will not require additional reserves to be set aside, that some or all reserves will be adequate or that the amounts of any such additional reserves or any such inadequacy will not have a material adverse effect upon the Company's financial condition or results of operations.

**Table of Contents***Revenue Recognition*

Retail sales are recorded at the point of sale and are net of estimated returns and exclude sales taxes. Catalog and internet sales are recorded at time of delivery to the customer and are net of estimated returns and exclude sales taxes. Wholesale revenue is recorded net of estimated returns and allowances for markdowns, damages and miscellaneous claims when the related goods have been shipped and legal title has passed to the customer. Shipping and handling costs charged to customers are included in net sales. Estimated returns and allowances are based on historical returns and allowances. Actual returns and allowances have not differed materially from estimates. Actual returns and allowances in any future period may differ from historical experience.

*Income Taxes*

As part of the process of preparing Consolidated Financial Statements, the Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates. This process involves estimating actual current tax obligations together with assessing temporary differences resulting from differing treatment of certain items for tax and accounting purposes, such as depreciation of property and equipment and valuation of inventories. These temporary differences result in deferred tax assets and liabilities, which are included within the Consolidated Balance Sheets. The Company then assesses the likelihood that its deferred tax assets will be recovered from future taxable income. Actual results could differ from this assessment if adequate taxable income is not generated in future periods. To the extent the Company believes that recovery of an asset is at risk, valuation allowances are established. To the extent valuation allowances are established, or increased in a period, the Company includes an expense within the tax provision in the Consolidated Statements of Operations.

Income tax reserves are determined using the methodology required by the Income Tax Topic of the Codification. This methodology was adopted by the Company as of February 4, 2007, and requires companies to assess each income tax position taken using a two step process. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position. Uncertain tax positions require determinations and estimated liabilities to be made based on provisions of the tax law which may be subject to change or varying interpretation. If the Company's determinations and estimates prove to be inaccurate, the resulting adjustments could be material to its future financial results. See Note 9 to the Company's Consolidated Financial Statements for additional information regarding income taxes.

*Postretirement Benefits Plan Accounting*

Full-time employees who had at least 1,000 hours of service in calendar year 2004, except employees in the Lids Sports Group segment, are covered by a defined benefit pension plan. The Company froze the defined benefit pension plan effective January 1, 2005. The Company also provides certain former employees with limited medical and life insurance benefits. The Company funds at least the minimum amount required by the Employee Retirement Income Security Act.

As required by the Compensation – Retirement Benefits Topic of the Codification, the Company is required to recognize the overfunded or underfunded status of postretirement benefit plans as an asset or liability in their Consolidated Balance Sheets and to recognize changes in that funded status in accumulated other comprehensive loss, net of tax, in the year in which the changes occur. The

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Company is required to measure the funded status of a plan as of the date of its fiscal year end. The Company adopted the measurement date change as of January 31, 2009. The Company was required to change the measurement date for its defined benefit pension plan and postretirement benefit plan from December 31 to January 31 (end of fiscal year). As a result of this change, pension expense and actuarial gains/losses for the one-month period ended January 31, 2009 were recognized as adjustments to retained earnings and accumulated other comprehensive loss, respectively. The after-tax charge to retained earnings was \$0.1 million. The adoption of the measurement date provision had no effect on the Company's Consolidated Statements of Operations for Fiscal 2009 or any prior period presented. The Company accounts for the defined benefit pension plans using the Compensation-Retirement Benefits Topic of the Codification. As permitted under this topic, pension expense is recognized on an accrual basis over employees approximate service periods. The calculation of pension expense and the corresponding liability requires the use of a number of critical assumptions, including the expected long-term rate of return on plan assets and the assumed discount rate, as well as the recognition of actuarial gains and losses. Changes in these assumptions can result in different expense and liability amounts, and future actual experience can differ from these assumptions.

**Long Term Rate of Return Assumption** Pension expense increases as the expected rate of return on pension plan assets decreases. The Company estimates that the pension plan assets will generate a long-term rate of return of 8.25%. To develop this assumption, the Company considered historical asset returns, the current asset allocation and future expectations of asset returns. The expected long-term rate of return on plan assets is based on a long-term investment policy of 50% U.S. equities, 13% international equities, 35% U.S. fixed income securities and 2% cash equivalents. For Fiscal 2011, if the expected rate of return had been decreased by 1%, net pension expense would have increased by \$1.0 million, and if the expected rate of return had been increased by 1%, net pension expense would have decreased by \$1.0 million.

**Discount Rate** Pension liability and future pension expense increase as the discount rate is reduced. The Company discounted future pension obligations using a rate of 5.25%, 5.625% and 6.875% for Fiscal 2011, 2010 and 2009, respectively. The discount rate at January 29, 2011 was determined based on a yield curve of high quality corporate bonds with cash flows matching the Company's plans expected benefit payments. For Fiscal 2011, if the discount rate had been increased by 0.5%, net pension expense would have decreased by \$0.5 million, and if the discount rate had been decreased by 0.5%, net pension expense would have increased by \$0.6 million. In addition, if the discount rate had been increased by 0.5%, the projected benefit obligation would have decreased by \$5.2 million and the accumulated benefit obligation would have decreased by \$5.2 million. If the discount rate had been decreased by 0.5%, the projected benefit obligation would have been increased by \$5.7 million and the accumulated benefit obligation would have increased by \$5.7 million.

**Amortization of Gains and Losses** The Company utilizes a calculated value of assets, which is an averaging method that recognizes changes in the fair values of assets over a period of five years. At the end of Fiscal 2011, the Company had unrecognized actuarial losses of \$41.1 million. Accounting principles generally accepted in the United States require that the Company recognize a portion of these losses when they exceed a calculated threshold. These losses might be recognized as a component of pension expense in future years and would be amortized over the average future service of employees, which is currently approximately six years. Future changes in plan asset returns, assumed discount rates and various other factors related to the

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pension plan will impact future pension expense and liabilities, including increasing or decreasing unrecognized actuarial gains and losses.

The Company recognized expense for its defined benefit pension plans of \$2.3 million, \$0.2 million and \$1.4 million in Fiscal 2011, 2010 and 2009, respectively. The Company's board of directors approved freezing the Company's defined pension benefit plan effective January 1, 2005. The Company's pension expense is expected to increase in Fiscal 2012 by approximately \$0.7 million due to a larger actuarial loss to be amortized.

*Share-Based Compensation*

The Company has share-based compensation plans covering certain members of management and non-employee directors. The Company recognizes compensation expense for share-based payments based on the fair value of the awards as required by the Compensation - Stock Compensation Topic of the Codification. For Fiscal 2011, 2010 and 2009, share-based compensation expense was \$0.2 million, \$0.5 million and \$1.7 million, respectively. The Company did not issue any new share-based compensation awards in Fiscal 2011, 2010 or 2009. For Fiscal 2011, 2010 and 2009, restricted stock expense was \$7.8 million, \$6.5 million and \$6.3 million, respectively. The benefits of tax deductions in excess of recognized compensation expense are reported as a financing cash flow.

The Company estimates the fair value of each option award on the date of grant using a Black-Scholes option pricing model. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense, including expected stock price volatility. The Company bases expected volatility on historical term structures. The Company bases the risk free rate on an interest rate for a bond with a maturity commensurate with the expected term estimate. The Company estimates the expected term of stock options using historical exercise and employee termination experience. The Company does not currently pay a dividend on common stock. The fair value of employee restricted stock is determined based on the closing price of the Company's stock on the date of the grant.

In addition to the key assumptions used in the Black-Scholes model, the estimated forfeiture rate at the time of valuation (which is based on historical experience for similar options) is a critical assumption, as it reduces expense ratably over the vesting period. Share-based compensation expense is recorded based on a 2% expected forfeiture rate and is adjusted annually for actual forfeitures. The Company reviews the expected forfeiture rate annually to determine if that percent is still reasonable based on historical experience. The Company believes its estimates are reasonable in the context of actual (historical) experience. See Note 12 to the Consolidated Financial Statements for additional information regarding the Company's share-based compensation plans.

**Comparable Store Sales**

Comparable store sales begin in the fifty-third week of a store's operation. Temporarily closed stores are excluded from the comparable store sales calculation for every full week of the store closing. Expanded stores are excluded from the comparable store sales calculation until the fifty-third week of operation in the expanded format. Unless otherwise specified, e-commerce and catalog sales are excluded from comparable store sales calculations.

**Table of Contents****Results of Operations Fiscal 2011 Compared to Fiscal 2010**

The Company's net sales for Fiscal 2011 increased 13.7% to \$1.79 billion from \$1.57 billion in Fiscal 2010. The increase in net sales was a result of an increase in comparable store sales in the Lids Sports Group, Journeys Group and Johnston & Murphy Group and higher sales in Licensed Brands combined with \$52.8 million of sales from businesses acquired over the past twelve months. The higher sales were offset slightly by negative comparable store sales and lower sales, reflecting fewer stores in operation in the Underground Station Group. Gross margin increased 13.3% to \$901.8 million in Fiscal 2011 from \$795.9 million in Fiscal 2010 but decreased as a percentage of net sales from 50.6% to 50.4%. Selling and administrative expenses in Fiscal 2011 increased 11.8% from Fiscal 2010 but decreased as a percentage of net sales from 45.9% to 45.1%, primarily reflecting expense leverage in the Lids Sports Group, Journeys Group and Johnston & Murphy Group due to positive comparable store sales and increased wholesale sales in the Johnston & Murphy Group. The Company records buying and merchandising and occupancy costs in selling and administrative expense. Because the Company does not include these costs in cost of sales, the Company's gross margin may not be comparable to other retailers that include these costs in the calculation of gross margin. Explanations of the changes in results of operations are provided by business segment in discussions following these introductory paragraphs.

Earnings from continuing operations before income taxes (pretax earnings) for Fiscal 2011 were \$85.0 million, compared to \$50.5 million for Fiscal 2010. Pretax earnings for Fiscal 2011 included restructuring and other charges of \$8.6 million, including \$7.2 million for retail store asset impairments, \$1.3 million for expenses related to the computer network intrusion announced in December 2010, and \$0.1 million for other legal matters. Pretax earnings for Fiscal 2010 included restructuring and other charges of \$13.5 million, including \$13.3 million for retail store asset impairments and \$0.4 million for lease terminations, offset by \$0.3 million for other legal matters. Also included in pretax earnings was \$0.1 million in excess markdowns related to the lease terminations, reflected in cost of sales on the Consolidated Statements of Operations. Pretax earnings for Fiscal 2010 also included a \$5.5 million loss on early retirement of debt.

Net earnings for Fiscal 2011 were \$53.2 million (\$2.24 diluted earnings per share) compared to \$28.8 million (\$1.30 diluted earnings per share) for Fiscal 2010. Net earnings for Fiscal 2011 includes \$1.3 million (\$0.05 diluted earnings per share) charge to earnings (net of tax), including \$1.8 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company, offset by a \$0.5 million gain for excess provisions to prior discontinued operations. Net earnings for Fiscal 2010 includes \$0.3 million (\$0.01 diluted earnings per share) charge to earnings (net of tax), including \$0.5 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.2 million gain for excess provisions to prior discontinued operations. The Company recorded an effective federal income tax rate of 35.8% for Fiscal 2011 compared to 42.4% for Fiscal 2010. This year's lower effective tax rate of 35.8% reflects the net reduction of the Company's liability for uncertain tax positions of \$1.3 million this year, as well as the non-deductibility in Fiscal 2010 of certain items incurred in connection with the inducement of conversion of the Debentures for common stock. Last year's higher effective tax rate of 42.4% reflects the non-deductibility of certain items incurred in connection with the inducement of the conversion of the Debentures for common stock in Fiscal 2010. See Note 9 to the Consolidated Financial Statements for additional information.

**Table of Contents***Journeys Group*

	<b>Fiscal Year Ended</b>		<b>% Change</b>
	<b>2011</b>	<b>2010</b>	
	<b>(dollars in thousands)</b>		
Net sales	<b>\$ 804,149</b>	\$ 749,202	7.3%
Earnings from operations	<b>\$ 55,628</b>	\$ 44,285	25.6%
Operating margin	<b>6.9%</b>	5.9%	

Net sales from Journeys Group increased 7.3% to \$804.1 million for Fiscal 2011 from \$749.2 million for Fiscal 2010. The increase reflects primarily a 7% increase in comparable store sales, resulting from a 7% increase in footwear unit comparable sales with no change in the average price per pair of shoes. Total unit sales increased 8% during the same period. The store count for Journeys Group was 1,017 stores at the end of Fiscal 2011, including 149 Journeys Kidz stores, 55 Shi by Journeys stores and three Journeys stores in Canada, compared to 1,025 stores at the end of Fiscal 2010, including 150 Journeys Kidz stores and 56 Shi by Journeys stores.

Journeys Group earnings from operations for Fiscal 2011 increased 25.6% to \$55.6 million, compared to \$44.3 million for Fiscal 2010. The increase in earnings from operations was primarily due to increased net sales and decreased expenses as a percentage of net sales, reflecting store-related occupancy cost leverage from positive comparable store sales and lower depreciation expense.

*Underground Station Group*

	<b>Fiscal Year Ended</b>		<b>% Change</b>
	<b>2011</b>	<b>2010</b>	
	<b>(dollars in thousands)</b>		
Net sales	<b>\$ 94,351</b>	\$ 99,458	(5.1)%
Loss from operations	<b>\$ (2,476)</b>	\$ (4,584)	46.0%
Operating margin	<b>(2.6)%</b>	(4.6)%	

Net sales from the Underground Station Group decreased 5.1% to \$94.4 million for Fiscal 2011 from \$99.5 million for Fiscal 2010. The decrease reflects a 1% decrease in comparable store sales and a 9% decrease in average Underground Station Group stores operated (i.e., the sum of the number of stores open on the first day of the fiscal year and the last day of each fiscal month during the year divided by thirteen). Comparable footwear unit sales increased 4% while the average price per pair of shoes decreased 4%, reflecting changes in product mix. Total unit sales for the Group were flat for Fiscal 2011. Underground Station Group operated 151 stores at the end of Fiscal 2011. The Company had operated 170 Underground Station Group stores at the end of Fiscal 2010. The Company plans to close certain underperforming Underground Station stores as the opportunity presents itself, and attempt to secure rent relief on other locations while it assesses the future prospects for the chain.

Underground Station Group loss from operations for Fiscal 2011 improved to \$(2.5) million compared to \$(4.6) million for the same period last year. The improvement was due to increased gross margin as a percentage of net sales, reflecting decreased markdowns, decreased expenses as a percentage of net sales due to decreased occupancy costs and depreciation and to earnings improvement resulting from closing underperforming stores.



**Table of Contents***Lids Sports Group*

	<b>Fiscal Year Ended</b>		%
	<b>2011</b>	2010	
	(dollars in thousands)		
Net sales	<b>\$ 603,345</b>	\$ 465,776	29.5%
Earnings from operations	<b>\$ 57,778</b>	\$ 44,039	31.2%
Operating margin	<b>9.6%</b>	9.5%	

Net sales from the Lids Sports Group increased 29.5% to \$603.3 million for Fiscal 2011 from \$465.8 million for Fiscal 2010. The increase reflects primarily a 9% increase in comparable store sales, a \$46.7 million increase in sales from the Lids Team Sports business, primarily due to acquisitions, and a \$36.0 million increase in sales from Lids Locker Room, including the Sports Avenue stores acquired during the third quarter of the year. The comparable store sales increase reflected a 7% increase in comparable store headwear units sold from strength in Major League Baseball products especially fashion-oriented Major League Baseball products, NCAA products, NFL products and NHL products, and a 2% increase in average price per hat. Lids Sports Group operated 985 stores at the end of Fiscal 2011, including 73 stores in Canada and 99 Lids Locker Room stores, compared to 921 stores at the end of Fiscal 2010, including 60 stores in Canada and 37 Lids Locker Room stores.

Lids Sports Group earnings from operations for Fiscal 2011 increased 31.2% to \$57.8 million compared to \$44.0 million for Fiscal 2010. The increase in operating income was primarily due to increased net sales and decreased expenses as a percentage of net sales, primarily reflecting leverage from positive comparable store sales.

*Johnston & Murphy Group*

	<b>Fiscal Year Ended</b>		%
	<b>2011</b>	2010	
	(dollars in thousands)		
Net sales	<b>\$ 185,011</b>	\$ 166,079	11.4%
Earnings from operations	<b>\$ 8,617</b>	\$ 5,484	57.1%
Operating margin	<b>4.7%</b>	3.3%	

Johnston & Murphy Group net sales increased 11.4% to \$185.0 million for Fiscal 2011 from \$166.1 million for Fiscal 2010, reflecting primarily an 8% increase in comparable store sales and a 21% increase in Johnston & Murphy wholesale sales, partially offset by a 1% decrease in average stores operated for Johnston & Murphy retail operations. The comparable store sales increase in Fiscal 2011 reflects an 11% increase in footwear unit comparable sales offset by a 5% decrease in average price per pair of shoes, primarily due to changes in product mix. Unit sales for the Johnston & Murphy wholesale business increased 14% in Fiscal 2011 and the average price per pair of shoes increased 6% for the same period. Retail operations accounted for 73.3% of Johnston & Murphy Group sales in Fiscal 2011, down from 75.4% in Fiscal 2010. The store count for Johnston & Murphy retail operations at the end of Fiscal 2011 included 156 Johnston & Murphy shops and factory stores compared to 160 Johnston & Murphy shops and factory stores at the end of Fiscal 2010.

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Johnston & Murphy earnings from operations for Fiscal 2011 increased 57.1% to \$8.6 million from \$5.5 million for Fiscal 2010, primarily due to increased net sales and decreased expenses as a percentage of net sales, reflecting positive leverage from the increase in comparable store sales and increased wholesale sales.

*Licensed Brands*

	<b>Fiscal Year Ended</b>		%
	<b>2011</b>	2010	
	(dollars in thousands)		
Net sales	<b>\$ 101,644</b>	\$ 93,194	9.1%
Earnings from operations	<b>\$ 12,861</b>	\$ 12,372	4.0%
Operating margin	<b>12.7%</b>	13.3%	

Licensed Brands net sales increased 9.1% to \$101.6 million for Fiscal 2011 from \$93.2 million for Fiscal 2010. The sales increase reflects \$9.1 million of increased sales from the Chaps line of footwear that the Company is sourcing with limited distribution and a small acquisition made in the third quarter of this year, while sales of Dockers Footwear were flat. Unit sales for Dockers Footwear increased 1% for Fiscal 2011 while the average price per pair of shoes decreased 1% for the same period.

Licensed Brands earnings from operations for Fiscal 2011 increased 4.0%, from \$12.4 million for Fiscal 2010 to \$12.9 million, primarily due to increased net sales.

*Corporate, Interest Expenses and Other Charges*

Corporate and other expense for Fiscal 2011 was \$46.3 million compared to \$46.7 million for Fiscal 2010. Corporate expense in Fiscal 2011 included \$8.6 million in restructuring and other charges, primarily for retail store asset impairments, network intrusion expenses and other legal matters. Corporate expense in Fiscal 2010 included \$13.5 million in restructuring and other charges, primarily for retail store asset impairments and lease terminations offset by other legal matters. Corporate expense for Fiscal 2010 also included \$5.5 million for the loss on early retirement of debt. Corporate and other costs of sales for Fiscal 2010 included \$0.1 million in excess markdowns related to lease terminations. Corporate expenses, excluding restructuring and other charges and last year's loss on early retirement of debt, increased \$9.9 million primarily due to higher bonus accruals reflecting improved financial performance of the Company.

Interest expense decreased 74.5% from \$4.4 million in Fiscal 2010 to \$1.1 million in Fiscal 2011, due to the conversion of all the Company's 4 1/8% Debentures during Fiscal 2010.

**Results of Operations Fiscal 2010 Compared to Fiscal 2009**

The Company's net sales for Fiscal 2010 increased 1.5% to \$1.57 billion from \$1.55 billion in Fiscal 2009. The increase in net sales was a result of a higher number of stores in operation and an increase in comparable store sales in the Lids Sports Group, offset by lower sales in the Journeys Group, reflecting negative comparable store sales of 3%, lower sales in the Underground Station Group stores, reflecting fewer stores in operation and negative comparable store sales, lower sales in the Johnston & Murphy Group, reflecting generally challenging economic conditions and a difficult retail environment, and lower sales in Licensed Brands. Gross margin increased 2.0% to \$795.9 million in Fiscal 2010 from \$780.0 million in Fiscal 2009 and increased as a percentage of

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net sales from 50.3% to 50.6%. Selling and administrative expenses in Fiscal 2010 increased 0.7% from Fiscal 2009 but decreased as a percentage of net sales from 46.2% to 45.9%, primarily due to the absence of merger-related expenses and leveraging in the Lids Sports Group due to positive comparable store sales. Expenses in Fiscal 2009 included \$8.0 million in merger-related litigation expenses. The Company records buying and merchandising and occupancy costs in selling and administrative expense. Because the Company does not include these costs in cost of sales, the Company's gross margin may not be comparable to other retailers that include these costs in the calculation of gross margin. Explanations of the changes in results of operations are provided by business segment in discussions following these introductory paragraphs.

Earnings from continuing operations before income taxes (pretax earnings) for Fiscal 2010 were \$50.5 million compared to \$250.7 million for Fiscal 2009. Pretax earnings for Fiscal 2010 included restructuring and other charges of \$13.5 million including \$13.3 million for retail store asset impairments and \$0.4 million for lease terminations offset by \$0.3 million for other legal matters. Also included in pretax earnings was \$0.1 million in excess markdowns related to the lease terminations which is reflected in cost of sales on the Consolidated Statements of Operations. Pretax earnings for Fiscal 2010 also included \$5.5 million loss on early retirement of debt. Pretax earnings for Fiscal 2009 included a gain of \$204.1 million from the settlement of merger-related litigation with The Finish Line and UBS and restructuring and other charges of \$7.7 million including \$8.6 million for retail store asset impairments, \$1.6 million for lease terminations and \$1.1 million for other legal matters offset by a \$3.8 million gain on a lease termination transaction. Also included in pretax earnings was \$0.2 million in excess markdowns related to the lease terminations which is reflected in cost of sales on the Consolidated Statements of Operations. Pretax earnings for Fiscal 2009 also included \$8.0 million in merger-related expenses.

Net earnings for Fiscal 2010 were \$28.8 million (\$1.30 diluted earnings per share) compared to \$150.8 million (\$6.49 diluted earnings per share) for Fiscal 2009. Net earnings for Fiscal 2010 includes a \$0.3 million (\$0.01 diluted earnings per share) charge to earnings (net of tax), including \$0.5 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.2 million gain for excess provisions to prior discontinued operations. Net earnings for Fiscal 2009 includes a \$5.5 million (\$0.23 diluted earnings per share) charge to earnings (net of tax), including \$5.7 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.2 million gain for excess provisions to prior discontinued operations. The Company recorded an effective federal income tax rate of 42.4% for Fiscal 2010 compared to 37.7% for Fiscal 2009. The effective tax rate for Fiscal 2010 of 42.4% reflects the non-deductibility of certain items incurred in connection with the inducement of the conversion of the 4 1/8% Debentures for common stock in Fiscal 2010. The effective tax rate for Fiscal 2009 of 37.7% is primarily attributable to the deduction of prior period merger-related expenses that became deductible upon termination of the Finish Line merger agreement offset by an income tax liability on an increase in value of shares of common stock received in the settlement of litigation with The Finish Line that had no corresponding income in the financial statements. In addition, the effective rate for Fiscal 2009 was lower due to a \$1.2 million reduction in tax liabilities from an agreement reached on a state income tax contingency. See Notes 9 and 13 to the Consolidated Financial Statements for additional information.

**Table of Contents***Journeys Group*

	Fiscal Year Ended		%
	2010	2009	Change
	(dollars in thousands)		
Net sales	\$ 749,202	\$ 760,008	(1.4)%
Earnings from operations	\$ 44,285	\$ 49,050	(9.7)%
Operating margin	5.9%	6.5%	

Net sales from Journeys Group decreased 1.4% to \$749 million for Fiscal 2010 from \$760.0 million for Fiscal 2009. The decrease reflects primarily a 3% decrease in comparable store sales partially offset by a 3% increase in average Journeys stores operated. The comparable store sales decrease reflects a 5% decrease in footwear unit comparable sales offset by a 3% increase in average price per pair of shoes reflecting changes in product mix. Total unit sales decreased 3% during the same period. The store count for Journeys Group was 1,025 stores at the end of Fiscal 2010, including 150 Journeys Kidz stores and 56 Shi by Journeys stores, compared to 1,012 Journeys Group stores at the end of Fiscal 2009, including 141 Journeys Kidz stores and 55 Shi by Journeys stores.

Journeys Group earnings from operations for Fiscal 2010 decreased 9.7% to \$44.3 million, compared to \$49.1 million for Fiscal 2009. Improved gross margin as a percentage of net sales from lower markdowns was more than offset by increased expenses both in dollars and as a percentage of net sales, reflecting negative leverage from negative comparable store sales.

*Underground Station Group*

	Fiscal Year Ended		%
	2010	2009	Change
	(dollars in thousands)		
Net sales	\$ 99,458	\$ 110,902	(10.3)%
Loss from operations	\$ (4,584)	\$ (5,660)	19.0%
Operating margin	(4.6)%	(5.1)%	

Net sales from the Underground Station Group decreased 10.3% to \$99.5 million for Fiscal 2010 from \$110.9 million for Fiscal 2009. The decrease reflects a 7% decrease in comparable store sales and a 6% decrease in average Underground Station Group stores operated. The decrease in comparable store sales reflects a 1% decrease in footwear unit comparable sales and a 3% decrease in the average price per pair of shoes, reflecting changes in product mix. Unit sales decreased 5% during Fiscal 2010. Underground Station Group operated 170 stores at the end of Fiscal 2010. The Company had operated 180 Underground Station Group stores at the end of Fiscal 2009. The Company plans to close certain underperforming Underground Station stores as the opportunity presents itself, and attempt to secure rent relief on other locations while it assesses the future prospects for the chain.

Underground Station Group loss from operations for Fiscal 2010 improved to \$(4.6) million compared to \$(5.7) million for the same period last year. The improvement was due to increased gross margin as a percentage of net sales reflecting improvement in initial mark-on from changes in product mix.

**Table of Contents***Lids Team Sports Group*

	Fiscal Year Ended		%
	2010	2009	Change
	(dollars in thousands)		
Net sales	\$ 465,776	\$ 405,446	14.9%
Earnings from operations	\$ 44,039	\$ 36,670	20.1%
Operating margin	9.5%	9.0%	

Net sales from the Lids Team Sports Group increased 14.9% to \$465.8 million for Fiscal 2010 from \$405.4 million for Fiscal 2009. The increase reflects primarily a \$24.7 million increase in sales related to Impact Sports and Great Plains Sports, a 3% increase in comparable store sales, a 2% increase in average stores operated and \$11.7 million in sales from the newly acquired Sports Fan Attic business. The comparable store sales increase reflected a 4% increase in average price per hat from higher prices in Major League Baseball products and branded action headwear, offset by a 1% decrease in comparable store headwear units sold, primarily from weakness in NCAA and NFL products. Lids Team Sports Group operated 921 stores at the end of Fiscal 2010, including 60 stores in Canada and 37 Sports Fan Attic stores, compared to 885 stores at the end of Fiscal 2009, including 50 stores in Canada.

Lids Team Sports Group earnings from operations for Fiscal 2010 increased 20.1% to \$44.0 million compared to \$36.7 million for Fiscal 2009. The increase in operating income was primarily due to increased net sales and decreased expenses as a percentage of net sales primarily reflecting leverage from positive comparable store sales.

*Johnston & Murphy Group*

	Fiscal Year Ended		%
	2010	2009	Change
	(dollars in thousands)		
Net sales	\$ 166,079	\$ 177,963	(6.7)%
Earnings from operations	\$ 5,484	\$ 10,069	(45.5)%
Operating margin	3.3%	5.7%	

Johnston & Murphy Group net sales decreased 6.7% to \$166.1 million for Fiscal 2010 from \$178.0 million for Fiscal 2009, reflecting primarily an 8% decrease in comparable store sales and an 11% decrease in Johnston & Murphy wholesale sales, partially offset by a 3% increase in average stores operated for Johnston & Murphy retail operations. Unit sales for the Johnston & Murphy wholesale business decreased 2% in Fiscal 2010 and the average price per pair of shoes decreased 10% for the same period. Retail operations accounted for 75.4% of Johnston & Murphy Group sales in Fiscal 2010, up from 74.2% in Fiscal 2009. The comparable store sales decrease in Fiscal 2010 reflects a 7% decrease in footwear unit comparable sales and a 4% decrease in average price per pair of shoes, primarily due to changes in product mix. The store count for Johnston & Murphy retail operations at the end of Fiscal 2010 included 160 Johnston & Murphy shops and factory stores compared to 157 Johnston & Murphy shops and factory stores at the end of Fiscal 2009.

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Johnston & Murphy earnings from operations for Fiscal 2010 decreased 45.5% to \$5.5 million from \$10.1 million for Fiscal 2009, primarily due to decreased net sales, decreased gross margin as a percentage of net sales, reflecting changes in product mix and lower full priced wholesale sales, and increased expenses as a percentage of net sales, reflecting negative leverage from the decrease in comparable store sales.

*Licensed Brands*

	Fiscal Year Ended		% Change
	2010	2009	
	(dollars in thousands)		
Net sales	\$ 93,194	\$ 96,561	(3.5)%
Earnings from operations	\$ 12,372	\$ 11,925	3.7%
Operating margin	13.3%	12.3%	

Licensed Brands net sales decreased 3.5% to \$93.2 million for Fiscal 2010 from \$96.6 million for Fiscal 2009. The sales decrease reflects a 5% decrease in sales of Dockers Footwear offset by increased sales from a new line of footwear introduced in the third quarter last year that the Company is sourcing under a different brand with limited distribution. Unit sales for Dockers Footwear decreased 1% for Fiscal 2010 and the average price per pair of shoes decreased 3% for the same period.

Licensed Brands earnings from operations for Fiscal 2010 increased 3.7%, from \$11.9 million for Fiscal 2009 to \$12.4 million, primarily due to increased gross margin as a percentage of net sales, reflecting decreased product costs and changes in product mix.

*Corporate, Interest Expenses and Other Charges*

Corporate and other expense for Fiscal 2010 was \$46.7 million compared to income of \$157.6 million for Fiscal 2009. Corporate expense in Fiscal 2010 included \$13.5 million in restructuring and other charges, primarily for retail store asset impairments and lease terminations offset by other legal matters. Corporate expense for Fiscal 2010 also included \$5.5 million for the loss on early retirement of debt. Corporate and other costs of sales for Fiscal 2010 included \$0.1 million in excess markdowns related to lease terminations. Corporate income in Fiscal 2009 included a \$204.1 million gain from the settlement of merger-related litigation partially offset by \$7.7 million in restructuring and other charges, primarily for retail store asset impairments, lease terminations and other legal matters offset by a gain on a lease termination transaction and \$8.0 million in merger-related expenses. Corporate and other costs of sales for Fiscal 2009 included \$0.2 million in excess markdowns related to lease terminations.

Interest expense decreased 52.0% from \$9.2 million in Fiscal 2009 to \$4.4 million in Fiscal 2010, due to reduced interest expense on the Company's 4 1/8% Debentures as a result of retiring \$86.2 million in aggregate principal amount of the Debentures during Fiscal 2010. The application of the updated Debt Topic to the Codification resulted in the recognition of additional pretax non-cash interest expense totaling \$1.4 million for Fiscal 2010, compared to \$3.1 million for Fiscal 2009. Interest income decreased 95.7% to \$14,000 from \$0.3 million for Fiscal 2009.

**Table of Contents****Liquidity and Capital Resources**

The following table sets forth certain financial data at the dates indicated.

	<b>Jan. 29, 2011</b>	Jan. 30, 2010	Jan. 31, 2009
	(dollars in millions)		
Cash and cash equivalents	<b>\$ 55.9</b>	\$ 82.1	\$ 17.7
Working capital	<b>\$ 278.7</b>	\$ 280.4	\$ 259.1
Long-term debt	<b>\$ -0-</b>	\$ -0-	\$ 113.7

*Working Capital*

The Company's business is seasonal, with the Company's investment in inventory and accounts receivable normally reaching peaks in the spring and fall of each year. Historically, cash flow from operations has been generated principally in the fourth quarter of each fiscal year.

Cash provided by operating activities was \$102.6 million in Fiscal 2011 compared to \$142.1 million in Fiscal 2010. The \$39.5 million decrease in cash flow from operating activities from last year reflects a decrease in cash flow from changes in inventory and accounts receivable of \$68.4 million and \$9.8 million, respectively, offset by increases in cash flow from improved earnings and changes in other accrued liabilities of \$39.9 million. The \$68.4 million decrease in cash flow from inventory reflected the decision this year to accelerate receipts in anticipation of potential supply chain disruptions associated with the Chinese New Year, increased purchases to support sales and last year's efforts to reduce inventory in order to align inventory growth with sales growth, especially in the Johnston & Murphy Group. The \$9.8 million decrease in cash flow from accounts receivable reflects increased wholesale sales including the additional sales in Lids Team Sports related to recent acquisitions. The \$39.9 million increase in cash flow from other accrued liabilities reflected increased bonus accruals and increased income tax accruals in Fiscal 2011 compared to Fiscal 2010 resulting from improved earnings.

The \$44.3 million increase in inventories at January 29, 2011 from January 30, 2010 levels reflects the decision this year to accelerate receipts in anticipation of potential supply chain disruptions associated with the Chinese New Year and increased purchases to support sales.

Accounts receivable at January 29, 2011 increased \$12.1 million compared to January 30, 2010, due primarily to increased wholesale sales reflecting growth in Lids Team Sports and in the Johnston & Murphy wholesale business. Cash provided by operating activities was \$142.1 million in Fiscal 2010 compared to \$179.1 million in Fiscal 2009. The \$37.0 million decrease in cash flow from operating activities from Fiscal 2009 reflects primarily the receipt of \$175.0 million of cash proceeds of the merger-related litigation settlement in Fiscal 2009, offset by an increase in cash flow from changes in inventory, accounts payable, other accrued liabilities and prepaids and other current assets of \$27.4 million, \$19.5 million, \$19.4 million and \$16.2 million, respectively. The \$27.4 million increase in cash flow from inventory reflected efforts to reduce inventory in order to align inventory growth with sales growth, especially in the Johnston & Murphy Group. The \$19.5 million increase in cash flow from accounts payable reflected changes in buying patterns, including actions taken to reduce

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inventory in the prior year, and payment terms negotiated with individual vendors. The \$19.4 million increase in cash flow from other accrued liabilities reflected Fiscal 2009 reduction in accrued professional fees related to the terminated merger agreement and reduction in income taxes plus a Fiscal 2010 additional accrual related to environmental insurance. The \$16.2 million increase in cash flow from prepaids and other current assets was due to decreased prepaid income taxes compared to Fiscal 2009.

The \$24.0 million decrease in inventories at January 30, 2010 from January 31, 2009 levels reflects a decrease in inventory, primarily wholesale, due to efforts to align inventory growth with sales growth and increased wholesale inventory last year due to timing of Chinese New Year.

Accounts receivable at January 30, 2010 increased \$2.3 million compared to January 31, 2009, due primarily to increased wholesale sales in the fourth quarter of Fiscal 2010 which includes sales of the newly acquired Great Plains Sports team dealer business and slower overall accounts receivable turn.

*Sources of Liquidity*

The Company has three principal sources of liquidity: cash from operations, cash and cash equivalents on hand and the Credit Facility discussed below. The Company believes that cash and cash equivalents on hand, cash from operations and availability under its Credit Facility will be sufficient to cover its working capital and capital expenditures for the foreseeable future.

The Company entered into the Second Amended and Restated Credit Agreement (the Credit Facility ) on January 21, 2011, in the aggregate principal amount of \$300.0 million, with a \$40.0 million swingline loan sublimit and a \$70.0 million sublimit for the issuance of standby letters of credit and a Canadian sub-facility of up to \$8.0 million, and has a five-year term, expiring in January 2016. Any swingline loans and any letters of credit and borrowings under the Canadian facility will reduce the availability under the Credit Facility on a dollar-for-dollar basis. In addition, the Company has an option to increase the availability under the Credit Facility by up to \$150.0 million subject to, among other things, the receipt of commitments for the increased amount. The aggregate amount of the loans made and letters of credit issued under the Credit Facility shall at no time exceed the lesser of the facility amount (\$300.0 million or, if increased at the Company's option, up to \$450.0 million) or the Borrowing Base , which generally is based on 90% of eligible inventory plus 85% of eligible wholesale receivables (50% of eligible wholesale receivables of the Lids Team Sports business) plus 90% of eligible credit card and debit card receivables less applicable reserves. For additional information on the Company's Credit Facility, see Note 6 to the Consolidated Financial Statements included in Item 8.

Revolving credit borrowings averaged \$7.0 million during Fiscal 2011 and \$15.4 million during Fiscal 2010, as cash on hand and cash generated from operations primarily funded seasonal working capital requirements and capital expenditures for Fiscal 2011.

There were \$10.5 million of letters of credit outstanding and no revolver borrowings outstanding under the Credit Facility at January 29, 2011. Net availability under the facility was \$235.2 million. The Company is not required to comply with any financial covenants under the facility unless Excess Availability (as defined in the Second Amended and Restated Credit Agreement) is less than the greater of \$27.5 million or 12.5% of the Loan Cap. If and during such time as Excess Availability is less than the greater of \$27.5 million or 12.5% of the Loan Cap, the Credit Facility requires the Company to meet a minimum fixed charge coverage ratio (EBITDA less capital expenditures less cash taxes divided by cash interest expense and scheduled payments of



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principal indebtedness) of (a) an amount equal to consolidated EBITDA less capital expenditures and taxes paid in cash, in each case for such period, to (b) fixed charges for such period, of not less than 1.0:1.0. Excess Availability was \$235.2 million at January 29, 2011. Because Excess Availability exceeded \$27.5 million or 12.5% of the Loan Cap, the Company was not required to comply with this financial covenant at January 29, 2011.

The Company's Credit Facility prohibits the payment of dividends and other restricted payments unless as of the date of the making of any Restricted Payment or consummation of any Acquisition, (a) no Default or Event of Default exists or would arise after giving effect to such Restricted Payment or Acquisition, and (b) either (i) the Borrowers have pro forma projected Excess Availability for the following six month period equal to or greater than 50% of the Loan Cap, after giving pro forma effect to such Restricted Payment or Acquisition, or (ii) (A) the Borrowers have pro forma projected Excess Availability for the following six month period of less than 50% of the Loan Cap but equal to or greater than 20% of the Loan Cap, after giving pro forma effect to the Restricted Payment or Acquisition, and (B) the Fixed Charge Coverage Ratio, on a pro-forma basis for the twelve months preceding such Restricted Payment or Acquisition, will be equal to or greater than 1.0:1.0 and (c) after giving effect to such Restricted Payment or Acquisition, the Borrowers are Solvent. The Company's management does not expect availability under the Credit Facility to fall below the requirements listed above during Fiscal 2012.

The aggregate of annual dividend requirements on the Company's Subordinated Serial Preferred Stock, \$2.30 Series 1, \$4.75 Series 3 and \$4.75 Series 4, and on its \$1.50 Subordinated Cumulative Preferred Stock is \$197,000.

**Contractual Obligations**

The following tables set forth aggregate contractual obligations and commitments as of January 29, 2011.

(in thousands)	Total	Payments Due by Period			
		Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Contractual Obligations					
Capital Lease Obligations	\$ 37	\$ 22	\$ 3	\$ 3	\$ 9
Operating Lease Obligations	913,884	170,971	300,169	235,482	207,262
Purchase Obligations <sup>(1)</sup>	376,063	376,063	-0-	-0-	-0-
Other Long-Term Liabilities	1,366	176	351	351	488
Total Contractual Obligations <sup>(2)</sup>	\$ 1,291,350	\$ 547,232	\$ 300,523	\$ 235,836	\$ 207,759

(in thousands)	Total Amounts Committed	Amount of Commitment Expiration Per Period			
		Less than 1 year	1 - 3 years	3 - 5 years	More than 5 years
Commercial Commitments					
Letters of Credit	\$ 10,547	\$ 10,547	\$ -0-	\$ -0-	\$ -0-
Total Commercial Commitments	\$ 10,547	\$ 10,547	\$ -0-	\$ -0-	\$ -0-

(1) Open purchase orders for inventory.

(2) Excludes unrecognized tax benefits of \$15.7 million due to their uncertain nature in timing of payments, if any.

**Table of Contents***Capital Expenditures*

Capital expenditures were \$29.3 million, \$33.8 million and \$49.4 million for Fiscal 2011, 2010 and 2009, respectively. The \$4.5 million decrease in Fiscal 2011 capital expenditures as compared to Fiscal 2010 resulted primarily from the decrease in retail store capital expenditures due to 53 new store openings in Fiscal 2011, excluding 58 acquired stores, compared to 61 new store openings in Fiscal 2010. The \$15.6 million decrease in Fiscal 2010 capital expenditures as compared to Fiscal 2009 resulted primarily from the decrease in retail store capital expenditures due to 61 new store openings in Fiscal 2010, excluding 38 acquired stores, compared to 102 new store openings in Fiscal 2009 and a lower amount of full major renovations.

Total capital expenditures in Fiscal 2012 are expected to be approximately \$55.9 million. These include retail capital expenditures of approximately \$45.1 million to open approximately 20 Journeys stores, including eight in Canada, seven Journeys Kidz stores, 12 Johnston & Murphy shops and factory stores and 45 Lids Sports Group stores including 25 Lids stores, with ten stores in Canada, and 20 Lids Locker Room stores, with three Lids Locker Room stores in Canada, and to complete approximately 103 major store renovations. The Company will continue to open stores at a slower pace in 2012. The planned amount of capital expenditures in Fiscal 2012 for wholesale operations and other purposes is approximately \$10.8 million, including approximately \$4.5 million for new systems to improve customer service and support the Company's growth.

*Future Capital Needs*

The Company expects that cash on hand and cash provided by operations will be sufficient to support seasonal working capital requirements and capital expenditures, although the Company expects to borrow under its Credit Facility from time to time to support seasonal working capital requirements during Fiscal 2012. The approximately \$10.4 million of costs associated with discontinued operations that are expected to be paid during the next twelve months are expected to be funded from cash on hand, cash generated from operations and borrowings under the Credit Facility during Fiscal 2012.

*Common Stock Repurchases*

In Fiscal 2009, the board authorized up to \$100.0 million in stock repurchases primarily funded with the after-tax cash proceeds of the settlement of merger-related litigation discussed above under the heading "Terminated Merger Agreement." The Company repurchased 4.0 million shares at a cost of \$90.9 million during Fiscal 2009. The Company repurchased 85,000 shares at a cost of \$2.0 million during Fiscal 2010. In the first quarter of Fiscal 2011, the board increased the total repurchase authorization to \$35.0 million. The board restored the total repurchase authorization in the third quarter of Fiscal 2011 to \$35.0 million. The Company repurchased 863,767 shares at a cost of \$24.8 million during Fiscal 2011. All of the \$24.8 million in repurchases for Fiscal 2011, except \$0.6 million, were repurchased under the original \$35.0 million authorization made during the first quarter of Fiscal 2011.

**Environmental and Other Contingencies**

The Company is subject to certain loss contingencies related to environmental proceedings and other legal matters, including those disclosed in Note 13 to the Company's Consolidated Financial Statements. The Company has made accruals for certain of these contingencies, including approximately \$2.9 million reflected in Fiscal 2011, \$0.8 million reflected in Fiscal 2010 and \$9.4 million reflected in Fiscal 2009. The Company monitors these matters on an ongoing basis and, on a quarterly basis, management reviews the Company's reserves and accruals in relation to each of

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them, adjusting provisions as management deems necessary in view of changes in available information. Changes in estimates of liability are reported in the periods when they occur. Consequently, management believes that its reserve in relation to each proceeding is a reasonable estimate of the probable loss connected to the proceeding, or in cases in which no reasonable estimate is possible, the minimum amount in the range of estimated losses, based upon its analysis of the facts and circumstances as of the close of the most recent fiscal quarter. However, because of uncertainties and risks inherent in litigation generally and in environmental proceedings in particular, there can be no assurance that future developments will not require additional reserves to be set aside, that some or all reserves may not be adequate or that the amounts of any such additional reserves or any such inadequacy will not have a material adverse effect upon the Company's financial condition or results of operations.

**Financial Market Risk**

The following discusses the Company's exposure to financial market risk related to changes in interest rates and foreign currency exchange rates.

**Outstanding Debt of the Company** The Company does not have any outstanding debt as of January 29, 2011.

**Cash and Cash Equivalents** The Company's cash and cash equivalent balances are invested in financial instruments with original maturities of three months or less. The Company did not have significant exposure to changing interest rates on invested cash at January 29, 2011. As a result, the Company considers the interest rate market risk implicit in these investments at January 29, 2011 to be low.

**Foreign Currency Exchange Rate Risk** Most purchases by the Company from foreign sources are denominated in U.S. dollars. To the extent that import transactions are denominated in other currencies, it is the Company's practice to hedge its risks through the purchase of forward foreign exchange contracts when the purchases are material. The Company's policy is not to speculate in derivative instruments for profit on the exchange rate price fluctuation and it does not hold any derivative instruments for trading purposes. Derivative instruments used as hedges must be effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the contract. The Company did not have any forward foreign exchange contracts for Euro outstanding as of January 29, 2011.

**Accounts Receivable** The Company's accounts receivable balance at January 29, 2011 is concentrated in two of its footwear wholesale businesses, which sell primarily to department stores and independent retailers across the United States and its Lids Team Sports wholesale business, which sell primarily to colleges and high school athletic teams and their fan bases. Including both footwear wholesale and Lids Team Sports receivables, one customer accounted for 8% and no other customer accounted for more than 7% of the Company's total trade receivables balance as of January 29, 2011. The Company monitors the credit quality of its customers and establishes an allowance for doubtful accounts based upon factors surrounding credit risk of specific customers, historical trends and other information, as well as customer specific factors; however, credit risk is affected by conditions or occurrences within the economy and the retail industry, as well as company-specific information.

**Summary** Based on the Company's overall market interest rate and foreign currency rate exposure at January 29, 2011, the Company believes that the effect, if any, of reasonably possible near-term

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changes in interest rates or foreign currency exchange rates on the Company's consolidated financial position, results of operations or cash flows for Fiscal 2012 would not be material.

**New Accounting Principles**

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements (ASU 2010-06). ASU 2010-06 requires new disclosures regarding transfers in and out of the Level 1 and 2 and activity within Level 3 fair value measurements and clarifies existing disclosures of inputs and valuation techniques for Level 2 and 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure of activity within Level 3 fair value measurements, which is effective for fiscal years beginning after December 15, 2010, and for interim reporting periods within those years. The Company adopted the new disclosures effective January 31, 2010, except for the disclosure of activity within Level 3 fair value measurements. The Level 3 disclosures are effective for the Company at the beginning of Fiscal 2012. The adoption of ASU 2010-06 did not have a material impact on the Company's results of operations or financial position.

In February 2010, the FASB issued ASU 2010-09, Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements (ASU No. 2010-09). The amendments remove the requirements for an SEC filer to disclose a date, in both issued and revised financial statements, through which subsequent events have been reviewed. Revised financial statements include financial statements revised as a result of either correction of an error or retrospective application of U.S. GAAP. ASU No. 2010-09 was effective upon issuance. The adoption of ASU 2010-09 did not have a significant impact on the Company's results of operations or financial position.

In December 2010, the FASB issued ASU 2010-28, Intangibles—Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts (ASU 2010-28). ASU 2010-28 provides amendments to Topic 350 to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts to clarify that, for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. For public entities, the amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of ASU 2010-28 is not expected to have a significant impact on the Company's results of operations or financial position.

**Inflation**

The Company does not believe inflation has had a material impact on sales or operating results during periods covered in this discussion.

**ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company incorporates by reference the information regarding market risk appearing under the heading "Financial Market Risk" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

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**ITEM 8, FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

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**Report of Independent Registered Public Accounting Firm  
On Internal Control over Financial Reporting**

The Board of Directors and Shareholders

Genesco Inc.

We have audited Genesco Inc. and Subsidiaries internal control over financial reporting as of January 29, 2011, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Genesco Inc. s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company s internal control over financial reporting based on our audit. We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Genesco Inc. and Subsidiaries maintained, in all material respects, effective internal control over financial reporting as of January 29, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Genesco Inc. and Subsidiaries as of January 29, 2011 and January 30, 2010, and the related consolidated statements of operations, cash flows and equity and for each of the three fiscal years in the period ended January 29, 2011 and our report dated March 30, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee

March 30, 2011

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**Report of Independent Registered Public Accounting Firm on Financial Statements**

The Board of Directors and Shareholders

Genesco Inc.

We have audited the accompanying consolidated balance sheets of Genesco Inc. and Subsidiaries (the Company) as of January 29, 2011 and January 30, 2010, and the related consolidated statements of operations, cash flows and equity for each of the three fiscal years in the period ended January 29, 2011. Our audits also included the financial statement schedule listed in Item 15. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Genesco Inc. and Subsidiaries at January 29, 2011 and January 30, 2010, and the consolidated results of its operations and its cash flows for each of the three fiscal years in the period ended January 29, 2011, in conformity with U.S. generally accepted accounting principles. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of January 29, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 30, 2011 expressed an unqualified opinion thereon.

/s/ Ernst & Young LLP

Nashville, Tennessee

March 30, 2011

**Table of Contents****Genesco Inc.  
and Subsidiaries**

Consolidated Balance Sheets

In Thousands, except share amounts

	<b>As of Fiscal Year End</b>	
	<b>2011</b>	<b>2010</b>
<b>Assets</b>		
<b><i>Current Assets</i></b>		
Cash and cash equivalents	\$ 55,934	\$ 82,148
Accounts receivable, net of allowances of \$3,301 at January 29, 2011 and \$3,232 at January 30, 2010	<b>44,512</b>	27,217
Inventories	<b>359,736</b>	290,974
Deferred income taxes	<b>19,130</b>	17,314
Prepays and other current assets	<b>33,743</b>	32,419
<b>Total current assets</b>	<b>513,055</b>	450,072
<b>Property and equipment:</b>		
Land	<b>4,863</b>	4,863
Buildings and building equipment	<b>17,992</b>	17,992
Computer hardware, software and equipment	<b>92,929</b>	86,239
Furniture and fixtures	<b>105,056</b>	101,923
Construction in progress	<b>9,109</b>	3,196
Improvements to leased property	<b>279,295</b>	277,624
<b>Property and equipment, at cost</b>	<b>509,244</b>	491,837
Accumulated depreciation	<b>(310,553)</b>	(275,544)
<b>Property and equipment, net</b>	<b>198,691</b>	216,293
Deferred income taxes	<b>19,036</b>	13,545
Goodwill	<b>153,301</b>	118,995
Trademarks, net of accumulated amortization of \$1,151 at January 29, 2011 and \$418 at January 30, 2010	<b>52,486</b>	52,799
Other intangibles, net of accumulated amortization of \$10,565 at January 29, 2011 and \$8,795 at January 30, 2010	<b>12,578</b>	3,670
Other noncurrent assets	<b>11,935</b>	8,278
<b>Total Assets</b>	<b>\$ 961,082</b>	\$ 863,652



**Table of Contents****Genesco Inc.  
and Subsidiaries**

Consolidated Balance Sheets

In Thousands, except share amounts

	<b>As of Fiscal Year End</b>	
	<b>2011</b>	<b>2010</b>
<b>Liabilities and Equity</b>		
<b><i>Current Liabilities</i></b>		
Accounts payable	<b>\$ 117,001</b>	\$ 92,699
Accrued employee compensation	<b>38,188</b>	15,043
Accrued other taxes	<b>17,289</b>	11,570
Accrued income taxes	<b>13,259</b>	-0-
Other accrued liabilities	<b>38,177</b>	40,979
Provision for discontinued operations	<b>10,449</b>	9,366
 Total current liabilities	 <b>234,363</b>	 169,657
 Long-term debt	 <b>-0-</b>	 -0-
Pension liability	<b>11,906</b>	20,402
Deferred rent and other long-term liabilities	<b>83,406</b>	85,232
Provision for discontinued operations	<b>4,586</b>	6,048
 Total liabilities	 <b>334,261</b>	 281,339
 Commitments and contingent liabilities		
<b><i>Equity</i></b>		
Non-redeemable preferred stock	<b>5,183</b>	5,220
Common equity:		
Common stock, \$1 par value:		
Authorized: 80,000,000 shares		
Issued/Outstanding: January 29, 2011 24,162,634/23,674,170		
January 30, 2010 24,562,693/24,074,229	<b>24,163</b>	24,563
Additional paid-in capital	<b>131,910</b>	146,981
Retained earnings	<b>505,224</b>	452,210
Accumulated other comprehensive loss	<b>(24,305)</b>	(28,804)
Treasury shares, at cost	<b>(17,857)</b>	(17,857)
 Total Genesco equity	 <b>624,318</b>	 582,313
Noncontrolling interest non-redeemable	<b>2,503</b>	-0-
 Total equity	 <b>626,821</b>	 582,313
 <b>Total Liabilities and Equity</b>	 <b>\$ 961,082</b>	 \$ 863,652

The accompanying Notes are an integral part of these Consolidated Financial Statements.

**Table of Contents****Genesco Inc.  
and Subsidiaries**Consolidated Statements of Operations  
In Thousands, except per share amounts

	<b>2011</b>	2010	<b>Fiscal Year</b> 2009
Net sales	<b>\$ 1,789,839</b>	\$ 1,574,352	\$ 1,551,562
Cost of sales	<b>887,992</b>	778,482	771,580
Selling and administrative expenses	<b>807,197</b>	722,087	716,931
Gain from settlement of merger-related litigation	<b>-0-</b>	-0-	(204,075)
Restructuring and other, net	<b>8,567</b>	13,361	7,500
Earnings from operations	<b>86,083</b>	60,422	259,626
Loss on early retirement of debt	<b>-0-</b>	5,518	-0-
Interest expense, net:			
Interest expense	<b>1,130</b>	4,430	9,234
Interest income	<b>(8)</b>	(14)	(322)
Total interest expense, net	<b>1,122</b>	4,416	8,912
Earnings from continuing operations before income taxes	<b>84,961</b>	50,488	250,714
Income tax expense	<b>30,414</b>	21,402	94,495
Earnings from continuing operations	<b>54,547</b>	29,086	156,219
Provision for discontinued operations, net	<b>(1,336)</b>	(273)	(5,463)
<b>Net Earnings</b>	<b>\$ 53,211</b>	\$ 28,813	\$ 150,756
Basic earnings per common share:			
Continuing operations	<b>\$ 2.34</b>	\$ 1.35	\$ 8.11
Discontinued operations	<b>\$ (.06)</b>	\$ (.02)	\$ (0.28)
Net earnings	<b>\$ 2.28</b>	\$ 1.33	\$ 7.83
Diluted earnings per common share:			
Continuing operations	<b>\$ 2.29</b>	\$ 1.31	\$ 6.72
Discontinued operations	<b>\$ (.05)</b>	\$ (.01)	\$ (0.23)
Net earnings	<b>\$ 2.24</b>	\$ 1.30	\$ 6.49

The accompanying Notes are an integral part of these Consolidated Financial Statements.

**Table of Contents****Genesco Inc.  
and Subsidiaries**

## Consolidated Statements of Cash Flows

In Thousands

	<b>Fiscal Year</b>		
	<b>2011</b>	2010	2009
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net earnings	\$ 53,211	\$ 28,813	\$ 150,756
Tax benefit of stock options exercised	(1,448)	-0-	(157)
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation and amortization	47,738	47,462	46,833
Amortization of deferred note expense and debt discount	370	2,022	3,905
Loss on early retirement of debt	-0-	5,518	-0-
Receipt of Finish Line stock	-0-	-0-	(29,075)
Deferred income taxes	(11,866)	3,680	6,649
Provision for losses on accounts receivable	1,081	415	1,079
Impairment of long-lived assets	7,155	13,314	8,570
Restricted stock and share-based compensation	8,006	6,969	8,031
Provision for discontinued operations	2,203	452	9,006
Other	1,328	1,650	1,738
Effect on cash of changes in working capital and other assets and liabilities, net of acquisitions:			
Accounts receivable	(12,085)	(2,251)	2,156
Inventories	(44,345)	24,027	(3,330)
Prepays and other current assets	(167)	3,154	(13,052)
Accounts payable	13,641	11,441	(8,071)
Other accrued liabilities	41,597	1,661	(17,694)
Other assets and liabilities	(3,811)	(6,231)	11,759
Net cash provided by operating activities	<b>102,608</b>	142,096	179,103
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Capital expenditures	(29,299)	(33,825)	(49,420)
Acquisitions, net of cash acquired	(75,500)	(11,719)	(4,484)
Proceeds from sale of property and equipment	11	13	16
Net cash used in investing activities	<b>(104,788)</b>	(45,531)	(53,888)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Payments of long-term debt	(1,918)	(2,623)	(1,330)
Payments of capital leases	(104)	(181)	(184)
Borrowings under revolving credit facility	107,400	197,400	295,400
Payments on revolving credit facility	(107,400)	(229,700)	(332,100)
Tax benefit of stock options and restricted stock exercised	1,448	-0-	157
Shares repurchased	(26,851)	-0-	(90,903)
Change in overdraft balances	4,160	3,102	2,420
Dividends paid on non-redeemable preferred stock	(197)	(198)	(198)

Exercise of stock options and issue shares	Employee Stock			
Purchase Plan		<b>2,343</b>	499	1,492
Other		<b>(2,915)</b>	(388)	-0-
Net cash used in financing activities		<b>(24,034)</b>	(32,089)	(125,246)
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>		<b>(26,214)</b>	64,476	(31)
Cash and cash equivalents at beginning of year		<b>82,148</b>	17,672	17,703
<b>Cash and cash equivalents at end of year</b>		<b>\$ 55,934</b>	\$ 82,148	\$ 17,672

**Supplemental Cash Flow Information:**

Net cash paid for:

Interest		<b>\$ 748</b>	\$ 1,596	\$ 5,493
Income taxes		<b>24,079</b>	13,386	91,833

The accompanying Notes are an integral part of these Consolidated Financial Statements.

**Table of Contents****Genesco Inc.  
and Subsidiaries**

Consolidated Statements of Equity

In Thousands

	Total Non-Redeemable Preferred Stock	Common Stock	Additional Paid-In Capital	Retained Earnings	Accum Other Compre- hensive Loss	Treasury Stock	Non- Control- ling Interest Redeem- able	Compre- hensive Income	Total Equity
Balance February 2, 2008	\$ 5,338	\$ 23,285	\$ 129,179	\$ 302,181	\$ (16,010)	\$ (17,857)	\$ -0-		\$ 426,116
Net earnings	-0-	-0-	-0-	150,756	-0-	-0-	-0-	\$ 150,756	150,756
Dividends paid on non-redeemable preferred stock	-0-	-0-	-0-	(198)	-0-	-0-	-0-	-0-	(198)
Dividend declared Finish Line stock	-0-	-0-	-0-	(29,075)	-0-	-0-	-0-	-0-	(29,075)
Exercise of stock options	-0-	83	1,355	-0-	-0-	-0-	-0-	-0-	1,438
Issue shares Employee Stock Purchase Plan	-0-	2	53	-0-	-0-	-0-	-0-	-0-	55
Shares repurchased	-0-	(4,000)	(86,903)	-0-	-0-	-0-	-0-	-0-	(90,903)
Restricted stock issuance	-0-	416	(416)	-0-	-0-	-0-	-0-	-0-	-0-
Employee and non-employee restricted stock	-0-	-0-	6,341	-0-	-0-	-0-	-0-	-0-	6,341
Share-based compensation	-0-	-0-	1,690	-0-	-0-	-0-	-0-	-0-	1,690
Restricted shares withheld for taxes	-0-	(53)	(1,092)	-0-	-0-	-0-	-0-	-0-	(1,145)
Tax expense of stock options and restricted stock exercised	-0-	-0-	(563)	-0-	-0-	-0-	-0-	-0-	(563)
Adjustment of measurement date provision of Retirement Benefit Topic (net of tax of \$0.0 million)	-0-	-0-	-0-	(69)	-0-	-0-	-0-	-0-	(69)
Loss on foreign currency forward contracts (net of tax of \$0.2 million)	-0-	-0-	-0-	-0-	(275)	-0-	-0-	(275)	(275)
Pension liability adjustment (net of tax benefit of \$8.5 million)	-0-	-0-	-0-	-0-	(13,355)	-0-	-0-	(13,355)	(13,355)
Postretirement liability adjustment (net of tax of \$0.1 million)	-0-	-0-	-0-	-0-	119	-0-	-0-	119	119
	-0-	-0-	-0-	-0-	(1,177)	-0-	-0-	(1,177)	(1,177)

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Foreign currency translation adjustment									
Other	(135)	(1)	136	-0-	-0-	-0-	-0-	-0-	-0-
Comprehensive income								\$ 136,068	
Balance January 31, 2009	5,203	19,732	49,780	423,595	(30,698)	(17,857)	-0-		449,755
Net earnings	-0-	-0-	-0-	28,813	-0-	-0-	-0-	\$ 28,813	28,813
Dividends paid on non-redeemable preferred stock	-0-	-0-	-0-	(198)	-0-	-0-	-0-	-0-	(198)
Exercise of stock options	-0-	28	372	-0-	-0-	-0-	-0-	-0-	400
Issue shares Employee Stock Purchase Plan	-0-	4	95	-0-	-0-	-0-	-0-	-0-	99
Employee and non-employee restricted stock	-0-	-0-	6,528	-0-	-0-	-0-	-0-	-0-	6,528
Share-based compensation	-0-	-0-	441	-0-	-0-	-0-	-0-	-0-	441
Restricted stock issuance	-0-	405	(405)	-0-	-0-	-0-	-0-	-0-	-0-
Restricted shares withheld for taxes	-0-	(65)	(1,156)	-0-	-0-	-0-	-0-	-0-	(1,221)
Tax expense of stock options and restricted stock exercised	-0-	-0-	(658)	-0-	-0-	-0-	-0-	-0-	(658)
Shares repurchased	-0-	(85)	(1,942)	-0-	-0-	-0-	-0-	-0-	(2,027)
Conversion of 4 1/8% debentures	-0-	4,553	93,933	-0-	-0-	-0-	-0-	-0-	98,486
Loss on foreign currency forward contracts (net of tax of \$0.1 million)	-0-	-0-	-0-	-0-	(157)	-0-	-0-	(157)	(157)
Pension liability adjustment (net of tax of \$0.6 million)	-0-	-0-	-0-	-0-	1,151	-0-	-0-	1,151	1,151
Postretirement liability adjustment (net of tax of \$0.0 million)	-0-	-0-	-0-	-0-	14	-0-	-0-	14	14
Foreign currency translation adjustment	-0-	-0-	-0-	-0-	886	-0-	-0-	886	886
Other	17	(9)	(7)	-0-	-0-	-0-	-0-	-0-	1
Comprehensive income								\$ 30,707	
Balance January 30, 2010	5,220	24,563	146,981	452,210	(28,804)	(17,857)	-0-		582,313
Net earnings	-0-	-0-	-0-	53,211	-0-	-0-	-0-	\$ 53,211	53,211
Dividends paid on non-redeemable preferred stock	-0-	-0-	-0-	(197)	-0-	-0-	-0-	-0-	(197)
Exercise of stock options	-0-	118	2,105	-0-	-0-	-0-	-0-	-0-	2,223
Issue shares Employee Stock Purchase Plan	-0-	4	116	-0-	-0-	-0-	-0-	-0-	120

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Employee and non-employee restricted stock	-0-	-0-	7,796	-0-	-0-	-0-	-0-	-0-	7,796
Share-based compensation	-0-	-0-	210	-0-	-0-	-0-	-0-	-0-	210
Restricted stock issuance	-0-	423	(423)	-0-	-0-	-0-	-0-	-0-	-0-
Restricted shares withheld for taxes	-0-	(82)	(2,293)	-0-	-0-	-0-	-0-	-0-	(2,375)
Tax benefit of stock options and restricted stock exercised	-0-	-0-	1,342	-0-	-0-	-0-	-0-	-0-	1,342
Shares repurchased	-0-	(864)	(23,961)	-0-	-0-	-0-	-0-	-0-	(24,825)
Gain on foreign currency forward contracts (net of tax of \$0.1 million)	-0-	-0-	-0-	-0-	166	-0-	-0-	166	166
Pension liability adjustment (net of tax of \$2.7 million)	-0-	-0-	-0-	-0-	3,921	-0-	-0-	3,921	3,921
Postretirement liability adjustment (net of tax benefit of \$0.1 million)	-0-	-0-	-0-	-0-	(131)	-0-	-0-	(131)	(131)
Foreign currency translation adjustment	-0-	-0-	-0-	-0-	543	-0-	-0-	543	543
Other	(37)	1	37	-0-	-0-	-0-	-0-	-0-	1
Noncontrolling interest non-redeemable	-0-	-0-	-0-	-0-	-0-	-0-	2,503	-0-	2,503
Comprehensive income								\$ 57,710	
<b>Balance January 29, 2011</b>	<b>\$ 5,183</b>	<b>\$ 24,163</b>	<b>\$ 131,910</b>	<b>\$ 505,224</b>	<b>\$ (24,305)</b>	<b>\$ (17,857)</b>	<b>\$ 2,503</b>		<b>\$ 626,821</b>

The accompanying Notes are an integral part of these Consolidated Financial Statements.

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Notes to Consolidated Financial Statements

**Note 1****Summary of Significant Accounting Policies*****Nature of Operations***

The Company's business includes the design and sourcing, marketing and distribution of footwear and accessories through retail stores in the U.S., Puerto Rico and Canada primarily under the *Journeys*, *Journeys Kidz*, *Shi by Journeys*, *Johnston & Murphy*, and *Underground Station* banners; through e-commerce websites including *journeys.com*, *journeyskidz.com*, *shibyjourneys.com*, *undergroundstation.com*, and *johnstonmurphy.com*, and at wholesale, primarily under the Company's *Johnston & Murphy* brand and the *Dockers* brand, which the Company licenses for men's footwear. The Company's business also includes Lids Sports, which operates headwear and accessories stores in the U.S. and Canada under the *Lids*, *Hat Shack*, *Hat Zone*, *HeadQuarters*, *Cap Connection*, and *Hat World* banners; the Lids Locker Room business, consisting of sports-oriented fan shops featuring a broad array of licensed merchandise such as apparel, hats and accessories, sports decor and novelty products, operating primarily under the *Lids Locker Room*, *Sports Fan-Attic* and *Sports Avenue* banners; an e-commerce business conducted primarily through the *lids.com* website; and an athletic team dealer business operating as Lids Team Sports. Including both the footwear businesses and the Lids Sports business, at January 29, 2011, the Company operated 2,309 retail stores in the U.S., Puerto Rico and Canada.

***Principles of Consolidation***

All subsidiaries are consolidated in the consolidated financial statements. All significant intercompany transactions and accounts have been eliminated.

***Fiscal Year***

The Company's fiscal year ends on the Saturday closest to January 31. As a result, each of Fiscal 2011, Fiscal 2010 and Fiscal 2009 was a 52-week year with 364 days. Fiscal 2011 ended on January 29, 2011, Fiscal 2010 ended on January 30, 2010 and Fiscal 2009 ended on January 31, 2009.

***Financial Statement Reclassifications***

Certain reclassifications have been made to conform prior years' data to the current year presentation. In the Fiscal 2010 and 2009 Consolidated Statements of Cash Flow, amortization of intangibles totaling approximately \$0.4 million and \$0.1 million, respectively, were reclassified from other to depreciation and amortization under adjustments to reconcile net earnings to net cash provided by operating activities.

***Use of Estimates***

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



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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

Significant areas requiring management estimates or judgments include the following key financial areas:

*Inventory Valuation*

The Company values its inventories at the lower of cost or market.

In its footwear wholesale operations and its Lids Sports Group wholesale operations, except for the Anaconda Sports operation, cost is determined using the first-in, first-out ( FIFO ) method. Market is determined using a system of analysis which evaluates inventory at the stock number level based on factors such as inventory turn, average selling price, inventory level, and selling prices reflected in future orders. The Company provides reserves when the inventory has not been marked down to market based on current selling prices or when the inventory is not turning and is not expected to turn at levels satisfactory to the Company.

The Lids Sports retail segment and its recently acquired Anaconda Sports wholesale division employ the moving average cost method for valuing inventories and apply freight using an allocation method. The Company provides a valuation allowance for slow-moving inventory based on negative margins and estimated shrink based on historical experience and specific analysis, where appropriate.

In its retail operations, other than the Lids Sports segment, the Company employs the retail inventory method, applying average cost-to-retail ratios to the retail value of inventories. Under the retail inventory method, valuing inventory at the lower of cost or market is achieved as markdowns are taken or accrued as a reduction of the retail value of inventories.

Inherent in the retail inventory method are subjective judgments and estimates, including merchandise mark-on, markups, markdowns, and shrinkage. These judgments and estimates, coupled with the fact that the retail inventory method is an averaging process, could produce a range of cost figures. To reduce the risk of inaccuracy and to ensure consistent presentation, the Company employs the retail inventory method in multiple subclasses of inventory with similar gross margins, and analyzes markdown requirements at the stock number level based on factors such as inventory turn, average selling price, and inventory age. In addition, the Company accrues markdowns as necessary. These additional markdown accruals reflect all of the above factors as well as current agreements to return products to vendors and vendor agreements to provide markdown support. In addition to markdown provisions, the Company maintains provisions for shrinkage and damaged goods based on historical rates.

Inherent in the analysis of both wholesale and retail inventory valuation are subjective judgments about current market conditions, fashion trends, and overall economic conditions. Failure to make appropriate conclusions regarding these factors may result in an overstatement or understatement of inventory value.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

*Impairment of Long-Lived Assets*

The Company periodically assesses the realizability of its long-lived assets and evaluates such assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Asset impairment is determined to exist if estimated future cash flows, undiscounted and without interest charges, are less than the carrying amount. Inherent in the analysis of impairment are subjective judgments about future cash flows. Failure to make appropriate conclusions regarding these judgments may result in an overstatement or understatement of the value of long-lived assets. See also Notes 3 and 5.

The goodwill impairment test involves a two-step process. The first step is a comparison of the fair value and carrying value of the reporting unit with which the goodwill is associated. The Company estimates fair value using the best information available, and computes the fair value by an equal weighting of the results arrived by a market approach and an income approach utilizing discounted cash flow projections. The income approach uses a projection of a business unit's estimated operating results and cash flows that is discounted using a weighted-average cost of capital that reflects current market conditions. The projection uses management's best estimates of economic and market conditions over the projected period including growth rates in sales, costs, estimates of future expected changes in operating margins and cash expenditures. Other significant estimates and assumptions include terminal value growth rates, future estimates of capital expenditures and changes in future working capital requirements.

If the carrying value of the reporting unit is higher than its fair value, there is an indication that impairment may exist and the second step must be performed to measure the amount of impairment loss. The amount of impairment is determined by comparing the implied fair value of reporting unit goodwill to the carrying value of the goodwill in the same manner as if the reporting unit was being acquired in a business combination. Specifically, the Company would allocate the fair value to all of the assets and liabilities of the reporting unit, including any unrecognized intangible assets, in a hypothetical analysis that would calculate the implied fair value of goodwill. If the implied fair value of goodwill is less than the recorded goodwill, the Company would record an impairment charge for the difference.

A key assumption in the Company's fair value estimate is the weighted average cost of capital utilized for discounting its cash flow projections in its income approach. The Company believes the rate it used in its annual test, which is completed in the fourth quarter each year, was consistent with the risks inherent in its business and with industry discount rates.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

*Environmental and Other Contingencies*

The Company is subject to certain loss contingencies related to environmental proceedings and other legal matters, including those disclosed in Note 13. The Company has made pretax accruals for certain of these contingencies, including approximately \$2.9 million in Fiscal 2011, \$0.8 million in Fiscal 2010 and \$9.4 million in Fiscal 2009, respectively. These charges are included in provision for discontinued operations, net in the Consolidated Statements of Operations (see Note 3). The Company monitors these matters on an ongoing basis and, on a quarterly basis, management reviews the Company's reserves and accruals in relation to each of them, adjusting provisions as management deems necessary in view of changes in available information. Changes in estimates of liability are reported in the periods when they occur. Consequently, management believes that its reserve in relation to each proceeding is a best estimate of probable loss connected to the proceeding, or in cases in which no best estimate is possible, the minimum amount in the range of estimated losses, based upon its analysis of the facts and circumstances as of the close of the most recent fiscal quarter. However, because of uncertainties and risks inherent in litigation generally and in environmental proceedings in particular, there can be no assurance that future developments will not require additional reserves to be set aside, that some or all reserves will be adequate or that the amounts of any such additional reserves or any such inadequacy will not have a material adverse effect upon the Company's financial condition or results of operations.

*Revenue Recognition*

Retail sales are recorded at the point of sale and are net of estimated returns and exclude sales taxes. Catalog and internet sales are recorded at estimated time of delivery to the customer and are net of estimated returns and exclude sales taxes. Wholesale revenue is recorded net of estimated returns and allowances for markdowns, damages and miscellaneous claims when the related goods have been shipped and legal title has passed to the customer. Shipping and handling costs charged to customers are included in net sales. Estimated returns are based on historical returns and claims. Actual amounts of markdowns have not differed materially from estimates. Actual returns and claims in any future period may differ from historical experience.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

*Income Taxes*

As part of the process of preparing Consolidated Financial Statements, the Company is required to estimate its income taxes in each of the tax jurisdictions in which it operates. This process involves estimating actual current tax obligations together with assessing temporary differences resulting from differing treatment of certain items for tax and accounting purposes, such as depreciation of property and equipment and valuation of inventories. These temporary differences result in deferred tax assets and liabilities, which are included within the Consolidated Balance Sheets. The Company then assesses the likelihood that its deferred tax assets will be recovered from future taxable income. Actual results could differ from this assessment if adequate taxable income is not generated in future periods. To the extent the Company believes that recovery of an asset is at risk, valuation allowances are established. To the extent valuation allowances are established or increased in a period, the Company includes an expense within the tax provision in the Consolidated Statements of Operations.

Income tax reserves are determined using the methodology required by the Income Tax Topic of the Codification. This methodology requires companies to assess each income tax position taken using a two step process. A determination is first made as to whether it is more likely than not that the position will be sustained, based upon the technical merits, upon examination by the taxing authorities. If the tax position is expected to meet the more likely than not criteria, the benefit recorded for the tax position equals the largest amount that is greater than 50% likely to be realized upon ultimate settlement of the respective tax position. Uncertain tax positions require determinations and estimated liabilities to be made based on provisions of the tax law which may be subject to change or varying interpretation. If the Company's determinations and estimates prove to be inaccurate, the resulting adjustments could be material to its future financial results.

*Postretirement Benefits Plan Accounting*

Full-time employees who had at least 1,000 hours of service in calendar year 2004, except employees in the Lids Sports Segment, are covered by a defined benefit pension plan. The Company froze the defined benefit pension plan effective January 1, 2005. The Company also provides certain former employees with limited medical and life insurance benefits. The Company funds at least the minimum amount required by the Employee Retirement Income Security Act.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

As required by the Compensation Retirement Benefits Topic of the Codification, the Company is required to recognize the overfunded or underfunded status of postretirement benefit plans as an asset or liability in their Consolidated Balance Sheets and to recognize changes in that funded status in accumulated other comprehensive loss, net of tax, in the year in which the changes occur.

The Company accounts for the defined benefit pension plans using the Compensation-Retirement Benefits Topic of the Codification. As permitted under this topic, pension expense is recognized on an accrual basis over employees approximate service periods. The calculation of pension expense and the corresponding liability requires the use of a number of critical assumptions, including the expected long-term rate of return on plan assets and the assumed discount rate, as well as the recognition of actuarial gains and losses. Changes in these assumptions can result in different expense and liability amounts, and future actual experience can differ from these assumptions.

*Share-Based Compensation*

The Company has share-based compensation plans covering certain members of management and non-employee directors. The Company recognizes compensation expense for share-based payments based on the fair value of the awards as required by the Compensation Stock Compensation Topic of the Codification. For Fiscal 2011, 2010 and 2009, share-based compensation expense was \$0.2 million, \$0.5 and \$1.7 million, respectively. The Company did not issue any new share-based compensation awards in Fiscal 2011, 2010 or 2009. For Fiscal 2011, 2010 and 2009, restricted stock expense was \$7.8 million, \$6.5 million and \$6.3 million, respectively. The benefits of tax deductions in excess of recognized compensation expense are reported as a financing cash flow.

The Company estimates the fair value of each option award on the date of grant using a Black-Scholes option pricing model. The application of this valuation model involves assumptions that are judgmental and highly sensitive in the determination of compensation expense, including expected stock price volatility. The Company bases expected volatility on historical stock prices for a period that is commensurate with the expected term estimate. The Company bases the risk free rate on an interest rate for a bond with a maturity commensurate with the expected term estimate. The Company estimates the expected term of stock options using historical exercise and employee termination experience. The Company does not currently pay a dividend on common stock. The fair value of employee restricted stock is determined based on the closing price of the Company's stock on the date of the grant.

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Notes to Consolidated Financial Statements

**Note 1****Summary of Significant Accounting Policies, Continued**

In addition to the key assumptions used in the Black-Scholes model, the estimated forfeiture rate at the time of valuation (which is based on historical experience for similar options) is a critical assumption, as it reduces expense ratably over the vesting period. Share-based compensation expense is recorded based on a 2% expected forfeiture rate and is adjusted annually for actual forfeitures. The Company reviews the expected forfeiture rate annually to determine if that percent is still reasonable based on historical experience. The Company believes its estimates are reasonable in the context of actual (historical) experience.

***Cash and Cash Equivalents***

Included in cash and cash equivalents at January 29, 2011 and January 30, 2010 are cash equivalents of \$29.8 million and \$62.7 million, respectively. Cash equivalents are highly-liquid financial instruments having an original maturity of three months or less. At January 29, 2011, substantially all of the Company's cash was invested in deposit accounts at FDIC-insured banks. All of the Company's deposit account balances are currently FDIC insured and will remain so through December 31, 2012 as a result of the Dodd-Frank Wall Street Reform and Consumer Protection Act. The Company's \$29.8 million of cash equivalents was invested in a U.S. government money market fund which invests exclusively in high-quality, short-term securities that are issued or guaranteed by the U.S. government or by U.S. government agencies and instrumentalities. The majority of payments due from banks for customer credit card transactions process within 24 - 48 hours and are accordingly classified as cash and cash equivalents.

At January 29, 2011 and January 30, 2010 outstanding checks drawn on zero-balance accounts at certain domestic banks exceeded book cash balances at those banks by approximately \$36.1 million and \$31.9 million, respectively. These amounts are included in accounts payable.

***Concentration of Credit Risk and Allowances on Accounts Receivable***

The Company's footwear wholesale businesses sell primarily to independent retailers and department stores across the United States. Receivables arising from these sales are not collateralized. Customer credit risk is affected by conditions or occurrences within the economy and the retail industry as well as by customer specific factors. The Company's Lids Team Sports wholesale business sells primarily to colleges and high school athletic teams and their fan bases. Including both footwear wholesale and Lids Team Sports receivables, one customer accounted for 8% of the Company's total trade receivables balance, while no other customer accounted for more than 7% of the Company's total trade receivables balance as of January 29, 2011.

The Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information, as well as customer specific factors. The Company also establishes allowances for sales returns, customer deductions and co-op advertising based on specific circumstances, historical trends and projected probable outcomes.

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Notes to Consolidated Financial Statements

**Note 1****Summary of Significant Accounting Policies, Continued*****Property and Equipment***

Property and equipment are recorded at cost and depreciated or amortized over the estimated useful life of related assets. Depreciation and amortization expense are computed principally by the straight-line method over the following estimated useful lives:

Buildings and building equipment	20-45 years
Computer hardware, software and equipment	3-10 years
Furniture and fixtures	10 years

***Leases***

Leasehold improvements and properties under capital leases are amortized on the straight-line method over the shorter of their useful lives or their related lease terms and the charge to earnings is included in selling and administrative expenses in the Consolidated Statements of Operations.

Certain leases include rent increases during the initial lease term. For these leases, the Company recognizes the related rental expense on a straight-line basis over the term of the lease (which includes any rent holidays and the pre-opening period of construction, renovation, fixturing and merchandise placement) and records the difference between the amounts charged to operations and amounts paid as deferred rent.

The Company occasionally receives reimbursements from landlords to be used towards construction of the store the Company intends to lease. Leasehold improvements are recorded at their gross costs including items reimbursed by landlords. The reimbursements are amortized as a reduction of rent expense over the initial lease term.

***Goodwill and Other Intangibles***

Under the provisions of the Intangibles – Goodwill and Other Topic of the Codification, goodwill and intangible assets with indefinite lives are not amortized, but are tested at least annually, during the fourth quarter, for impairment. The Company will update the tests between annual tests if events or circumstances occur that would more likely than not reduce the fair value of the business unit with which the goodwill is associated below its carrying amount. It is also required that intangible assets with finite lives be amortized over their respective lives to their estimated residual values, and reviewed for impairment in accordance with the Property, Plant and Equipment Topic of the Codification.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

Intangible assets of the Company with indefinite lives are primarily goodwill and identifiable trademarks acquired in connection with the acquisition of Hat World Corporation in April 2004. The Consolidated Balance Sheets include goodwill for the Lids Sports Group of \$152.5 million and \$0.8 million for Licensed Brands at January 29, 2011, \$119.0 million for the Lids Sports Group at January 30, 2010 and \$111.7 million for the Lids Sports Group at January 31, 2009. The Company tests for impairment of intangible assets with an indefinite life, at a minimum on an annual basis, relying on a number of factors including operating results, business plans, projected future cash flows and observable market data. The impairment test for identifiable assets not subject to amortization consists of a comparison of the fair value of the intangible asset with its carrying amount. The Company has not had an impairment charge for intangible assets.

Identifiable intangible assets of the Company with finite lives are primarily trademarks acquired in connection with the acquisition of Hat Shack, Inc. in January 2007, Impact Sports in November 2008, Great Plains Sports in September 2009, Sports Fan-Attic in November 2009, Brand Innovators in May 2010, Anaconda Sports in August 2010 and Sports Avenue in October 2010, customer lists, in-place leases and non-compete agreements. They are subject to amortization based upon their estimated useful lives. Finite-lived intangible assets are evaluated for impairment using a process similar to that used to evaluate other definite-lived long-lived assets, a comparison of the fair value of the intangible asset with its carrying amount. An impairment loss is recognized for the amount by which the carrying value exceeds the fair value of the asset.

***Fair Value of Financial Instruments***

The Company did not have any outstanding financial instruments at January 29, 2011 or January 30, 2010.

Carrying amounts reported on the Consolidated Balance Sheets for cash, cash equivalents, receivables and accounts payable approximate fair value due to the short-term maturity of these instruments.



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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

***Cost of Sales***

For the Company's retail operations, the cost of sales includes actual product cost, the cost of transportation to the Company's warehouses from suppliers and the cost of transportation from the Company's warehouses to the stores. Additionally, the cost of its distribution facilities allocated to its retail operations is included in cost of sales. For the Company's wholesale operations, the cost of sales includes the actual product cost and the cost of transportation to the Company's warehouses from suppliers.

***Selling and Administrative Expenses***

Selling and administrative expenses include all operating costs of the Company excluding (i) those related to the transportation of products from the supplier to the warehouse, (ii) for its retail operations, those related to the transportation of products from the warehouse to the store and (iii) costs of its distribution facilities which are allocated to its retail operations. Wholesale and unallocated retail costs of distribution are included in selling and administrative expenses in the amounts of \$5.9 million, \$4.8 million and \$4.2 million for Fiscal 2011, Fiscal 2010 and Fiscal 2009, respectively.

***Gift Cards***

The Company has a gift card program that began in calendar 1999 for its Lids Sports operations and calendar 2000 for its footwear operations. The gift cards issued to date do not expire. As such, the Company recognizes income when: (i) the gift card is redeemed by the customer; or (ii) the likelihood of the gift card being redeemed by the customer for the purchase of goods in the future is remote and there are no related escheat laws (referred to as "breakage"). The gift card breakage rate is based upon historical redemption patterns and income is recognized for unredeemed gift cards in proportion to those historical redemption patterns.

Gift card breakage is recognized in revenues each period. Gift card breakage recognized as revenue was \$0.7 million, \$0.7 million and \$0.5 million for Fiscal 2011, 2010 and 2009, respectively. The Consolidated Balance Sheets include an accrued liability for gift cards of \$9.0 million and \$7.9 million at January 29, 2011 and January 30, 2010, respectively.

***Buying, Merchandising and Occupancy Costs***

The Company records buying, merchandising and occupancy costs in selling and administrative expense. Because the Company does not include these costs in cost of sales, the Company's gross margin may not be comparable to other retailers that include these costs in the calculation of gross margin.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

***Shipping and Handling Costs***

Shipping and handling costs related to inventory purchased from suppliers are included in the cost of inventory and are charged to cost of sales in the period that the inventory is sold. All other shipping and handling costs are charged to cost of sales in the period incurred except for wholesale and unallocated retail costs of distribution, which are included in selling and administrative expenses.

***Preopening Costs***

Costs associated with the opening of new stores are expensed as incurred, and are included in selling and administrative expenses on the accompanying Consolidated Statements of Operations.

***Store Closings and Exit Costs***

From time to time, the Company makes strategic decisions to close stores or exit locations or activities. If stores or operating activities to be closed or exited constitute components, as defined by the Property, Plant and Equipment Topic of the Codification, and will not result in a migration of customers and cash flows, these closures will be considered discontinued operations when the related assets meet the criteria to be classified as held for sale, or at the cease-use date, whichever occurs first. The results of operations of discontinued operations are presented retroactively, net of tax, as a separate component on the Consolidated Statements of Operations, if material individually or cumulatively. To date, no store closings meeting the discontinued operations criteria have been material individually or cumulatively.

Assets related to planned store closures or other exit activities are reflected as assets held for sale and recorded at the lower of carrying value or fair value less costs to sell when the required criteria, as defined by the Property, Plant and Equipment Topic of the Codification, are satisfied. Depreciation ceases on the date that the held for sale criteria are met.

Assets related to planned store closures or other exit activities that do not meet the criteria to be classified as held for sale are evaluated for impairment in accordance with the Company's normal impairment policy, but with consideration given to revised estimates of future cash flows. In any event, the remaining depreciable useful lives are evaluated and adjusted as necessary.

Exit costs related to anticipated lease termination costs, severance benefits and other expected charges are accrued for and recognized in accordance with the Exit or Disposal Cost Obligations Topic of the Codification.

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Notes to Consolidated Financial Statements

**Note 1**

**Summary of Significant Accounting Policies, Continued**

***Advertising Costs***

Advertising costs are predominantly expensed as incurred. Advertising costs were \$35.1 million, \$33.8 million and \$34.8 million for Fiscal 2011, 2010 and 2009, respectively. Direct response advertising costs for catalogs are capitalized in accordance with the Other Assets and Deferred Costs Topic for Capitalized Advertising Costs of the Codification. Such costs are amortized over the estimated future revenues realized from such advertising, not to exceed six months. The Consolidated Balance Sheets include prepaid assets for direct response advertising costs of \$1.1 million and \$1.3 million at January 29, 2011 and January 30, 2010, respectively.

***Consideration to Resellers***

The Company does not have any written buy-down programs with retailers, but the Company has provided certain retailers with markdown allowances for obsolete and slow moving products that are in the retailer's inventory. The Company estimates these allowances and provides for them as reductions to revenues at the time revenues are recorded. Markdowns are negotiated with retailers and changes are made to the estimates as agreements are reached. Actual amounts for markdowns have not differed materially from estimates.

***Cooperative Advertising***

Cooperative advertising funds are made available to all of the Company's wholesale customers. In order for retailers to receive reimbursement under such programs, the retailer must meet specified advertising guidelines and provide appropriate documentation of expenses to be reimbursed. The Company's cooperative advertising agreements require that wholesale customers present documentation or other evidence of specific advertisements or display materials used for the Company's products by submitting the actual print advertisements presented in catalogs, newspaper inserts or other advertising circulars, or by permitting physical inspection of displays. Additionally, the Company's cooperative advertising agreements require that the amount of reimbursement requested for such advertising or materials be supported by invoices or other evidence of the actual costs incurred by the retailer. The Company accounts for these cooperative advertising costs as selling and administrative expenses, in accordance with the Revenue Recognition Topic for Customer Payments and Incentives of the Codification.

Cooperative advertising costs recognized in selling and administrative expenses were \$3.2 million, \$2.8 million and \$2.6 million for Fiscal 2011, 2010 and 2009, respectively. During Fiscal 2011, 2010 and 2009, the Company's cooperative advertising reimbursements paid did not exceed the fair value of the benefits received under those agreements.

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**Note 1**

**Summary of Significant Accounting Policies, Continued**

***Vendor Allowances***

From time to time, the Company negotiates allowances from its vendors for markdowns taken or expected to be taken. These markdowns are typically negotiated on specific merchandise and for specific amounts. These specific allowances are recognized as a reduction in cost of sales in the period in which the markdowns are taken. Markdown allowances not attached to specific inventory on hand or already sold are applied to concurrent or future purchases from each respective vendor.

The Company receives support from some of its vendors in the form of reimbursements for cooperative advertising and catalog costs for the launch and promotion of certain products. The reimbursements are agreed upon with vendors and represent specific, incremental, identifiable costs incurred by the Company in selling the vendor's specific products. Such costs and the related reimbursements are accumulated and monitored on an individual vendor basis, pursuant to the respective cooperative advertising agreements with vendors. Such cooperative advertising reimbursements are recorded as a reduction of selling and administrative expenses in the same period in which the associated expense is incurred. If the amount of cash consideration received exceeds the costs being reimbursed, such excess amount would be recorded as a reduction of cost of sales.

Vendor reimbursements of cooperative advertising costs recognized as a reduction of selling and administrative expenses were \$3.1 million, \$3.6 million and \$4.0 million for Fiscal 2011, 2010 and 2009, respectively. During Fiscal 2011, 2010 and 2009, the Company's cooperative advertising reimbursements received were not in excess of the costs incurred.

***Environmental Costs***

Environmental expenditures relating to current operations are expensed or capitalized as appropriate. Expenditures relating to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable and the costs can be reasonably estimated and are evaluated independently of any future claims for recovery. Generally, the timing of these accruals coincides with completion of a feasibility study or the Company's commitment to a formal plan of action. Costs of future expenditures for environmental remediation obligations are not discounted to their present value.

***Earnings Per Common Share***

Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities to issue common stock were exercised or converted to common stock (see Note 11).

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**Note 1**

**Summary of Significant Accounting Policies, Continued**

***Other Comprehensive Income***

The Comprehensive Income Topic of the Codification requires, among other things, the Company's pension liability adjustment, postretirement liability adjustment, unrealized gains or losses on foreign currency forward contracts and foreign currency translation adjustments to be included in other comprehensive income net of tax. Accumulated other comprehensive loss at January 29, 2011 consisted of \$25.0 million of cumulative pension liability adjustments, net of tax, and a cumulative post retirement liability adjustment of \$0.1 million, net of tax, offset by a foreign currency translation adjustment of \$0.8 million.

***Business Segments***

The Segment Reporting Topic of the Codification, requires that companies disclose operating segments based on the way management disaggregates the Company's operations for making internal operating decisions (see Note 14).

***Derivative Instruments and Hedging Activities***

The Derivatives and Hedging Topic of the Codification requires an entity to recognize all derivatives as either assets or liabilities in the consolidated balance sheet and to measure those instruments at fair value. Under certain conditions, a derivative may be specifically designated as a fair value hedge or a cash flow hedge. The accounting for changes in the fair value of a derivative are recorded each period in current earnings or in other comprehensive income depending on the intended use of the derivative and the resulting designation. The Company has entered into a small amount of foreign currency forward exchange contracts in order to reduce exposure to foreign currency exchange rate fluctuations in connection with inventory purchase commitments for its Johnston & Murphy Group. Derivative instruments used as hedges must be effective at reducing the risk associated with the exposure being hedged. The settlement terms of the forward contracts correspond with the expected payment terms for the merchandise inventories. As a result, there is no hedge ineffectiveness to be reflected in earnings.

The notional amount of such contracts outstanding at January 29, 2011 and January 30, 2010 were \$0 and \$0.6 million, respectively. For the year ended January 29, 2011, the Company recorded an unrealized gain on foreign currency forward contracts of \$0.3 million in accumulated other comprehensive loss, before taxes. The Company monitors the credit quality of the major national and regional financial institutions with which it enters into such contracts.

The Company estimates that the majority of net hedging losses related to forward exchange contracts will be reclassified from accumulated other comprehensive loss into earnings through higher cost of sales over the succeeding year.

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**Note 1****Summary of Significant Accounting Policies, Continued*****New Accounting Principles***

In January 2010, the FASB issued ASU 2010-06, Fair Value Measurements and Disclosures (Topic 820): Improving Disclosures about Fair Value Measurements ( ASU 2010-06 ). ASU 2010-06 requires new disclosures regarding transfers in and out of the Level 1 and 2 and activity within Level 3 fair value measurements and clarifies existing disclosures of inputs and valuation techniques for Level 2 and 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure of activity within Level 3 fair value measurements, which is effective for fiscal years beginning after December 15, 2010, and for interim reporting periods within those years. The Company adopted the new disclosures effective January 31, 2010, except for the disclosure of activity within Level 3 fair value measurements. The Level 3 disclosures are effective for the Company at the beginning of Fiscal 2012. The adoption of ASU 2010-06 did not have a material impact on the Company's results of operations or financial position.

In February 2010, the FASB issued ASU 2010-09 Subsequent Events (Topic 855): Amendments to Certain Recognition and Disclosure Requirements ( ASU 2010-09 ). The amendments remove the requirements for an SEC filer to disclose a date, in both issued and revised financial statements, through which subsequent events have been reviewed. Revised financial statements include financial statements revised as a result of either correction of an error or retrospective application of U.S. GAAP. ASU No. 2010-09 was effective upon issuance. The adoption of ASU 2010-09 did not have a significant impact on the Company's results of operations or financial position.

In December 2010, the FASB issued ASU 2010-28, Intangibles – Goodwill and Other (Topic 350): When to Perform Step 2 of the Goodwill Impairment Test for Reporting Units with Zero or Negative Carrying Amounts ( ASU 2010-28 ). ASU 2010-28 provides amendments to Topic 350 to modify Step 1 of the goodwill impairment test for reporting units with zero or negative carrying amounts to clarify that, for those reporting units, an entity is required to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. In determining whether it is more likely than not that a goodwill impairment exists, an entity should consider whether there are any adverse qualitative factors indicating that an impairment may exist. For public entities, the amendments in this ASU are effective for fiscal years, and interim periods within those years, beginning after December 15, 2010. Early adoption is not permitted. The adoption of ASU 2010-28 is not expected to have a significant impact on the Company's results of operations or financial position.

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Notes to Consolidated Financial Statements

**Note 2****Acquisitions, Intangible Assets and Terminated Merger Agreement****Acquisitions**

In Fiscal 2011, the Company completed acquisitions for a total purchase price of \$75.5 million, which included \$4.9 million in payments this year for amounts withheld in acquisitions from previous years for certain closing contingencies. The acquisitions consisted primarily of the assets of Brand Innovators Inc., a West Coast team dealer business and the assets of Anaconda Sports, Inc., a New York team dealer business, both as part of the Lids Sports Group, the stock of Keuka Footwear, Inc., an occupational footwear company for service based industries, to be operated within the Licensed Brands segment and the assets of Sports Avenue, a 48 store retail chain with 12 e-commerce sites, selling officially licensed NFL, NCAA, MLB, NBA, NHL and NASCAR headwear, apparel and accessories, to be operated within the Lids Sports Group. The Company allocated \$34.3 million of the purchase price for the above acquisitions to goodwill. Goodwill of \$33.5 million related to these acquisitions is deductible for tax purposes.

**Intangible Assets**

Finite-lived intangibles for acquisitions during Fiscal 2011 include \$0.4 million for trademarks, \$0.6 million for assets and \$1.1 million liability to reflect the adjustment of acquired leases to market, \$9.4 million for customer lists, \$0.5 million for non-compete agreements and \$0.2 million for backlog.

Other intangibles by major classes were as follows:

(In Thousands)	Leases		Customer Lists		Non-Compete Agreements/Backlog		Total	
	<b>Jan. 29, 2011</b>	Jan. 30, 2010	<b>Jan. 29, 2011</b>	Jan. 30, 2010	<b>Jan. 29, 2011</b>	Jan. 30, 2010	<b>Jan. 29, 2011</b>	Jan. 30, 2010
	Gross other intangibles	\$ 9,837	\$ 9,267	\$ 12,206	\$ 2,790	\$ 1,100	\$ 408	\$ 23,143
Accumulated amortization	(8,482)	(8,074)	(1,480)	(461)	(603)	(260)	(10,565)	(8,795)
<b>Net Other Intangibles</b>	<b>\$ 1,355</b>	\$ 1,193	<b>\$ 10,726</b>	\$ 2,329	<b>\$ 497</b>	\$ 148	<b>\$ 12,578</b>	\$ 3,670

The amortization of intangibles was \$2.5 million, \$0.9 million and \$0.8 for Fiscal 2011, 2010 and Fiscal 2009, respectively. The amortization of intangibles will be \$3.4 million, \$3.2 million, \$2.8 million, \$2.4 million and \$1.6 million for Fiscal 2012, 2013, 2014, 2015 and 2016, respectively.

**Terminated Merger Agreement**

The Company announced in June 2007 that the boards of directors of both Genesco and The Finish Line, Inc. had unanimously approved a definitive merger agreement under which The Finish Line would acquire all of the outstanding common shares of Genesco at \$54.50 per share in cash (the Proposed Merger). The Finish Line refused to close the Proposed Merger and litigation ensued. The Proposed Merger and related agreement were terminated in March 2008 in connection with an agreement to settle the litigation with The Finish Line and UBS Loan Finance LLC and UBS Securities LLC (collectively, UBS) for a cash payment of \$175.0 million to the Company and a 12% equity stake in The Finish Line, which the Company received in the first quarter of Fiscal 2009. The Company distributed the 12% equity stake, or 6,518,971 shares of Class A Common Stock of The Finish Line, Inc., on June 13, 2008, to its common shareholders of record on May 30, 2008, as required by the settlement agreement. During Fiscal 2009, the

Company expensed \$8.0 million in merger-related litigation costs. For additional information, see the Merger-Related Litigation section in Note 13.



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**Note 3**

**Restructuring and Other Charges and Discontinued Operations**

**Restructuring and Other Charges**

In accordance with Company policy, assets are determined to be impaired when the revised estimated future cash flows are insufficient to recover the carrying costs. Impairment charges represent the excess of the carrying value over the fair value of those assets.

Asset impairment charges are reflected as a reduction of the net carrying value of property and equipment, and in restructuring and other, net in the accompanying Consolidated Statements of Operations.

The Company recorded a pretax charge to earnings of \$8.6 million in Fiscal 2011. The charge reflected in restructuring and other, net included \$7.2 million for retail store asset impairments, \$1.3 million for expenses related to the computer network intrusion announced in December 2010 and \$0.1 million for other legal matters. For additional information on the computer network intrusion, see Note 13.

The Company recorded a pretax charge to earnings of \$13.5 million in Fiscal 2010. The charge reflected in restructuring and other, net included \$13.3 million for retail store asset impairments and \$0.4 million for lease terminations offset by \$0.3 million for other legal matters. Also included in the charge was \$0.1 million in excess markdowns related to the lease terminations which is reflected in cost of sales on the Consolidated Statements of Operations.

The Company recorded a pretax charge to earnings of \$7.7 million in Fiscal 2009. The charge reflected in restructuring and other, net included \$8.6 million of charges for retail store asset impairments, \$1.6 million for lease terminations and \$1.1 million for other legal matters, offset by a \$3.8 million gain from a lease termination transaction. Also included in the charge was \$0.2 million in excess markdowns related to the store lease terminations which is reflected in cost of sales on the Consolidated Statements of Operations.

**Discontinued Operations**

For the year ended January 29, 2011, the Company recorded an additional charge to earnings of \$2.2 million (\$1.3 million net of tax) reflected in discontinued operations, including \$2.9 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.7 million gain for excess provisions to prior discontinued operations (see Note 13).

For the year ended January 30, 2010, the Company recorded an additional charge to earnings of \$0.5 million (\$0.3 million net of tax) reflected in discontinued operations, including \$0.8 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.3 million gain for excess provisions to prior discontinued operations (see Note 13).

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Notes to Consolidated Financial Statements

**Note 3****Restructuring and Other Charges and Discontinued Operations, Continued**

For the year ended January 31, 2009, the Company recorded an additional charge to earnings of \$9.0 million (\$5.5 million net of tax) reflected in discontinued operations, including \$9.4 million primarily for anticipated costs of environmental remedial alternatives related to former facilities operated by the Company offset by a \$0.4 million gain for excess provisions to prior discontinued operations (see Note 13).

**Accrued Provision for Discontinued Operations**

<b>In thousands</b>	<b>Facility Shutdown Costs</b>
Balance January 31, 2009	\$ 15,568
Additional provision Fiscal 2010	452
Charges and adjustments, net	(606)
Balance January 30, 2010	15,414
Additional provision Fiscal 2011	2,203
Charges and adjustments, net	(2,582)
Balance January 29, 2011*	15,035
<b>Current provision for discontinued operations</b>	<b>10,449</b>
<b>Total Noncurrent Provision for Discontinued Operations</b>	<b>\$ 4,586</b>

\* Includes a \$15.5 million environmental provision, including \$11.0 million in current provision for discontinued operations.

**Note 4****Inventories**

<b>In thousands</b>	<b>January 29, 2011</b>	<b>January 30, 2010</b>
Raw materials	\$ 11,952	\$ 5,415
Goods in process	338	-0-
Wholesale finished goods	47,866	22,383
Retail merchandise	299,580	263,176
<b>Total Inventories</b>	<b>\$ 359,736</b>	<b>\$ 290,974</b>

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Notes to Consolidated Financial Statements

**Note 5**

**Fair Value**

The Company adopted the Fair Value Measurements and Disclosures Topic of the Codification as of February 3, 2008, with the exception of the application of the topic to non-recurring, nonfinancial assets and liabilities. The adoption did not have a material impact on the Company's results of operations or financial position. This Topic defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. In February 2008, the FASB issued an amendment to the Fair Value Topic, to delay the effective date for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (that is, at least annually). The Company adopted the amendment as of February 1, 2009.

The Fair Value Measurements and Disclosures Topic defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. It also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

*Level 1* - Quoted prices in active markets for identical assets or liabilities.

*Level 2* - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

*Level 3* - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

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**Note 5****Fair Value, Continued**

The following table presents the Company's assets and liabilities measured at fair value on a nonrecurring basis as of January 29, 2011 aggregated by the level in the fair value hierarchy within which those measurements fall (in thousands):

	Long-Lived Assets			Level 3	Total Losses
	Held and Used	Level 1	Level 2		
Measured as of May 1, 2010	\$ 1,789	\$	\$	\$ 1,789	\$ 2,351
Measured as of July 31, 2010	\$ 999	\$	\$	\$ 999	\$ 1,934
Measured as of October 30, 2010	\$ 1,689	\$	\$	\$ 1,689	\$ 2,120
Measured as of January 29, 2011	\$ 750	\$	\$	\$ 750	\$ 745

In accordance with the Property, Plant and Equipment Topic of the Codification, the Company recorded \$7.2 million of impairment charges as a result of the fair value measurement of its long-lived assets held and used on a nonrecurring basis during the twelve months ended January 29, 2011. These charges are reflected in restructuring and other, net on the Consolidated Statements of Operations.

The Company used a discounted cash flow model to estimate the fair value of these long-lived assets at January 29, 2011. Discount rate and growth rate assumptions are derived from current economic conditions, expectations of management and projected trends of current operating results. As a result, the Company has determined that the majority of the inputs used to value its long-lived assets held and used are unobservable inputs that fall within Level 3 of the fair value hierarchy.

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**Note 6**

**Long-Term Debt**

The Company did not have long-term debt as of January 29, 2011 or January 30, 2010.

Long-term debt maturing during each of the next five years ending January is zero for each year.

***Credit Agreement:***

On January 21, 2011, the Company entered into the Second Amended and Restated Credit Agreement (the Credit Facility ) by and among the Company, certain subsidiaries of the Company party thereto, as other borrowers, the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent. The Credit Facility expires January 21, 2016. The Credit Facility replaced the Company's previous \$200.0 million revolving credit facility. Deferred financing costs incurred of \$2.9 million related to the Credit Facility were capitalized and are being amortized over five years. These costs are included in other non-current assets on the Consolidated Balance Sheets. The Company did not have any revolver borrowings outstanding under the Credit Facility at January 29, 2011. The Company had outstanding letters of credit of \$10.5 million under the facility at January 29, 2011. These letters of credit support product purchases and lease and insurance indemnifications.

The material terms of the Credit Facility are as follows:

***Availability***

The Credit Facility is a revolving credit facility in the aggregate principal amount of \$300.0 million, with a \$40.0 million swingline loan sublimit, a \$70.0 million sublimit for the issuance of standby letters of credit and a Canadian sub-facility of up to \$8.0 million. The facility has a five-year term. Any swingline loans and any letters of credit and borrowings under the Canadian facility will reduce the availability under the Credit Facility on a dollar-for-dollar basis. In addition, the Company has an option to increase the availability under the Credit Facility by up to \$150.0 million subject to, among other things, the receipt of commitments for the increased amount. The aggregate amount of the loans made and letters of credit issued under the Credit Facility shall at no time exceed the lesser of the facility amount (\$300.0 million or, if increased at the Company's option, up to \$450.0 million) or the Borrowing Base , which generally is based on 90% of eligible inventory plus 85% of eligible wholesale receivables (50% of eligible wholesale receivables of the Lids Team Sports business) plus 90% of eligible credit card and debit card receivables less applicable reserves.

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Notes to Consolidated Financial Statements

**Note 6**

**Long-Term Debt, Continued**

**Collateral**

The loans and other obligations under the Credit Facility are secured by a perfected first priority lien and security interest in all tangible and intangible assets and excludes real estate and leaseholds of the Company and certain subsidiaries of the Company.

**Interest and Fees**

The Company's borrowings under the Credit Facility bear interest at varying rates that, at the Company's option, can be based on:

**Domestic Facility**

(a) LIBOR plus the applicable margin (as defined and based on average Excess Availability during the prior quarter or (b) the applicable margin plus the higher of (i) the Bank of America prime rate, (ii) the federal funds rate plus 0.50% or (iii) LIBOR for an interest period of thirty days plus 1.0%

**Canadian Sub-Facility**

(a) For loans made in Canadian dollars, the bankers' acceptances ( BA ) rate plus the applicable margin or (b) the Canadian Prime Rate (defined as the highest of the (i) Bank of America Canadian Prime Rate, (ii) 0.50% plus the Bank of America (Canadian) overnight rate, and (iii) 1.0% plus the BA rate for a 30 day interest period) plus the applicable margin for loans made in U.S. dollars, LIBOR plus the applicable margin or the U.S. Index Rate (defined as the highest of the (i) Bank of America (Canada branch) U.S. dollar base rate, (ii) the Federal Funds rate plus 0.50%, and (iii) LIBOR for an interest period of thirty days plus 1.0%) plus the applicable margin.

The initial applicable margin for base rate loans and U.S. Index rate loans is 1.50%, and the initial applicable margin for LIBOR loans and BA equivalent loans is 2.50%. Thereafter, the applicable margin will be subject to adjustment based on Excess Availability for the prior quarter. The term Excess Availability means, as of any given date, the excess (if any) of the Loan Cap (being the lesser of the total commitments and the Borrowing Base) over the outstanding credit extensions under the Credit Facility.

Interest on the Company's borrowings is payable monthly in arrears for base rate loans and U.S. Index rate loans and at the end of each interest rate period (but not less often than quarterly) for LIBOR loans and BA equivalent loans.

The Company is also required to pay a commitment fee on the actual daily unused portions of the Credit Facility at a rate of (i) 0.50% per annum if less than 50% of the Credit Facility has been utilized on average during the immediately preceding fiscal quarter or (ii) 0.375% per annum if 50% or more of the Credit Facility has been utilized during such fiscal quarter.

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**Note 6**

**Long-Term Debt, Continued**

**Certain Covenants**

The Company is not required to comply with any financial covenants unless Excess Availability is less than the greater of \$27.5 million or 12.5% of the Loan Cap. If and during such time as Excess Availability is less than the greater of \$27.5 million or 12.5% of the Loan Cap, the Credit Facility requires the Company to meet a minimum fixed charge coverage ratio of (a) an amount equal to consolidated EBITDA less capital expenditures and taxes paid in cash, in each case for such period, to (b) fixed charges for such period, of not less than 1.0:1.0.

In addition, the Credit Facility contains certain covenants that, among other things, restrict additional indebtedness, liens and encumbrances, loans and investments, acquisitions, dividends and other restricted payments, transactions with affiliates, asset dispositions, mergers and consolidations, prepayments or material amendments of other indebtedness and other matters customarily restricted in such agreements.

**Cash Dominion**

The Credit Facility also contains cash dominion provisions that apply in the event that the Company's Excess Availability is less than the greater of \$35.0 million or 15% of the Loan Cap or there is an event of default under the Credit Facility.

**Events of Default**

The Credit Facility contains customary events of default, including, without limitation, payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to certain other material indebtedness in excess of specified amounts and to agreements which would have a material adverse effect if breached, certain events of bankruptcy and insolvency, certain ERISA events, judgments in excess of specified amounts and change in control. Certain of the lenders under the Credit Facility or their affiliates have provided, and may in the future provide, certain commercial banking, financial advisory, and investment banking services in the ordinary course of business for the Company, its subsidiaries and certain of its affiliates, for which they receive customary fees and commissions.

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Notes to Consolidated Financial Statements

**Note 6****Long-Term Debt, Continued*****4 1/8% Convertible Subordinated Debentures due 2023:***

On June 24, 2003 and June 26, 2003, the Company issued a total of \$86.3 million of 4 1/8% Convertible Subordinated Debentures (the Debentures) due June 15, 2023. The Debentures were convertible at the option of the holders into shares of the Company's common stock, par value \$1.00 per share: (1) in any quarter in which the price of its common stock issuable upon conversion of a Debenture reached 120% or more of the conversion price (\$24.07 or more) for 10 of the last 30 trading days of the immediately preceding fiscal quarter, (2) if specified corporate transactions occurred or (3) if the trading price for the Debentures fell below certain thresholds. Upon conversion, the Company would have the right to deliver, in lieu of its common stock, cash or a combination of cash and shares of its common stock.

Subject to the above conditions, each \$1,000 principal amount of Debentures was convertible into 49.8462 shares (equivalent to a conversion price of \$20.06 per share of common stock) subject to adjustment. There were \$30,000 of debentures converted to 1,356 shares of common stock during Fiscal 2008.

On April 29, 2009, the Company entered into separate exchange agreements whereby it acquired and retired \$56.4 million in aggregate principal amount (\$51.3 million fair value) of its Debentures due June 15, 2023 in exchange for the issuance of 3,066,713 shares of its common stock, which include 2,811,575 shares that were reserved for conversion of the Debentures and 255,138 additional inducement shares, and a cash payment of approximately \$0.9 million. The inducement was not deductible for tax purposes. During the fourth quarter of Fiscal 2010, holders of an aggregate of \$21.04 million principal amount of its 4 1/8% Convertible Subordinated Debentures were converted to 1,048,764 shares of common stock pursuant to separate conversion agreements which provided for payment of an aggregate of \$0.3 million to induce conversion. On November 4, 2009, the Company issued a notice of redemption to the remaining holders of the \$8.775 million outstanding 4 1/8% Convertible Subordinated Debentures. As permitted by the Indenture, holders of all except \$1,000 in principal amount of the remaining Debentures converted their Debentures to 437,347 shares of common stock prior to the redemption date of December 3, 2009. As a result of the exchange agreements and conversions, the Company recognized a loss on the early retirement of debt of \$5.5 million in Fiscal 2010, reflected on the Consolidated Statements of Operations. After the exchanges and conversions there was zero aggregate principal amount of Debentures outstanding.

Deferred financing costs of \$2.9 million relating to the issuance were initially capitalized and being amortized over seven years. As a result of adoption of the FASB's Debt with Conversion and Other Options Sub-Topic of the Codification, \$0.7 million was reclassified from deferred note expense to additional paid-in capital. Due to the exchanges and conversions, deferred financing costs of \$0.3 million were written off and included in loss on early retirement of debt in the Consolidated Statements of Operations for Fiscal 2010.



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Notes to Consolidated Financial Statements

**Note 7****Commitments Under Long-Term Leases*****Operating Leases***

The Company leases its office space and all of its retail store locations and transportation equipment under various noncancelable operating leases. The leases have varying terms and expire at various dates through 2024. The store leases typically have initial terms of between 5 and 10 years. Generally, most of the leases require the Company to pay taxes, insurance, maintenance costs and contingent rentals based on sales. Approximately 4% of the Company's leases contain renewal options.

Rental expense under operating leases of continuing operations was:

<b>In thousands</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Minimum rentals	<b>\$ 167,558</b>	\$ 159,553	\$ 156,241
Contingent rentals	<b>5,827</b>	4,780	3,722
Sublease rentals	<b>(642)</b>	(652)	(763)
<b>Total Rental Expense</b>	<b>\$ 172,743</b>	\$ 163,681	\$ 159,200

Minimum rental commitments payable in future years are:

<b>Fiscal Years</b>	<b>In Thousands</b>
2012	\$ 170,971
2013	156,694
2014	143,476
2015	127,709
2016	107,772
Later years	207,262
<b>Total Minimum Rental Commitments</b>	<b>\$ 913,884</b>

For leases that contain predetermined fixed escalations of the minimum rentals, the related rental expense is recognized on a straight-line basis and the cumulative expense recognized on the straight-line basis in excess of the cumulative payments is included in deferred rent and other long-term liabilities on the Consolidated Balance Sheets. The Company occasionally receives reimbursements from landlords to be used towards construction of the store the Company intends to lease. Leasehold improvements are recorded at their gross costs including items reimbursed by landlords. The reimbursements are amortized as a reduction of rent expense over the initial lease term. Tenant allowances of \$18.4 million and \$22.1 million for Fiscal 2011 and 2010, respectively, and deferred rent of \$33.0 million and \$31.1 million for Fiscal 2011 and 2010, respectively, are included in deferred rent and other long-term liabilities on the Consolidated Balance Sheets.

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**Note 8****Equity*****Non-Redeemable Preferred Stock***

Class	(In order of preference)*	Shares Authorized	Number of Shares			Amounts in Thousands			Common	No. of Votes
			2011	2010	2009	2011	2010	2009	Convertible Ratio	
Subordinated Serial Preferred (Cumulative)										
Aggregate		3,000,000**							N/A	N/A
\$2.30 Series 1		64,368	<b>33,497</b>	33,497	33,538	<b>\$ 1,340</b>	\$ 1,340	\$ 1,342	.83	1
\$4.75 Series 3		40,449	<b>12,163</b>	12,326	12,326	<b>1,216</b>	1,233	1,233	2.11	2
\$4.75 Series 4		53,764	<b>3,579</b>	3,579	3,579	<b>358</b>	358	358	1.52	1
Series 6		800,000	<b>-0-</b>	-0-	-0-	<b>-0-</b>	-0-	-0-		100
\$1.50 Subordinated Cumulative Preferred		5,000,000	<b>30,067</b>	30,067	30,017	<b>902</b>	902	900		1
			<b>79,306</b>	79,469	79,460	<b>3,816</b>	3,833	3,833		
Employees Subordinated Convertible Preferred		5,000,000	<b>49,192</b>	50,350	50,079	<b>1,476</b>	1,510	1,502	1.00***	1
Stated Value of Issued Shares						<b>5,292</b>	5,343	5,335		
Employees Preferred Stock Purchase Accounts						<b>(109)</b>	(123)	(132)		
<b>Total Non-Redeemable Preferred Stock</b>						<b>\$ 5,183</b>	\$ 5,220	\$ 5,203		

\* In order of preference for liquidation and dividends.

\*\* The Company's charter permits the board of directors to issue Subordinated Serial Preferred Stock in as many series, each with as many shares and such rights and preferences as the board may designate.

\*\*\* Also convertible into one share of \$1.50 Subordinated Cumulative Preferred Stock.

***Preferred Stock Transactions***

In thousands	Non-Redeemable Preferred Stock	Non-Redeemable Employees Preferred Stock	Employees Preferred Stock Purchase Accounts	Total Non-Redeemable Preferred Stock
Balance February 2, 2008	\$ 3,837	\$ 1,645	\$ (144)	\$ 5,338

Other	(4)	(143)	12	(135)
Balance January 31, 2009	3,833	1,502	(132)	5,203
Other	-0-	8	9	17
Balance January 30, 2010	3,833	1,510	(123)	5,220
Other	(17)	(34)	14	(37)
<b>Balance January 29, 2011</b>	<b>\$ 3,816</b>	<b>\$ 1,476</b>	<b>\$ (109)</b>	<b>\$ 5,183</b>

***Subordinated Serial Preferred Stock (Cumulative):***

Stated and redemption values for Series 1 are \$40 per share and for Series 3 and 4 are each \$100 per share plus accumulated dividends; liquidation value for Series 1 is \$40 per share plus accumulated dividends and for Series 3 and 4 is \$100 per share plus accumulated dividends.

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Notes to Consolidated Financial Statements

**Note 8****Equity, Continued**

The Company's shareholders' rights plan grants to common shareholders the right to purchase, at a specified exercise price, a fraction of a share of subordinated serial preferred stock, Series 6, in the event of an acquisition of, or an announced tender offer for, 15% or more of the Company's outstanding common stock. Upon any such event, each right also entitles the holder (other than the person making such acquisition or tender offer) to purchase, at the exercise price, shares of common stock having a market value of twice the exercise price. In the event the Company is acquired in a transaction in which the Company is not the surviving corporation, each right would entitle its holder to purchase, at the exercise price, shares of the acquiring company having a market value of twice the exercise price. The rights expire in March 2020, are redeemable under certain circumstances for \$.01 per right and are subject to exchange for one share of common stock or an equivalent amount of preferred stock at any time after the event which makes the rights exercisable and before a majority of the Company's common stock is acquired.

***\$1.50 Subordinated Cumulative Preferred Stock:***

Stated and liquidation values and redemption price are 88 times the average quarterly per share dividend paid on common stock for the previous eight quarters (if any), but in no event less than \$30 per share plus accumulated dividends.

***Employees' Subordinated Convertible Preferred Stock:***

Stated and liquidation values are 88 times the average quarterly per share dividend paid on common stock for the previous eight quarters (if any), but in no event less than \$30 per share.

***Common Stock:***

Common stock-\$1 par value. Authorized: 80,000,000 shares; issued: January 29, 2011 24,162,634 shares; January 30, 2010 24,562,693 shares. There were 488,464 shares held in treasury at January 29, 2011 and January 30, 2010. Each outstanding share is entitled to one vote. At January 29, 2011, common shares were reserved as follows: 108,134 shares for conversion of preferred stock; 696,981 shares for the 1996 Stock Incentive Plan; 180,149 shares for the 2005 Stock Incentive Plan; 136,641 shares for the 2009 Stock Incentive Plan; and 318,618 shares for the Genesco Employee Stock Purchase Plan.

For the year ended January 29, 2011, 118,450 shares of common stock were issued for the exercise of stock options at an average weighted market price of \$18.77, for a total of \$2.2 million; 404,995 shares of common stock were issued as restricted shares as part of the 2009 Equity Incentive Plan; 4,230 shares of common stock were issued for the purchase of shares under the Employee Stock Purchase Plan at an average weighted market price of \$28.39, for a total of \$0.1 million; 17,838 shares were issued to directors for no consideration; 81,731 shares were withheld for taxes on restricted stock vested in Fiscal 2011; 1,575 shares of restricted stock were forfeited in Fiscal 2011; and 1,501 shares were issued in miscellaneous conversions of Series 3 and Employees' Subordinated Convertible Preferred Stock. The 118,450 options exercised were all fixed stock options (see Note 12). In addition, the Company repurchased and retired 863,767 shares of common stock at an average weighted market price of \$28.74 for a total of \$24.8 million.

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Notes to Consolidated Financial Statements

**Note 8****Equity, Continued**

For the year ended January 30, 2010, 28,500 shares of common stock were issued for the exercise of stock options at an average weighted market price of \$14.04, for a total of \$0.4 million; 383,745 shares of common stock were issued as restricted shares as part of the 2009 Equity Incentive Plan; 4,350 shares of common stock were issued for the purchase of shares under the Employee Stock Purchase Plan at an average weighted market price of \$22.87, for a total of \$0.1 million; 21,204 shares were issued to directors for no consideration; 65,299 shares were withheld for taxes on restricted stock vested in Fiscal 2010; 11,951 shares of restricted stock were forfeited in Fiscal 2010; 4,552,824 shares of common stock were issued in conversions of the Debentures; and 2,341 shares were issued in miscellaneous conversions of Series 1 and Employees Subordinated Convertible Preferred Stock. The 28,500 options exercised were all fixed stock options (see Note 12). In addition, the Company repurchased and retired 85,000 shares of common stock at an average weighted market price of \$23.84 for a total of \$2.0 million.

For the year ended January 31, 2009, 82,868 shares of common stock were issued for the exercise of stock options at an average weighted market price of \$17.35, for a total of \$1.4 million; 397,273 shares of common stock were issued as restricted shares as part of the 2005 Equity Incentive Plan; 1,711 shares of common stock were issued for the purchase of shares under the Employee Stock Purchase Plan at an average weighted market price of \$31.81, for a total of \$0.1 million; 18,792 shares were issued to directors for no consideration; 52,969 shares were withheld for taxes on restricted stock vested in Fiscal 2009; 5,189 shares of restricted stock were forfeited in Fiscal 2009; and 4,752 shares were issued in miscellaneous conversions of Series 1 and Employees Subordinated Convertible Preferred Stock. The 82,868 options exercised were all fixed stock options (see Note 12). In addition, the Company repurchased and retired 4,000,000 shares of common stock at an average weighted market price of \$22.73 for a total of \$90.9 million.

***Restrictions on Dividends and Redemptions of Capital Stock:***

The Company's charter provides that no dividends may be paid and no shares of capital stock acquired for value if there are dividend or redemption arrearages on any senior or equally ranked stock. Exchanges of subordinated serial preferred stock for common stock or other stock junior to such exchanged stock are permitted.

The Company's Credit Facility prohibits the payment of dividends and other restricted payments unless as of the date of the making of any Restricted Payment or consummation of any Acquisition, (a) no Default or Event of Default exists or would arise after giving effect to such Restricted Payment or Acquisition, and (b) either (i) the Borrowers have pro forma projected Excess Availability for the following six month period equal to or greater than 50% of the Loan Cap, after giving pro forma effect to such Restricted Payment or Acquisition, or (ii) (A) the Borrowers have pro forma projected Excess Availability for the following six month period of less than 50% of the Loan Cap but equal to or greater than 20% of the Loan Cap, after giving pro forma effect to the Restricted Payment or Acquisition, and (B) the Fixed Charge Coverage Ratio, on a pro-forma basis for the twelve months preceding such Restricted Payment or Acquisition, will be equal to or greater than 1.0:1.0 and (c) after giving effect to such Restricted Payment or Acquisition, the Borrowers are Solvent.

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Notes to Consolidated Financial Statements

**Note 8****Equity, Continued**

Dividends declared for Fiscal 2011 for the Company's Subordinated Serial Preferred Stock, \$2.30 Series 1, \$4.75 Series 3 and \$4.75 Series 4, and the Company's \$1.50 Subordinated Cumulative Preferred Stock were \$197,000 in the aggregate.

***Changes in the Shares of the Company's Capital Stock***

	<b>Common Stock</b>	<b>Non- Redeemable Preferred Stock</b>	<b>Employees Preferred Stock</b>
Issued at February 2, 2008	23,284,741	79,580	54,825
Exercise of options	82,868	-0-	-0-
Issue restricted stock	397,273	-0-	-0-
Issue shares Employee Stock Purchase Plan	1,711	-0-	-0-
Shares repurchased	(4,000,000)	-0-	-0-
Other	(34,614)	(120)	(4,746)
Issued at January 31, 2009	19,731,979	79,460	50,079
Exercise of options	28,500	-0-	-0-
Issue restricted stock	404,949	-0-	-0-
Issue shares Employee Stock Purchase Plan	4,350	-0-	-0-
Conversion of 4 1/8% Debentures	4,552,824	-0-	-0-
Shares repurchased	(85,000)	-0-	-0-
Other	(74,909)	9	271
Issued at January 30, 2010	24,562,693	79,469	50,350
Exercise of options	118,450	-0-	-0-
Issue restricted stock	422,833	-0-	-0-
Issue shares Employee Stock Purchase Plan	4,230	-0-	-0-
Shares repurchased	(863,767)	-0-	-0-
Other	(81,805)	(163)	(1,158)

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Notes to Consolidated Financial Statements

**Note 9****Income Taxes**

Income tax expense from continuing operations is comprised of the following:

<b>In thousands</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Current			
U.S. federal	<b>\$ 35,103</b>	\$ 14,261	\$ 73,781
Foreign	<b>1,474</b>	1,680	1,837
State	<b>5,703</b>	1,781	12,228
Total Current Income Tax Expense	<b>42,280</b>	17,722	87,846
Deferred			
U.S. federal	<b>(8,165)</b>	4,943	5,429
Foreign	<b>-0-</b>	-0-	324
State	<b>(3,701)</b>	(1,263)	896
Total Deferred Income Tax (Benefit) Expense	<b>(11,866)</b>	3,680	6,649
<b>Total Income Tax Expense - Continuing Operations</b>	<b>\$ 30,414</b>	\$ 21,402	\$ 94,495

Discontinued operations were recorded net of income tax benefit of approximately (\$0.9) million, (\$0.2) million and (\$3.5) million in Fiscal 2011, 2010 and 2009, respectively.

As a result of the exercise of stock options and vesting of restricted stock during Fiscal 2011, 2010 and 2009, the Company realized an additional income tax benefit (expense) of approximately \$1.3 million, (\$0.7) million and (\$0.6) million, respectively. These tax benefits (expenses) are reflected as an adjustment to additional paid-in capital.

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Notes to Consolidated Financial Statements

**Note 9****Income Taxes, Continued**

Deferred tax assets and liabilities are comprised of the following:

<b>In thousands</b>	<b>January 29, 2011</b>	January 30, 2010
Identified intangibles	\$ (20,392)	\$ (20,011)
Prepays	(2,814)	(2,386)
Convertible bonds	(3,001)	(3,011)
Total deferred tax liabilities	<b>(26,207)</b>	(25,408)
Options	<b>1,999</b>	2,027
Deferred rent	<b>8,961</b>	10,050
Pensions	<b>4,701</b>	6,434
Expense accruals	<b>4,738</b>	6,606
Uniform capitalization costs	<b>9,204</b>	6,804
Book over tax depreciation	<b>12,629</b>	5,444
Provisions for discontinued operations and restructurings	<b>6,215</b>	6,594
Inventory valuation	<b>3,232</b>	3,471
Tax net operating loss and credit carryforwards	<b>1,581</b>	752
Allowances for bad debts and notes	<b>894</b>	592
Deferred compensation and restricted stock	<b>5,047</b>	3,580
Other	<b>5,172</b>	3,913
Deferred tax assets	<b>64,373</b>	56,267
<b>Net Deferred Tax Assets</b>	<b>\$ 38,166</b>	\$ 30,859

The deferred tax balances have been classified in the Consolidated Balance Sheets as follows:

	<b>2011</b>	2010
Net current asset	<b>\$ 19,130</b>	\$ 17,314
Net non-current asset	<b>19,036</b>	13,545
<b>Net Deferred Tax Assets</b>	<b>\$ 38,166</b>	\$ 30,859



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Notes to Consolidated Financial Statements

**Note 9****Income Taxes, Continued**

Reconciliation of the United States federal statutory rate to the Company's effective tax rate from continuing operations is as follows:

	<b>2011</b>	2010	2009
U. S. federal statutory rate of tax	<b>35.00%</b>	35.00%	35.00%
State taxes (net of federal tax benefit)	<b>2.59</b>	1.05	3.47
Transaction costs			(3.68)
Bond costs		4.7	
Permanent items	<b>(.83)</b>	.75	3.28
Other	<b>(.96)</b>	.89	(.37)
<b>Effective Tax Rate</b>	<b>35.80%</b>	42.39%	37.70%

The provision for income taxes resulted in an effective tax rate for continuing operations of 35.8% for Fiscal 2011, compared with an effective tax rate of 42.4% for Fiscal 2010. The decrease in the effective tax rate for Fiscal 2011 was primarily attributable to the net reduction of the Company's liability for uncertain tax positions of \$1.3 million this year, as well as the non-deductibility in Fiscal 2010 of certain items incurred in connection with the inducement of conversion of the Debentures for common stock.

As of January 29, 2011, the Company had a federal net operating loss carryforward, which was assumed in one of the current year acquisitions, of \$1.8 million which expires in fiscal years 2025 through 2030.

As of January 29, 2011, January 30, 2010 and January 31, 2009, the Company had state net operating loss carryforwards of \$0.4 million, \$0.4 million and \$0, respectively, which expire in fiscal years 2016 through 2031.

As of January 29, 2011, January 30, 2010 and January 31, 2009, the Company had state tax credits of \$0.5 million, \$0.1 million and \$0.1 million, respectively. These credits expire in fiscal years 2014 through 2019.

As of January 29, 2011, January 30, 2010 and January 31, 2009, the Company had foreign tax credits of \$0.3 million, \$0.4 million and \$0.1 million, respectively. These credits will expire in fiscal year 2021.

Management believes a valuation allowance is not necessary because it is more likely than not that the Company will ultimately utilize the credits and other deferred tax assets based on existing carryback ability and expectations as to future taxable income in the jurisdictions in which it operates.

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Notes to Consolidated Financial Statements

**Note 9****Income Taxes, Continued**

As of January 29, 2011, the Company has not provided for withholding or United States federal income taxes on approximately \$8.4 million of accumulated undistributed earnings of its foreign Canadian subsidiary as they are considered by management to be permanently reinvested. If these undistributed earnings were not considered to be permanently reinvested, approximately \$1.3 million deferred income taxes would have been provided.

The methodology in the Income Tax Topic of the Codification prescribes that a company should use a more-likely-than-not recognition threshold based on the technical merits of the tax position taken. Tax positions that meet the more-likely-than-not recognition threshold should be measured in order to determine the tax benefit to be recognized in the financial statements.

The following is a tabular reconciliation of the total amounts of unrecognized tax benefits for Fiscal 2011, 2010 and 2009.

<b>In thousands</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Unrecognized Tax Benefit Beginning of Period	<b>\$ 17,004</b>	\$ 13,456	\$ 4,899
Gross Increases (Decreases) Tax Positions in a Prior Period	<b>(517)</b>	4,306	(214)
Gross Increases Tax Positions in a Current Period	<b>473</b>	327	10,229
Settlements	<b>(2,605)</b>	(445)	(1,184)
Lapse of Statutes of Limitations	<b>(188)</b>	(640)	(274)
<b>Unrecognized Tax Benefit End of Period</b>	<b>\$ 14,167</b>	\$ 17,004	\$ 13,456

Unrecognized tax benefits were approximately \$14.2 million, \$17.0 million and \$13.5 million as of January 29, 2011, January 30, 2010 and January 31, 2009, respectively. The amount of unrecognized tax benefits as of January 29, 2011, January 30, 2010 and January 31, 2009 which would impact the annual effective rate if recognized were \$13.1 million, \$13.9 million and \$13.5 million, respectively. The amount of unrecognized tax benefits may change during the next twelve months, but the Company does not believe the change, if any, will be material to the Company's consolidated financial position or results of operations.

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Notes to Consolidated Financial Statements

**Note 9**

**Income Taxes, Continued**

The Company recognizes interest expense and penalties related to the above unrecognized tax benefits within income tax expense on the Consolidated Statements of Operations. Related to the uncertain tax benefits noted above, the Company recorded interest and penalties of approximately (\$0.5) million and (\$0.2) million, respectively, during Fiscal 2011, \$0.8 million and (\$0.1) million, respectively, during Fiscal 2010 and \$0.2 million and (\$0.3) million, respectively, during Fiscal 2009. The Company recognized a liability for accrued interest and penalties of \$1.8 million and \$0.2 million, respectively, as of January 29, 2011 and \$2.3 million and \$0.4 million, respectively, as of January 30, 2010, included in deferred rent and other long-term liabilities on the Consolidated Balance Sheets.

Income tax reserves are determined using the methodology required by the Income Tax Topic of the Codification.

The Company and its subsidiaries file income tax returns in federal and in many state and local jurisdictions as well as foreign jurisdictions. Primarily as a result of filing amended tax returns, which were generated by the closing of the Internal Revenue Service ( IRS ) examination during Fiscal 2011, the Company is still open to state and local audits dating back to fiscal year ended January 2006. In addition, the Company has subsidiaries in various foreign jurisdictions that have statutes of limitation generally ranging from three to six years.

The IRS completed an examination of tax years for Fiscal 2006, 2007, 2008 and 2009 in September 2010.

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Notes to Consolidated Financial Statements

**Note 10**

**Defined Benefit Pension Plans and Other Postretirement Benefit Plans**

**Defined Benefit Pension Plans**

The Company sponsored a non-contributory, defined benefit pension plan. As of January 1, 1996, the Company amended the plan to change the pension benefit formula to a cash balance formula from the then existing benefit calculation based upon years of service and final average pay. The benefits accrued under the old formula were frozen as of December 31, 1995. Upon retirement, the participant will receive this accrued benefit payable as an annuity. In addition, the participant will receive as a lump sum (or annuity if desired) the amount credited to the participant's cash balance account under the new formula. Effective January 1, 2005, the Company froze the defined benefit cash balance plan which prevents any new entrants into the plan as of that date as well as affects the amounts credited to the participants' accounts as discussed below.

Under the cash balance formula, beginning January 1, 1996, the Company credited each participant's account annually with an amount equal to 4% of the participant's compensation plus 4% of the participant's compensation in excess of the Social Security taxable wage base. Beginning December 31, 1996 and annually thereafter, the account balance of each active participant was credited with 7% interest calculated on the sum of the balance as of the beginning of the plan year and 50% of the amounts credited to the account, other than interest, for the plan year. The account balance of each participant who was inactive would be credited with interest at the lesser of 7% or the 30 year Treasury rate. Under the frozen plan, each participant's cash balance plan account will be credited annually only with interest at the 30 year Treasury rate, not to exceed 7%, until the participant retires. The amount credited each year will be based on the rate at the end of the prior year.

**Other Postretirement Benefit Plans**

The Company provides health care benefits for early retirees and life insurance benefits for certain retirees not covered by collective bargaining agreements. Under the health care plan, early retirees are eligible for benefits until age 65. Employees who meet certain requirements are eligible for life insurance benefits upon retirement. The Company accrues such benefits during the period in which the employee renders service.

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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued*****Obligations and Funded Status*****Change in Benefit Obligation**

<b>In thousands</b>	<b>Pension Benefits</b>		<b>Other Benefits</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Benefit obligation at beginning of year	\$ <b>109,771</b>	\$ 99,436	\$ <b>3,226</b>	\$ 3,078
Service cost	<b>250</b>	250	<b>144</b>	120
Interest cost	<b>5,897</b>	6,562	<b>170</b>	170
Plan participants contributions	<b>-0-</b>	-0-	<b>110</b>	99
Benefits paid	<b>(8,723)</b>	(9,319)	<b>(445)</b>	(267)
Actuarial loss	<b>3,598</b>	12,842	<b>275</b>	26
<b>Benefit Obligation at End of Year</b>	<b>\$ 110,793</b>	\$ 109,771	<b>\$ 3,480</b>	\$ 3,226

**Change in Plan Assets**

<b>In thousands</b>	<b>Pension Benefits</b>		<b>Other Benefits</b>	
	<b>2011</b>	<b>2010</b>	<b>2011</b>	<b>2010</b>
Fair value of plan assets at beginning of year	\$ <b>89,369</b>	\$ 73,468	\$ <b>-0-</b>	\$ -0-
Actual gain on plan assets	<b>14,041</b>	21,220	<b>-0-</b>	-0-
Employer contributions	<b>4,200</b>	4,000	<b>335</b>	168
Plan participants contributions	<b>-0-</b>	-0-	<b>110</b>	99
Benefits paid	<b>(8,723)</b>	(9,319)	<b>(445)</b>	(267)
<b>Fair Value of Plan Assets at End of Year</b>	<b>98,887</b>	\$ 89,369	<b>-0-</b>	\$ -0-
<b>Funded Status at End of Year</b>	<b>\$ (11,906)</b>	\$ (20,402)	<b>\$ (3,480)</b>	\$ (3,226)

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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued**

Amounts recognized in the Consolidated Balance Sheets consist of:

<b>In thousands</b>	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Noncurrent assets	\$ -0-	\$ -0-	\$ -0-	\$ -0-
Current liabilities	-0-	-0-	(315)	(278)
Noncurrent liabilities	(11,906)	(20,402)	(3,165)	(2,948)
<b>Net Amount Recognized</b>	<b>\$ (11,906)</b>	<b>\$ (20,402)</b>	<b>\$ (3,480)</b>	<b>\$ (3,226)</b>

Amounts recognized in accumulated other comprehensive income consist of:

<b>In thousands</b>	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Prior service cost	\$ 8	\$ 12	\$ -0-	\$ -0-
Net loss	41,129	47,718	257	41
<b>Total Recognized in Accumulated Other Comprehensive Loss</b>	<b>\$ 41,137</b>	<b>\$ 47,730</b>	<b>\$ 257</b>	<b>\$ 41</b>

<b>In thousands</b>	January 29, 2011	January 30, 2010
Pension Benefits		
Projected benefit obligation	\$ 110,793	\$ 109,771
Accumulated benefit obligation	110,793	109,771
Fair value of plan assets	98,887	89,369

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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued*****Components of Net Periodic Benefit Cost*****Net Periodic Benefit Cost**

<b>In thousands</b>	<b>2011</b>	<b>Pension Benefits</b>		<b>2011</b>	<b>Other Benefits</b>	
		<b>2010</b>	<b>2009</b>		<b>2010</b>	<b>2009</b>
Service cost	\$ 250	\$ 250	\$ 250	\$ 144	\$ 120	\$ 134
Interest cost	5,897	6,562	6,318	170	170	163
Expected return on plan assets	(8,089)	(8,354)	(8,569)	-0-	-0-	-0-
Amortization:						
Prior service cost	4	4	4	-0-	-0-	-0-
Losses	4,235	1,751	3,361	59	50	80
Net amortization	4,239	1,755	3,365	59	50	80
<b>Net Periodic Benefit Cost</b>	<b>\$ 2,297</b>	<b>\$ 213</b>	<b>\$ 1,364</b>	<b>\$ 373</b>	<b>\$ 340</b>	<b>\$ 377</b>

***Reconciliation of Accumulated Other Comprehensive Income***

<b>In thousands</b>	<b>Pension Benefits 2011</b>	<b>Other Benefits 2011</b>
Net gain	\$ (2,354)	\$ (59)
Amortization of prior service cost	(4)	-0-
Amortization of net actuarial (loss) gain	(4,235)	276
<b>Total Recognized in Other Comprehensive Income</b>	<b>\$ (6,593)</b>	<b>\$ 217</b>
<b>Total Recognized in Net Periodic Benefit Cost and Other Comprehensive Income</b>	<b>\$ (4,296)</b>	<b>\$ 590</b>

The estimated net loss and prior service cost for the defined benefit pension plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are \$5.0 million and \$4,000, respectively. The estimated net loss for the other postretirement benefit plans that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is \$0.1 million.

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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued*****Weighted-average assumptions used to determine benefit obligations***

	Pension Benefits		Other Benefits	
	2011	2010	2011	2010
Discount rate	<b>5.25%</b>	5.625%	<b>5.25%</b>	5.50%
Rate of compensation increase	<b>NA</b>	NA		

For Fiscal 2011 and 2010, the discount rate was based on a yield curve of high quality corporate bonds with cash flows matching the Company's plans' expected benefit payments.

***Weighted-average assumptions used to determine net periodic benefit costs***

	Pension Benefits			Other Benefits		
	2011	2010	2009	2011	2010	2009
Discount rate	<b>5.625%</b>	6.875%	5.875%	<b>5.50%</b>	6.375%	5.875%
Expected long-term rate of return on plan assets	<b>8.25%</b>	8.25%	8.25%			
Rate of compensation increase	<b>NA</b>	NA	NA			

The weighted average discount rate used to measure the benefit obligation for the pension plan decreased from 5.625% to 5.25% from Fiscal 2010 to Fiscal 2011. The decrease in the rate increased the accumulated benefit obligation by \$4.1 million and increased the projected benefit obligation by \$4.1 million. The weighted average discount rate used to measure the benefit obligation for the pension plan decreased from 6.875% to 5.625% from Fiscal 2009 to Fiscal 2010. The decrease in the rate increased the accumulated benefit obligation by \$12.3 million and increased the projected benefit obligation by \$12.3 million.

To develop the expected long-term rate of return on assets assumption, the Company considered historical asset returns, the current asset allocation and future expectations. Considering this information, the Company selected an 8.25% long-term rate of return on assets assumption.

***Assumed health care cost trend rates***

	2011	2010
Health care cost trend rate assumed for next year	<b>8%</b>	10%
Rate to which the cost trend rate is assumed to decline (the ultimate trend rate)	<b>5%</b>	5%
Year that the rate reaches the ultimate trend rate	<b>2017</b>	2020



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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued**

The effect on disclosed information of one percentage point change in the assumed health care cost trend rate for each future year is shown below.

<b>(In thousands)</b>	1% Increase in Rates	1% Decrease in Rates
Aggregated service and interest cost	\$ 50	\$ 41
Accumulated postretirement benefit obligation	\$ 397	\$ 333

**Plan Assets**

The Company's pension plan weighted average asset allocations as of January 29, 2011 and January 30, 2010, by asset category are as follows:

<b>Asset Category</b>	Plan Assets	
	<b>January 29, 2011</b>	January 30, 2010
Equity securities	<b>66%</b>	63%
Debt securities	<b>33%</b>	36%
Other	<b>1%</b>	1%
Total	<b>100%</b>	100%

The investment strategy of the trust is to ensure over the long-term an asset pool, that when combined with company contributions, will support benefit obligations to participants, retirees and beneficiaries. Investment management responsibilities of plan assets are delegated to outside investment advisers and overseen by an Investment Committee comprised of members of the Company's senior management that is appointed by the Board of Directors. The Company has an investment policy that provides direction on the implementation of this strategy.

The investment policy establishes a target allocation for each asset class and investment manager. The actual asset allocation versus the established target is reviewed at least quarterly and is maintained within a +/- 5% range of the target asset allocation. Target allocations are 50% domestic equity, 13% international equity, 35% fixed income and 2% cash investments.

All investments are made solely in the interest of the participants and beneficiaries for the exclusive purposes of providing benefits to such participants and their beneficiaries and defraying the expenses related to administering the Trust as determined by the Investment Committee. All assets shall be properly diversified to reduce the potential of a single security or single sector of securities having a disproportionate impact on the portfolio.

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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued**

The Committee utilizes an outside investment consultant and a team of investment managers to implement its various investment strategies. Performance of the managers is reviewed quarterly and the investment objectives are consistently evaluated.

At January 29, 2011 and January 30, 2010, there were no Company related assets in the plan.

Generally, quoted market prices are used to value pension plan assets. Equities, some fixed income securities, publicly traded investment funds and U.S. government obligations are valued at the closing price reported on the active market on which the individual security is traded.

The following table presents the pension plan assets by level within the fair value hierarchy as of January 29, 2011.

<b>(In thousands)</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Equity Securities:				
Common Stocks	\$ 12,556			\$ 12,556
Europacific Growth Fund	13,272			13,272
Davis New York Venture Fund	12,804			12,804
Harbor Capital Appreciation Fund	12,766			12,766
Harbor Small Cap Growth Fund	7,234			7,234
Veracity Small Cap Value Fund	7,129			7,129
Debt Securities:				
Pimco Long Duration				
Total Return Fund	24,048			24,048
Pimco Total Return Fund	8,189			8,189
Other:				
Cash Equivalents	905			905
Other (includes receivables and payables)	(16)			(16)
<b>Total Pension Plan Assets</b>	<b>\$ 98,887</b>			<b>\$ 98,887</b>

**Cash Flows****Return of Assets**

There was no return of assets from the plan to the Company in Fiscal year 2011 and no plan assets are projected to be returned to the Company in Fiscal 2012.

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Notes to Consolidated Financial Statements

**Note 10****Defined Benefit Pension Plans and Other Postretirement Benefit Plans, Continued****Contributions**

There was no ERISA cash requirement for the plan in 2010 and none is projected to be required in 2011. The Company is currently reviewing its cash contribution policy. The Company made a \$0.3 million contribution in February 2011.

**Estimated Future Benefit Payments**

Expected benefit payments from the trust, including future service and pay, are as follows:

	Pension Benefits (\$ in millions)	Other benefits (\$ in millions)
Estimated future payments		
2011	\$ 8.6	\$ 0.3
2012	8.4	0.3
2013	8.4	0.3
2014	8.4	0.2
2015	8.2	0.2
2016 - 2020	39.2	1.2

**Section 401(k) Savings Plan**

The Company has a Section 401(k) Savings Plan available to employees who have completed one full year of service and are age 21 or older.

Concurrent with the January 1, 1996 amendment to the pension plan (discussed previously), the Company amended the 401(k) savings plan to make matching contributions equal to 50% of each employee's contribution of up to 5% of salary. Concurrent with freezing the defined benefit pension plan effective January 1, 2005, the Company amended the 401(k) savings plan to change the formula for matching contributions. Since January 1, 2005, the Company has matched 100% of each employee's contribution of up to 3% of salary and 50% of the next 2% of salary. In addition, for those employees hired before December 31, 2004, who were eligible for the Company's cash balance retirement plan before it was frozen, the Company annually makes an additional contribution of 2 1/2% of salary to each employee's account. In calendar 2005 and future years, participants are immediately vested in their contributions and the Company's matching contribution plus actual earnings thereon. The contribution expense to the Company for the matching program was approximately \$3.8 million for Fiscal 2011, \$3.2 million for Fiscal 2010 and \$3.1 million for Fiscal 2009.

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Notes to Consolidated Financial Statements

**Note 11****Earnings Per Share**

(In thousands, except per share amounts)	For the Year Ended January 29, 2011			For the Year Ended January 30, 2010			For the Year Ended January 31, 2009		
	Income (Numerator)	Shares (Denominator)	Per-Share Amount	Income (Numerator)	Shares (Denominator)	Per-Share Amount	Income (Numerator)	Shares (Denominator)	Per-Share Amount
Earnings from continuing operations	\$ 54,547			\$ 29,086			\$ 156,219		
Less: Preferred stock dividends	(197)			(198)			(198)		
<b>Basic EPS</b>									
Income available to common shareholders	54,350	23,209	\$ 2.34	28,888	21,471	\$ 1.35	156,021	19,235	\$ 8.11
<b>Effect of Dilutive Securities</b>									
Options and restricted stock		431			210			267	
Convertible preferred stock <sup>(1)</sup>	58	26		-0-	-0-		153	59	
4 1/8% Convertible Subordinated Debentures <sup>(2)</sup>	-0-	-0-		1,911	1,768		4,393	4,298	
Employees preferred stock <sup>(3)</sup>		50			51			52	
<b>Diluted EPS</b>									
Income available to common shareholders plus assumed conversions	\$54,408	23,716	\$ 2.29	\$ 30,799	23,500	\$ 1.31	\$ 160,567	23,911	\$ 6.72

- (1) The amount of the dividend on Series 3 convertible preferred stock per common share obtainable on conversion of the convertible preferred stock was less than basic earnings for Fiscal 2011. Therefore, conversion of Series 3 preferred shares were included in diluted earnings per share for Fiscal 2011. The amount of the dividend on Series 1 and Series 4 convertible preferred stock per common share obtainable on conversion of the preferred stock was higher than basic earnings for Fiscal 2011. Therefore, conversion of Series 1 and Series 4 preferred shares were not reflected in diluted earnings per share for Fiscal 2011 because it would have been antidilutive. The amount of the dividend on the convertible preferred stock per common share obtainable on conversion of the convertible preferred stock is higher than basic earnings per share for Series 1, Series 3 and Series 4 for Fiscal 2010. Therefore, conversion of Series 1, Series 3 and Series 4 convertible preferred stock is not reflected in diluted earnings per share for Fiscal 2010, because it would have been antidilutive. The amount of the dividend on Series 1, Series 3 and Series 4 convertible preferred stock per common share obtainable on conversion of the convertible preferred stock was less than basic earnings per share for Fiscal 2009. Therefore, conversion of Series 1, Series 3 and Series 4 preferred shares were included in diluted earnings per share for Fiscal 2009. The

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shares convertible to common stock for Series 1, 3 and 4 preferred stock would have been 27,913 and 25,606 and 5,423, respectively, as of January 29, 2011.

- (2) The Company converted the 4 1/8% Convertible Subordinated Debentures to common stock during Fiscal 2010, therefore the convertible debentures are not reflected in diluted earnings per share for Fiscal 2011.
- (3) The Company's Employees Subordinated Convertible Preferred Stock is convertible one for one to the Company's common stock. Because there are no dividends paid on this stock, these shares are assumed to be converted.

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Notes to Consolidated Financial Statements

**Note 11**

**Earnings Per Share, Continued**

Options to purchase 12,000 shares of common stock at \$32.65 per share, 71,428 shares of common stock at \$36.40 per share, 1,945 shares of common stock at \$40.05 per share, 103,474 shares of common stock at \$38.14 per share, 951 shares of common stock at \$37.41 per share and 2,351 shares of common stock at \$42.82 per share were outstanding at the end of Fiscal 2011 but were not included in the computation of diluted earnings per share because the options exercise prices were greater than the average market price of the common shares.

Options to purchase 12,000 shares of common stock at \$32.65 per share, 12,000 shares of common stock at \$23.97 per share, 60,752 shares of common stock at \$23.54 per share, 325,982 shares of common stock at \$24.90 per share, 71,428 shares of common stock at \$36.40 per share, 1,945 shares of common stock at \$40.05 per share, 103,474 shares of common stock at \$38.14 per share, 951 shares of common stock at \$37.41 per share and 2,351 shares of common stock at \$42.82 per share were outstanding at the end of Fiscal 2010 but were not included in the computation of diluted earnings per share because the options exercise prices were greater than the average market price of the common shares.

Options to purchase 16,000 shares of common stock at \$32.65 per share, 334,250 shares of common stock at \$24.90 per share, 74,823 shares of common stock at \$36.40 per share, 1,945 shares of common stock at \$40.05 per share, 107,490 shares of common stock at \$38.14 per share, 951 shares of common stock at \$37.41 per share and 2,351 shares of common stock at \$42.82 per share were outstanding at the end of Fiscal 2009 but were not included in the computation of diluted earnings per share because the options exercise prices were greater than the average market price of the common shares.

The weighted shares outstanding reflects the effect of stock buy back programs. In a series of authorizations from Fiscal 1999-2003, the Company's board of directors authorized the repurchase of up to 7.5 million shares. In Fiscal 2007, the board authorized an additional \$50.0 million in stock repurchases. In Fiscal 2009, the board authorized up to \$100.0 million in stock repurchases primarily funded with the after-tax cash proceeds of the settlement of merger-related litigation with The Finish Line and UBS (see Notes 2 and 13). The Company repurchased 4.0 million shares at a cost of \$90.9 million during Fiscal 2009. The Company repurchased 85,000 shares at a cost of \$2.0 million during Fiscal 2010, which was not paid at the end of Fiscal 2010 but included in other accrued liabilities on the Consolidated Balance Sheets. During the first quarter of Fiscal 2011, the board increased the total repurchase authorization under its common stock repurchase plan to \$35.0 million. The board restored the total repurchase authorization in the third quarter of Fiscal 2011 to \$35.0 million. The Company repurchased 863,767 shares at a cost of \$24.8 million during fiscal 2011. All of the \$24.8 million in repurchases for Fiscal 2011, except \$0.6 million, were repurchased under the original \$35.0 million authorization made during the first quarter of Fiscal 2011.

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Notes to Consolidated Financial Statements

**Note 12**

**Share-Based Compensation Plans**

The Company's stock-based compensation plans, as of January 29, 2011, are described below. The Company recognizes compensation expense for share-based payments based on the fair value of the awards as required by the Compensation - Stock Compensation Topic of the Codification.

***Stock Incentive Plans***

The Company has two fixed stock incentive plans. Under the 2009 Equity Incentive Plan (the 2009 Plan), effective as of June 24, 2009, the Company may grant options, restricted shares, performance awards and other stock-based awards to its employees, consultants and directors for up to 1.2 million shares of common stock. Under the 2005 Equity Incentive Plan (the 2005 Plan), effective as of June 23, 2005, the Company may grant options, restricted shares and other stock-based awards to its employees and consultants as well as directors for up to 1.0 million shares of common stock. There will be no future awards under the 2005 Equity Incentive Plan. Under both plans, the exercise price of each option equals the market price of the Company's stock on the date of grant and an option's maximum term is 10 years. Options granted under both plans vest 25% per year.

For Fiscal 2011, 2010 and 2009, the Company recognized share-based compensation cost of \$0.2 million, \$0.4 million and \$1.7 million, respectively, for its fixed stock incentive plans included in selling and administrative expenses in the accompanying Consolidated Statements of Operations. The Company did not capitalize any share-based compensation cost.

The Compensation - Stock Compensation Topic of the Codification requires that the cash flows resulting from tax benefits for tax deductions in excess of the compensation cost recognized for those options (excess tax benefit) be classified as financing cash flows. Accordingly, the Company classified excess tax benefits of \$1.4 million, \$0 and \$0.2 million as financing cash inflows rather than as operating cash inflows on its Consolidated Statement of Cash Flows for Fiscal 2011, 2010 and 2009, respectively.

The Company did not grant any shares of fixed stock options in Fiscal 2011, 2010 or 2009.

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Notes to Consolidated Financial Statements

**Note 12****Share-Based Compensation Plans, Continued**

A summary of fixed stock option activity and changes for Fiscal 2011, 2010 and 2009 is presented below:

	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term	Aggregate Intrinsic Value (in thousands) <sup>(1)</sup>
Outstanding, February 2, 2008	1,129,674	\$ 23.44		
Granted	-0-			
Exercised	(82,868)	17.35		
Forfeited	(3,047)	31.84		
Outstanding, January 31, 2009	1,043,759	\$ 23.90		
Granted	-0-			
Exercised	(28,500)	14.04		
Forfeited	(19,679)	31.16		
Outstanding, January 30, 2010	995,580	\$ 24.04		
<b>Granted</b>	<b>-0-</b>			
<b>Exercised</b>	<b>(118,450)</b>	<b>18.77</b>		
<b>Forfeited</b>	<b>-0-</b>			
<b>Outstanding, January 29, 2011</b>	<b>877,130</b>	<b>\$ 24.75</b>	<b>3.45</b>	<b>\$ 10,321</b>
<b>Exercisable, January 29, 2011</b>	<b>876,543</b>	<b>\$ 24.74</b>	<b>3.45</b>	<b>\$ 10,321</b>

(1) Based upon the difference between the closing market price of the Company's common stock on the last trading day of the year and the grant price of in-the-money options.

The total intrinsic value, which represents the difference between the underlying stock's market price and the option's exercise price, of options exercised during Fiscal 2011, 2010 and 2009 was \$2.3 million, \$0.4 million and \$1.4 million, respectively.



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Notes to Consolidated Financial Statements

**Note 12****Share-Based Compensation Plans, Continued**

A summary of the status of the Company's nonvested shares of its fixed stock incentive plans as of January 29, 2011, is presented below:

	Shares	Weighted-Average Grant-Date Fair Value
Nonvested Fixed Stock Options Nonvested at January 30, 2010	27,357	\$ 16.41
Granted	-0-	
Vested	(26,770)	16.41
Forfeited	-0-	
<b>Nonvested at January 29, 2011</b>	<b>587</b>	<b>\$ 16.28</b>

As of January 29, 2011 there was less than \$1,000 of total unrecognized compensation costs related to nonvested share-based compensation arrangements granted under the stock incentive plans discussed above. That cost is expected to be recognized in the first month of Fiscal 2012.

Cash received from option exercises under all share-based payment arrangements for Fiscal 2011, 2010 and 2009 was \$2.2 million, \$0.4 million and \$1.4 million, respectively.

***Restricted Stock Incentive Plans*****Director Restricted Stock**

The 2009 and 2005 Plans permit the board of directors to grant restricted stock to non-employee directors on the date of the annual meeting of shareholders at which an outside director is first elected ( *New Director Grants* ). The outside director restricted stock so granted is to vest with respect to one-third of the shares each year as long as the director is still serving as a director. Once the shares have vested, the director is restricted from selling, transferring, pledging or assigning the shares for an additional two years. There were no shares issued in *New Director Grants* in Fiscal 2011, 2010 and 2009.

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Notes to Consolidated Financial Statements

**Note 12**

**Share-Based Compensation Plans, Continued**

In addition, the 2009 and 2005 Plans permit an outside director to elect irrevocably to receive all or a specified portion of his annual retainers for board membership and any committee chairmanship for the following fiscal year in a number of shares of restricted stock (the Retainer Stock ). Shares of the Retainer Stock are granted as of the first business day of the fiscal year as to which the election is effective, subject to forfeiture to the extent not earned upon the outside director s ceasing to serve as a director or committee chairman during such fiscal year. Once the shares are earned, the director is restricted from selling, transferring, pledging or assigning the shares for an additional three years. There were no retainer shares issued in Fiscal 2011, 2010 or 2009.

Also pursuant to the 2005 Plan, annually on the date of the annual meeting of shareholders, beginning in Fiscal 2007, each outside director received restricted stock valued at \$60,000 based on the average of stock prices for the first five days in the month of the annual meeting of shareholders. The outside director restricted stock vests with respect to one-third of the shares each year as long as the director is still serving as a director. Once the shares vest, the director is restricted from selling, transferring, pledging or assigning the shares for an additional two years. Under the 2009 Plan, director stock awards were made during Fiscal 2011 and 2010 on substantially the same terms as grants under the 2005 Plan. For Fiscal 2011, 2010 and 2009, the Company issued 17,838 shares, 21,204 shares and 18,792 shares, respectively, of director restricted stock.

For Fiscal 2011, 2010 and 2009, the Company recognized \$0.5 million, \$0.4 million and \$0.3 million, respectively, of director restricted stock related share-based compensation in selling and administrative expenses in the accompanying Consolidated Statements of Operations.

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Notes to Consolidated Financial Statements

**Note 12****Share-Based Compensation Plans, Continued****Employee Restricted Stock**

Under the 2009 Plan, the Company issued 404,995 shares and 383,745 shares of employee restricted stock in Fiscal 2011 and 2010, respectively. Under the 2005 Plan, the Company issued 397,273 shares of employee restricted stock in Fiscal 2009. Of the 383,745 shares issued in Fiscal 2010, 359,096 shares and the shares issued in Fiscal 2011 vest 25% per year over four years, provided that on such date the grantee has remained continuously employed by the Company since the date of grant. The additional 24,649 shares issued in Fiscal 2010 and the shares issued in Fiscal 2009 vest one-third per year over three years. The fair value of employee restricted stock is charged against income as compensation cost over the vesting period. Compensation cost recognized in selling and administrative expenses in the accompanying Consolidated Statements of Operations for these shares was \$7.3 million, \$6.2 million and \$6.0 million for Fiscal 2011, 2010 and 2009, respectively. A summary of the status of the Company's nonvested shares of its employee restricted stock as of January 29, 2011 is presented below:

		Weighted-Average Grant-Date Fair Value
Nonvested Restricted Shares Nonvested at February 2, 2008	Shares 293,251	\$ 37.23
Granted	397,273	20.79
Vested	(124,869)	36.84
Withheld for federal taxes	(52,969)	36.86
Forfeited	(4,353)	27.42
Nonvested at January 31, 2009	508,333	24.60
Granted	383,745	19.25
Vested	(138,714)	26.70
Withheld for federal taxes	(65,299)	26.32
Forfeited	(11,951)	25.97
Nonvested at January 30, 2010	676,114	20.94
<b>Granted</b>	<b>404,995</b>	<b>28.41</b>
<b>Vested</b>	<b>(179,684)</b>	<b>23.09</b>
<b>Withheld for federal taxes</b>	<b>(81,731)</b>	<b>23.15</b>
<b>Forfeited</b>	<b>(1,575)</b>	<b>19.40</b>
<b>Nonvested at January 29, 2011</b>	<b>818,119</b>	<b>\$ 23.95</b>

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Notes to Consolidated Financial Statements

**Note 12**

**Share-Based Compensation Plans, Continued**

As of January 29, 2011 there were \$14.4 million of total unrecognized compensation costs related to nonvested share-based compensation arrangements for restricted stock discussed above. That cost is expected to be recognized over a weighted average period of 1.95 years.

***Employee Stock Purchase Plan***

Under the Employee Stock Purchase Plan, the Company is authorized to issue up to 1.0 million shares of common stock to qualifying full-time employees whose total annual base salary is less than \$90,000, effective October 1, 2002. Prior to October 1, 2002, the total annual base salary was limited to \$100,000. Under the terms of the Plan, employees could choose each year to have up to 15% of their annual base earnings or \$8,500, whichever is lower, withheld to purchase the Company's common stock. The purchase price of the stock was 85% of the closing market price of the stock on either the exercise date or the grant date, whichever was less. The Company's board of directors amended the Company's Employee Stock Purchase Plan effective October 1, 2005 to provide that participants may acquire shares under the Plan at a 5% discount from fair market value on the last day of the Plan year. Employees can choose each year to have up to 15% of their annual base earnings or \$9,500, whichever is lower, withheld to purchase the Company's common stock. Under the Compensation Stock Compensation Topic of the Codification, shares issued under the Plan as amended are non-compensatory. No participant contributions were accepted by the Company under the Plan after September 28, 2007 as a result of the Finish Line merger agreement, which was terminated in March 2008. A new short plan year began April 1, 2008 and a normal plan year resumed on October 1, 2008. Under the Plan, the Company sold 4,230 shares, 4,350 shares and 1,711 shares to employees in Fiscal 2011, 2010 and 2009, respectively.

***Stock Purchase Plans***

Stock purchase accounts arising out of sales to employees prior to 1972 under certain employee stock purchase plans amounted to \$109,000 and \$123,000 at January 29, 2011 and January 30, 2010, respectively, and were secured at January 29, 2011, by 6,165 employees' preferred shares. Payments on stock purchase accounts under the stock purchase plans have been indefinitely deferred. No further sales under these plans are contemplated.

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**Genesco Inc.  
and Subsidiaries**

Notes to Consolidated Financial Statements

**Note 13**

**Legal Proceedings**

**Environmental Matters**

*New York State Environmental Matters*

In August 1997, the New York State Department of Environmental Conservation ( NYSDEC ) and the Company entered into a consent order whereby the Company assumed responsibility for conducting a remedial investigation and feasibility study ( RIFS ) and implementing an interim remedial measure ( IRM ) with regard to the site of a knitting mill operated by a former subsidiary of the Company from 1965 to 1969. The Company undertook the IRM and RIFS voluntarily, without admitting liability or accepting responsibility for any future remediation of the site. The Company has completed the IRM and the RIFS. In the course of preparing the RIFS, the Company identified remedial alternatives with estimated undiscounted costs ranging from \$-0- to \$24.0 million, excluding amounts previously expended or provided for by the Company. The United States Environmental Protection Agency ( EPA ), which has assumed primary regulatory responsibility for the site from NYSDEC, issued a Record of Decision in September 2007. The Record of Decision requires a remedy of a combination of groundwater extraction and treatment and in-site chemical oxidation at an estimated present worth of approximately \$10.7 million.

In July 2009, the Company agreed to a Consent Order with the EPA requiring the Company to perform certain remediation actions, operations, maintenance and monitoring at the site. In September 2009, a Consent Judgment embodying the Consent Order was filed in the U.S. District Court for the Eastern District of New York.

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Notes to Consolidated Financial Statements

**Note 13****Legal Proceedings, Continued**

The Village of Garden City, New York, has asserted that the Company is liable for the costs associated with enhanced treatment required by the impact of the groundwater plume from the site on two public water supply wells, including historical costs ranging from approximately \$1.8 million to in excess of \$2.5 million, and future operation and maintenance costs which the Village estimates at \$126,400 annually while the enhanced treatment continues. On December 14, 2007, the Village filed a complaint against the Company and the owner of the property under the Resource Conservation and Recovery Act ( RCRA ), the Safe Drinking Water Act, and the Comprehensive Environmental Response, Compensation and Liability Act ( CERCLA ) as well as a number of state law theories in the U.S. District Court for the Eastern District of New York, seeking an injunction requiring the defendants to remediate contamination from the site and to establish their liability for future costs that may be incurred in connection with it, which the complaint alleges could exceed \$41 million over a 70-year period. The Company has not verified the estimates of either historic or future costs asserted by the Village, but believes that an estimate of future costs based on a 70-year remediation period is unreasonable given the expected remedial period reflected in the EPA's Record of Decision. On May 23, 2008, the Company filed a motion to dismiss the Village's complaint on grounds including applicable statutes of limitation and preemption of certain claims by the NYSDEC's and the EPA's diligent prosecution of remediation. On January 27, 2009, the Court granted the motion to dismiss all counts of the plaintiff's complaint except for the CERCLA claim and a state law claim for indemnity for costs incurred after November 27, 2000. On September 23, 2009, on a motion for reconsideration by the Village, the Court reinstated the claims for injunctive relief under RCRA and for equitable relief under certain of the state law theories. The Company intends to continue to defend the action.

In December 2005, the EPA notified the Company that it considers the Company a potentially responsible party ( PRP ) with respect to contamination at two Superfund sites in upstate New York. The sites were used as landfills for process wastes generated by a glue manufacturer, which acquired tannery wastes from several tanners, allegedly including the Company's Whitehall tannery, for use as raw materials in the gluemaking process. The Company has no records indicating that it ever provided raw materials to the gluemaking operation and has not been able to establish whether the EPA's substantive allegations are accurate. The Company, together with other tannery PRPs, has entered into cost sharing agreements and Consent Decrees with the EPA with respect to both sites. Based upon the current estimates of the cost of remediation, the Company's share is expected to be less than \$250,000 in total for the two sites. While there is no assurance that the Company's share of the actual cost of remediation will not exceed the estimate, the Company does not presently expect that its aggregate exposure with respect to these two landfill sites will have a material adverse effect on its financial condition or results of operations.

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**Note 13**

**Legal Proceedings, Continued**

*Whitehall Environmental Matters*

The Company has performed sampling and analysis of soil, sediments, surface water, groundwater and waste management areas at the Company's former Volunteer Leather Company facility in Whitehall, Michigan.

In October 2010, the Company and the Michigan Department of Natural Resources and Environment entered into a Consent Decree providing for implementation of a remedial Work Plan for the facility site designed to bring the site into compliance with applicable regulatory standards. The Company estimates the cost of implementing the Work Plan at approximately \$4.9 million. There can be no assurance that remediation costs will not exceed the estimate.

*Accrual for Environmental Contingencies*

Related to all outstanding environmental contingencies, the Company had accrued \$15.5 million as of January 29, 2011, \$15.9 million as of January 30, 2010 and \$16.0 million as of January 31, 2009. All such provisions reflect the Company's estimates of the most likely cost (undiscounted, including both current and noncurrent portions) of resolving the contingencies, based on facts and circumstances as of the time they were made. There is no assurance that relevant facts and circumstances will not change, necessitating future changes to the provisions. Such contingent liabilities are included in the liability arising from provision for discontinued operations on the accompanying Consolidated Balance Sheets. The Company has made pretax accruals for certain of these contingencies, including approximately \$2.9 million reflected in Fiscal 2011, \$0.8 million in Fiscal 2010 and \$9.4 million in Fiscal 2009. These charges are included in provision for discontinued operations, net in the Consolidated Statements of Operations.

**Merger-Related Litigation**

*Genesco Inc. v. The Finish Line, et al.*

*UBS Securities LLC and UBS Loan Finance LLC v. Genesco Inc., et al.*

On September 21, 2007, the Company filed suit against The Finish Line, Inc. in Chancery Court in Nashville, Tennessee seeking a court order requiring The Finish Line to consummate an agreement entered into merger with the Company in June 2007 (the Tennessee Action). UBS Securities LLC and UBS Loan Finance LLC (collectively, UBS) subsequently intervened as a defendant in the Tennessee Action, filed an answer to the amended complaint and a counterclaim asserting fraud against the Company.

On November 15, 2007, UBS filed a separate lawsuit in the United States District Court for the Southern District of New York (the New York Action), naming the Company and The Finish Line as defendants, and seeking a declaration that its commitment to provide The Finish Line with financing for the merger transaction was void and/or could be terminated by UBS.

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**Legal Proceedings, Continued**

Trial of the Tennessee Action began on December 10, 2007 and concluded on December 18, 2007. On December 27, 2007, the Chancery Court ordered The Finish Line to specifically perform the terms of the Merger Agreement. The Court also declared that The Finish Line had breached the Merger Agreement by not closing the merger. The Court ordered The Finish Line to close the merger, to use its reasonable best efforts to take all actions to consummate the merger as required by the Merger Agreement, and to use its reasonable best efforts to obtain financing. The Court excluded from its order any ruling on the issue of the solvency of the combined company, finding that the issue of solvency was reserved for determination in the New York Action.

On March 3, 2008, the Company, The Finish Line, and UBS entered into a definitive agreement for the termination of the merger agreement with The Finish Line and the settlement of all related litigation among The Finish Line and the Company and UBS, including the Tennessee Action and the New York Action. In the settlement agreement, the parties agreed that: (1) the merger agreement between the Company and The Finish Line would be terminated; (2) the financing commitment from UBS to The Finish Line would be terminated; (3) UBS and The Finish Line would pay to the Company an aggregate of \$175 million in cash; (4) The Finish Line would transfer to the Company a number of Class A shares of The Finish Line common stock equal to 12.0% of the total post-issuance outstanding shares of The Finish Line common stock which the Company would use its best efforts to distribute to its common shareholders as soon as practicable after the shares' registration and listing on NASDAQ; (5) the Company and The Finish Line would be subject to a mutual standstill agreement; and (6) the parties would execute customary mutual releases. Stipulations of Dismissal were filed by all parties to both the New York Action and the Tennessee Action, and both Actions were dismissed. The Company distributed the shares of The Finish Line common stock received in the settlement to the Company's shareholders during the second quarter of Fiscal 2009.

**California Actions**

On March 3, 2011, there was filed in the U.S. District Court for the Southern District of California a putative class action styled *Fraser v. Genesco Inc.* On March 4, 2011, there was filed in the Superior Court of California for the County of San Francisco a putative class action styled *Pabst v. Genesco Inc. et al.* Both complaints allege that the Company's retail stores in California violated the California Song-Beverly Credit Card Act of 1971 and other California law through customer information collection practices, and both seek civil penalties, damages, restitution, injunctive and declaratory relief, attorneys' fees, and other relief. The Company disputes the material allegations in both complaints and intends to defend the actions vigorously.



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**Note 13**

**Legal Proceedings, Continued**

**Other Matters**

On December 10, 2010, the Company announced that it had suffered a criminal intrusion into the portion of its computer network that processes payments for transactions in certain of its retail stores. While the Company has not received notice of any claims arising out of the intrusion, there can be no assurance that such claims will not be asserted in the future, or that such claims will not be material.

In addition to the matters specifically described in this footnote, the Company is a party to other legal and regulatory proceedings and claims arising in the ordinary course of its business. While management does not believe that the Company's liability with respect to any of these other matters is likely to have a material effect on its financial position or results of operations, legal proceedings are subject to inherent uncertainties and unfavorable rulings could have a material adverse impact on our business and results of operations.

**Note 14**

**Business Segment Information**

The Company operates five reportable business segments (not including corporate): Journeys Group, comprised of the Journeys, Journeys Kidz and Shi by Journeys retail footwear chains, catalog and e-commerce operations; Underground Station Group, comprised of the Underground Station retail footwear chain and e-commerce operations; Lids Sports Group, comprised of the Lids, Hat Shack, Hat Zone, Head Quarters, Cap Connection and Hat World retail headwear stores, the Sports Fan-Attic retail licensed sports headwear, apparel and accessory stores acquired in November 2009 and the Sports Avenue retail licensed sports headwear, apparel and accessory stores acquired in October 2010, both of which are now referred to as Lids Locker Room, the Lids Team Sports business, including the recently acquired Brand Innovators and Anaconda Sports team dealer businesses, and certain e-commerce operations; Johnston & Murphy Group, comprised of Johnston & Murphy retail operations, catalog and e-commerce operations and wholesale distribution; and Licensed Brands, comprised primarily of Dockers® Footwear sourced and marketed under a license from Levi Strauss & Company.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

The Company's reportable segments are based on the way management organizes the segments in order to make operating decisions and assess performance along types of products sold. Journeys Group, Underground Station Group and Lids Sports Group sell primarily branded products from other companies while Johnston & Murphy Group and Licensed Brands sell primarily the Company's owned and licensed brands.

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**Note 14****Business Segment Information, Continued**

Corporate assets include cash, prepaid rent expense, prepaid income taxes, deferred income taxes, deferred note expense and corporate fixed assets. The Company charges allocated retail costs of distribution to each segment and unallocated retail costs of distribution to the corporate segment. The Company does not allocate certain costs to each segment in order to make decisions and assess performance. These costs include corporate overhead, stock compensation, interest expense, interest income, restructuring charges and other including major litigation and the loss on early retirement of debt.

Fiscal 2011 In thousands	Underground		Lids	Johnston &	Licensed	Corporate	Consolidated
	Journeys Group	Station Group	Sports Group	Murphy Group	Brands	& Other	
Sales	\$ 804,149	\$ 94,351	\$ 603,533	\$ 185,012	\$ 101,839	\$ 1,339	\$ 1,790,223
Intercompany sales	-0-	-0-	(188)	(1)	(195)	-0-	(384)
<b>Net sales to external customers</b>	<b>\$ 804,149</b>	<b>\$ 94,351</b>	<b>\$ 603,345</b>	<b>\$ 185,011</b>	<b>\$ 101,644</b>	<b>\$ 1,339</b>	<b>\$ 1,789,839</b>
Segment operating income (loss)	\$ 55,628	\$ (2,476)	\$ 57,778	\$ 8,617	\$ 12,861	\$ (37,758)	\$ 94,650
Restructuring and other*	-0-	-0-	-0-	-0-	-0-	(8,567)	(8,567)
<b>Earnings (loss) from operations</b>	<b>55,628</b>	<b>(2,476)</b>	<b>57,778</b>	<b>8,617</b>	<b>12,861</b>	<b>(46,325)</b>	<b>86,083</b>
Interest expense	-0-	-0-	-0-	-0-	-0-	(1,130)	(1,130)
Interest income	-0-	-0-	-0-	-0-	-0-	8	8
<b>Earnings (loss) from continuing operations before income taxes</b>	<b>\$ 55,628</b>	<b>\$ (2,476)</b>	<b>\$ 57,778</b>	<b>\$ 8,617</b>	<b>\$ 12,861</b>	<b>\$ (47,447)</b>	<b>\$ 84,961</b>
Total assets**	\$ 240,567	\$ 27,768	\$ 435,016	\$ 72,393	\$ 38,152	\$ 147,186	\$ 961,082
Depreciation and amortization	20,835	2,170	18,627	3,754	217	2,135	47,738
Capital expenditures	6,422	1,332	17,908	1,687	27	1,923	29,299

\* Restructuring and other includes a \$7.2 million charge for asset impairments, of which \$4.8 million is in the Journeys Group, \$1.0 million in the Lids Sports Group, \$0.7 million in the Johnston & Murphy Group and \$0.7 million in the Underground Station Group.

\*\* Total assets for Lids Sports Group include \$152.5 million goodwill which includes \$33.5 million of additions in Fiscal 2011 resulting from acquisitions. Total assets for Licensed Brands include \$0.8 million goodwill due to the Keuka Footwear acquisition.

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**Note 14****Business Segment Information, Continued**

Fiscal 2010 In thousands	Underground		Lids Sports Group	Johnston & Murphy Group	Licensed Brands	Corporate & Other	Consolidated
	Journeys Group	Station Group					
Sales	\$ 749,202	\$ 99,458	\$ 465,878	\$ 166,081	\$ 93,291	\$ 643	\$ 1,574,553
Intercompany sales	-0-	-0-	(102)	(2)	(97)	-0-	(201)
<b>Net sales to external customers</b>	<b>\$ 749,202</b>	<b>\$ 99,458</b>	<b>\$ 465,776</b>	<b>\$ 166,079</b>	<b>\$ 93,194</b>	<b>\$ 643</b>	<b>\$ 1,574,352</b>
Segment operating income (loss)	\$ 44,285	\$ (4,584)	\$ 44,039	\$ 5,484	\$ 12,372	\$ (27,813)	\$ 73,783
Restructuring and other*	-0-	-0-	-0-	-0-	-0-	(13,361)	(13,361)
<b>Earnings (loss) from operations</b>	<b>44,285</b>	<b>(4,584)</b>	<b>44,039</b>	<b>5,484</b>	<b>12,372</b>	<b>(41,174)</b>	<b>60,422</b>
Loss on early retirement of debt	-0-	-0-	-0-	-0-	-0-	(5,518)	(5,518)
Interest expense	-0-	-0-	-0-	-0-	-0-	(4,430)	(4,430)
Interest income	-0-	-0-	-0-	-0-	-0-	14	14
<b>Earnings (loss) from continuing operations before income taxes</b>	<b>\$ 44,285</b>	<b>\$ (4,584)</b>	<b>\$ 44,039</b>	<b>\$ 5,484</b>	<b>\$ 12,372</b>	<b>\$ (51,108)</b>	<b>\$ 50,488</b>
Total assets**	\$ 246,000	\$ 28,497	\$ 333,634	\$ 67,705	\$ 27,293	\$ 160,523	\$ 863,652
Depreciation and amortization	23,839	2,669	14,732	3,891	174	2,157	47,462
Capital expenditures	14,664	158	13,959	3,633	64	1,347	33,825

\* Restructuring and other includes a \$13.3 million charge for asset impairments, of which \$9.5 million is in the Journeys Group, \$2.1 million in the Lids Sports Group, \$0.9 million in the Johnston & Murphy Group and \$0.8 million in the Underground Station Group.

\*\* Total assets for Lids Sports Group include \$119.0 million goodwill.

Fiscal 2009 In thousands	Underground		Lids Sports Group	Johnston & Murphy Group	Licensed Brands	Corporate & Other	Consolidated
	Journeys Group	Station Group					
Sales	\$ 760,008	\$ 110,902	\$ 405,446	\$ 177,963	\$ 96,656	\$ 682	\$ 1,551,657
Intercompany sales	-0-	-0-	-0-	-0-	(95)	-0-	(95)
<b>Net sales to external customers</b>	<b>\$ 760,008</b>	<b>\$ 110,902</b>	<b>\$ 405,446</b>	<b>\$ 177,963</b>	<b>\$ 96,561</b>	<b>\$ 682</b>	<b>\$ 1,551,562</b>

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Segment operating income (loss)	\$ 49,050	\$ (5,660)	\$ 36,670	\$ 10,069	\$ 11,925	\$ (39,003)	\$ 63,051
Gain from settlement of merger-related litigation	-0-	-0-	-0-	-0-	-0-	204,075	204,075
Restructuring and other*	-0-	-0-	-0-	-0-	-0-	(7,500)	(7,500)
<b>Earnings (loss) from operations</b>	<b>49,050</b>	<b>(5,660)</b>	<b>36,670</b>	<b>10,069</b>	<b>11,925</b>	<b>157,572</b>	<b>259,626</b>
Interest expense	-0-	-0-	-0-	-0-	-0-	(9,234)	(9,234)
Interest income	-0-	-0-	-0-	-0-	-0-	322	322
<b>Earnings (loss) from continuing operations before income taxes</b>	<b>\$ 49,050</b>	<b>\$ (5,660)</b>	<b>\$ 36,670</b>	<b>\$ 10,069</b>	<b>\$ 11,925</b>	<b>\$ 148,660</b>	<b>\$ 250,714</b>

Total assets**	\$ 270,043	\$ 33,790	\$ 306,904	\$ 82,246	\$ 32,070	\$ 91,010	\$ 816,063
Depreciation and amortization	23,417	3,336	13,904	3,634	188	2,354	46,833
Capital expenditures	23,437	295	15,705	6,985	300	2,698	49,420

\* Restructuring and other includes an \$8.6 million charge for asset impairments, of which \$3.8 million is in the Lids Sports Group, \$3.4 million in the Journeys Group, \$1.0 million in the Underground Station Group and \$0.4 million in the Johnston & Murphy Group.

\*\* Total assets for Lids Sports Group include \$111.7 million goodwill.

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**Note 15****Quarterly Financial Information (Unaudited)**

	<b>1st Quarter</b>		<b>2nd Quarter</b>		<b>3rd Quarter</b>		<b>4th Quarter</b>	
	<b>2011</b>	2010	<b>2011</b>	2010	<b>2011</b>	2010	<b>2011</b>	2010
	<b>\$ 400,853</b>	\$ 370,366	<b>\$ 363,654</b>	\$ 334,658	<b>\$ 464,838</b>	\$ 390,302	<b>\$ 560,494</b>	\$ 479,026
	<b>208,071</b>	189,222	<b>184,044</b>	169,945	<b>236,741</b>	200,166	<b>272,991</b>	236,537
Continuing operations	<b>14,316</b> <sup>(1)</sup>	(5,322) <sup>(2)</sup>	<b>(3,649)</b> <sup>(4)</sup>	(3,835) <sup>(6)</sup>	<b>26,373</b> <sup>(7)</sup>	17,403 <sup>(8)</sup>	<b>47,921</b> <sup>(10)</sup>	42,242 <sup>(12)</sup>
Discontinued operations	<b>8,563</b>	(5,603)	<b>(2,396)</b>	(2,663)	<b>16,967</b>	11,523	<b>31,413</b>	25,829
	<b>8,616</b>	(5,762) <sup>(3)</sup>	<b>(3,183)</b> <sup>(5)</sup>	(2,722)	<b>16,917</b>	11,443 <sup>(9)</sup>	<b>30,861</b> <sup>(11)</sup>	25,854
Per common share:	<b>.36</b>	(.30)	<b>(.10)</b>	(.12)	<b>.72</b>	.50	<b>1.34</b>	1.08
	<b>.36</b>	(.31)	<b>(.14)</b>	(.13)	<b>.72</b>	.50	<b>1.31</b>	1.08

(1) Includes a net restructuring and other charge of \$2.4 million (see Note 3).

(2) Includes a net restructuring and other charge of \$5.0 million (see Note 3) and a \$5.1 million loss on early retirement of debt (see Note 6).

(3) Includes a loss of \$0.2 million, net of tax, from discontinued operations (see Note 3).

(4) Includes a net restructuring and other charge of \$2.0 million (see Note 3).

(5) Includes a loss of \$0.8 million, net of tax, from discontinued operations (see Note 3).

(6) Includes a net restructuring and other charge of \$3.3 million (see Note 3).

(7) Includes a net restructuring and other charge of \$2.2 million (see Note 3).

(8) Includes a net restructuring and other charge of \$2.6 million (see Note 3).

(9) Includes a loss of \$0.1 million, net of tax, from discontinued operations (see Note 3).

(10) Includes a net restructuring and other charge of \$2.0 million (see Note 3).

(11) Includes a loss of \$0.5 million, net of tax, from discontinued operations (see Note 3).

(12) Includes a net restructuring and other charge of \$2.5 million (see Note 3) and a \$0.4 million loss on early retirement of debt (see Note 6).



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

None.

**ITEM 9A, CONTROLS AND PROCEDURES**

*Evaluation of disclosure controls and procedures.*

We have established disclosure controls and procedures to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to the officers who certify the Company's financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation as of January 29, 2011, the principal executive officer and principal financial officer of the Company have concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective to ensure that the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within time periods specified in SEC rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

*Management's report on internal control over financial reporting.*

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of January 29, 2011. In making this assessment, management used the criteria set forth in *Internal Control - Integrated Framework* drafted by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management believes that, as of January 29, 2011, the Company's internal control over financial reporting is effective based on these criteria.

Ernst & Young LLP, the independent registered public accounting firm who also audited the Company's Consolidated Financial Statements, has issued an attestation report on the Company's internal control over financial reporting which is included herein.

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*Changes in internal control over financial reporting.*

There were no changes in the Company's internal control over financial reporting that occurred during the Company's last fiscal quarter that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

**ITEM 9B, OTHER INFORMATION**

Not applicable.

**PART III**

**ITEM 10, DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Certain information required by this item is incorporated herein by reference to the sections entitled "Election of Directors," "Corporate Governance" and "Section 16(a) Beneficial Ownership Reporting Compliance" in the Company's definitive proxy statement for its annual meeting of shareholders to be held June 22, 2011 to be filed with the Securities and Exchange Commission. Pursuant to General Instruction G(3), certain information concerning the executive officers of the Company appears under the caption "Executive Officers of the Registrant" in this report following Item 4 of Part I.

The Company has a code of ethics (the "Code of Ethics") that applies to all of its directors, officers (including its chief executive officer, chief financial officer and chief accounting officer) and employees. The Company has made the Code of Ethics available and intends to post any legally required amendments to, or waivers of, such Code of Ethics on its website at <http://www.genesco.com>. Our website address is provided as an inactive textual reference only. The information provided on our website is not a part of this report, and therefore is not incorporated herein by reference.

**ITEM 11, EXECUTIVE COMPENSATION**

The information required by this item is incorporated herein by reference to the sections entitled "Director Compensation," "Compensation Committee Report" and "Executive Compensation" in the Company's definitive proxy statement for its annual meeting of shareholders to be held June 22, 2011 to be filed with the Securities and Exchange Commission.

**ITEM 12, SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Certain information required by this item is incorporated herein by reference to the section entitled "Security Ownership of Officers, Directors and Principal Shareholders" in the Company's definitive proxy statement for its annual meeting of shareholders to be held June 22, 2011 to be filed with the Securities and Exchange Commission.



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The following table provides certain information as of January 29, 2011 with respect to our equity compensation plans:

**EQUITY COMPENSATION PLAN INFORMATION\***

	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <sup>(1)</sup>
Equity compensation plans approved by security holders	877,130	\$ 24.75	455,259
Equity compensation plans not approved by security holders			
Total	877,130	\$ 24.75	455,259

(1) Such shares may be issued as restricted shares or other forms of stock-based compensation pursuant to our stock incentive plans.

\* For additional information concerning our equity compensation plans, see the discussion in Note 1 in the Notes to Consolidated Financial Statements Summary of Significant Accounting Policies Share-Based Compensation and Note 12 Share-Based Compensation Plans.

**ITEM 13, CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this item is incorporated herein by reference to the section entitled Election of Directors in the Company's definitive proxy statement for its annual meeting of shareholders to be held June 22, 2011 to be filed with the Securities and Exchange Commission.

**ITEM 14, PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item is incorporated herein by reference to the section entitled Audit Matters in the Company's definitive proxy statement for its annual meeting of shareholders to be held June 22, 2011 to be filed with the Securities and Exchange Commission.

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**PART IV**

**ITEM 15, EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

**Financial Statements**

The following consolidated financial statements of Genesco Inc. and Subsidiaries are filed as part of this report under Item 8.

Report of Independent Registered Public Accounting Firm on Internal Control over Financial Reporting

Report of Independent Registered Public Accounting Firm on Financial Statements Consolidated Balance Sheets, January 29, 2011 and January 31, 2010

Consolidated Statements of Operations, each of the three fiscal years ended 2011, 2010 and 2009

Consolidated Statements of Cash Flows, each of the three fiscal years ended 2011, 2010 and 2009

Consolidated Statements of Equity, each of the three fiscal years ended 2011, 2010 and 2009

Notes to Consolidated Financial Statements

**Financial Statement Schedules**

II Valuation and Qualifying Accounts, each of the three fiscal years ended 2011, 2010 and 2009

All other schedules are omitted because the required information is either not applicable or is presented in the financial statements or related notes. These schedules begin on page 126.

**Exhibits**

- (2) a. Agreement and Plan of Merger, dated as of February 5, 2004, by and among Genesco Inc., HWC Merger Sub, Inc. and Hat World Corporation. Incorporated by reference to Exhibit (2)a to the current report on Form 8-K filed April 9, 2004 (File No. 1 - 3083).
- b. Stock Purchase Agreement, dated December 9, 2006, by and among Hat World, Inc., Hat Shack, Inc. and all the shareholders of Hat Shack, Inc. Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed December 12, 2006 (File No. 1-3083).
- (3) a. Amended and Restated Bylaws of Genesco Inc. Incorporated by reference to Exhibit 3.1 to the current report on Form 8-K filed December 19, 2007 (File No. 1-3083).
- b. Restated Charter of Genesco Inc., as amended. Incorporated by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A/A filed with the SEC on May 1, 2003.

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- (4) a. Second Amended and Restated Shareholders Rights Agreement dated as of April 18, 2010. Incorporated by reference to Exhibit 4.1 to the current report on Form 8-K filed April 9, 2010 (File No. 1-3083).
- b. Form of Certificate for the Common Stock. Incorporated by reference to Exhibit 3 to the Company's Registration Statement on Form 8-A/A filed with the SEC on May 1, 2003.
- (10) a. Second Amended and Restated Credit Agreement, dated as of January 21, 2011, by and among the Company, certain subsidiaries of the Company party thereto, as other domestic borrowers and GCO Canada Inc., the lenders party thereto and Bank of America, N.A., as administrative agent and collateral agent. Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed January 26, 2011 (File No. 1-3083).
- b. Form of Split-Dollar Insurance Agreement with Executive Officers. Incorporated by reference to Exhibit (10)a to the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 1997.
- c. 1996 Stock Incentive Plan Amended and Restated as of October 24, 2007. Form of Option Agreement, incorporated by reference to Exhibit (10)c to the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2007.
- d. Genesco Inc. 2005 Equity Incentive Plan Amended and Restated as of October 24, 2007. Incorporated by reference to Exhibit (10)d to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008.
- e. Genesco Inc. 2009 Equity Incentive Plan. Incorporated by reference to Exhibit A to the Company's definitive proxy statement dated May 15, 2009.
- f. Amended and Restated EVA Incentive Compensation Plan. Incorporated by reference to Exhibit (10)f to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008.
- g. Form of Incentive Stock Option Agreement. Incorporated by reference to Exhibit (10)c to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2005.
- h. Form of Non-Qualified Stock Option Agreement. Incorporated by reference to Exhibit (10)d to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2005.
- i. Form of Restricted Share Award Agreement for Executive Officers. Incorporated by reference to Exhibit (10)e to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2005.
- j. Form of Restricted Share Award Agreement for Officers and Employees. Incorporated by reference to Exhibit (10)f to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2005.
- k. Form of Restricted Share Award Agreement. Incorporated by reference to Exhibit (10)a to the Company's Quarterly Report on Form 10-Q for the quarter ended August 1, 2009.

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- l. Form of Indemnification Agreement For Directors. Incorporated by reference to Exhibit (10)m to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1993.
- m. Form of Non-Executive Director Indemnification Agreement. Incorporated by reference to Exhibit (10.1) to the current report on Form 8-K filed November 3, 2008 (File No. 1-3083).
- n. Form of Officer Indemnification Agreement. Incorporated by reference to Exhibit (10.2) to the Company's Quarterly Report on Form 10-Q for the quarter ended November 1, 2008.
- o. Supplemental Pension Agreement dated as of October 18, 1988 between the Company and William S. Wire II, as amended January 9, 1993. Incorporated by reference to Exhibit (10)p to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1993.
- p. Deferred Compensation Trust Agreement dated as of February 27, 1991 between the Company and NationsBank of Tennessee for the benefit of William S. Wire, II, as amended January 9, 1993. Incorporated by reference to Exhibit (10)q to the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 1993.
- q. Form of Employment Protection Agreement between the Company and certain executive officers dated as of February 26, 1997. Incorporated by reference to Exhibit (10)r to the Company's Annual Report on Form 10-K for the fiscal year ended February 1, 1997.
- r. First Amendment to Form of Employment Protection Agreement. Incorporated by reference to Exhibit (10)s to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.
- s. Employment Agreement dated as of March 29, 2010 between the Company and Hal N. Pennington. Incorporated by reference to Exhibit (10)t to the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.
- t. Trademark License Agreement, dated August 9, 2000, between Levi Strauss & Co. and Genesco Inc. Incorporated by reference to Exhibit (10.1) to the Company's Quarterly Report on Form 10-Q for the quarter ended October 30, 2004.\*
- u. Amendment No. 1 (Renewal) to Trademark License Agreement, dated October 18, 2004, between Levi Strauss & Co. and Genesco Inc. Incorporated by reference to Exhibit (10.2) to the Company's Quarterly Report on Form 10-Q for the quarter ended October 30, 2004.\*
- v. Amendment No. 2 (Renewal) to Trademark License Agreement, dated November 1, 2006, between Levi Strauss & Co. and Genesco. Inc. Incorporated by reference to Exhibit (10.1) to the Company's Quarterly Report on Form 10-Q for the quarter ended October 28, 2006.\*
- w. Amendment No. 4 (Renewal) to Trademark License Agreement, dated May 15, 2009, between Levi Strauss & Co. and Genesco Inc. Incorporated by reference to Exhibit (10)b to the Company's Quarterly Report on Form 10-Q for the quarter ended August 1, 2009.\*

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- x. Genesco Inc. Deferred Income Plan dated as of July 1, 2000. Incorporated by reference to Exhibit (10)p to the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2005. Amended and Restated Deferred Income Plan dated August 22, 2007. Incorporated by reference to Exhibit (10)r to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008.
  - y. Non-Employee Director and Named Executive Officer Compensation. Incorporated by reference to Exhibit (10)b to the Company's Quarterly Report on Form 10-Q for the quarter ended October 29, 2005.
  - z. 1996 Employee Stock Purchase Plan. Incorporated by reference to Registration Statement on Form S-8 filed September 14, 1995 (File No. 333-62653).
  - aa. Amended and Restated Genesco Employee Stock Purchase Plan dated August 22, 2007. Incorporated by reference to Exhibit (10)u to the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008.
  - bb. Basic Form of Exchange Agreement (Restricted Stock). Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed April 29, 2009 (File No. 1-3083).
  - cc. Basic Form of Exchange Agreement (Unrestricted Stock). Incorporated by reference to Exhibit 10.2 to the current report on Form 8-K filed April 29, 2009 (File No. 1-3083).
  - dd. Form of Conversion Agreement. Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed November 2, 2009 (File No. 1-3083).
  - ee. Form of Conversion Agreement. Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed November 6, 2009 (File No. 1-3083).
  - ff. Settlement Agreement, dated as of March 3, 2008, by and among UBS Securities LLC and UBS Loan Finance LLC, The Finish Line, Inc. and Headwind, Inc. and Genesco Inc. Incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed March 4, 2008 (File No. 1-3083).
- (21) Subsidiaries of the Company.
- (23) Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm included on page 124.
- (24) Power of Attorney
- (31.1) Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (31.2) Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- (32.1) Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (32.2) Certification of the Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- (99) Financial Statements and Report of Independent Registered Public Accounting Firm with respect to the Genesco Employee Stock Purchase Plan being filed herein in lieu of filing Form 11-K pursuant to Rule 15d-21.

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Exhibits (10)b through (10)k, (10)q through (10)s and (10)x through (10)aa are Management Contracts or Compensatory Plans or Arrangements required to be filed as Exhibits to this Form 10-K.

\* Certain information has been omitted and filed separately with the Securities and Exchange Commission.

Confidential treatment has been requested with respect to the omitted portion.

A copy of any of the above described exhibits will be furnished to the shareholders upon written request, addressed to Director, Corporate Relations, Genesco Inc., Genesco Park, Room 498, P.O. Box 731, Nashville, Tennessee 37202-0731, accompanied by a check in the amount of \$15.00 payable to Genesco Inc.

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Registration Nos. 333-62653, 333-08463, 333-104908, 333-128201 and 333-160339) and in the Registration Statement on Form S-3 (Registration No. 333-109019) of Genesco Inc. of our reports dated March 30, 2011, with respect to the consolidated financial statements and schedule of Genesco Inc. and Subsidiaries, and the effectiveness of internal control over financial reporting of Genesco Inc. and Subsidiaries, included in this Annual Report (Form 10-K) for the year ended January 29, 2011.

We also consent to the incorporation by reference in the Registration Statement on Form S-8 (Registration No. 333-62653) pertaining to the 1996 Employee Stock Purchase Plan of Genesco Inc. of our report dated March 30, 2011 with respect to the financial statements of the Genesco Inc. Employee Stock Purchase Plan, included as an exhibit to this Annual Report (Form 10-K) for the year ended January 29, 2011.

/s/ Ernst & Young LLP

Nashville, Tennessee

March 30, 2011

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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.

GENESCO INC.

By: /s/James S. Gulmi  
James S. Gulmi  
Senior Vice President Finance,  
Chief Financial Officer and Treasurer

Date: March 30, 2011

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 capacities indicated on the 30th day of March, 2011.

/s/Robert J. Dennis Chairman, President, Chief Executive Officer and a Director

Robert J. Dennis

/s/James S. Gulmi Senior Vice President Finance, Chief Financial Officer and Treasurer (Principal Financial Officer)

James S. Gulmi

/s/Paul D. Williams Vice President and Chief Accounting Officer

Paul D. Williams

Directors:

James S. Beard\* Matthew C. Diamond \*

Leonard L. Berry \* Marty G. Dickens \*

William F. Blaufuss, Jr.\* Ben T. Harris \*

James W. Bradford\* Kathleen Mason \*

Robert V. Dale \*

\*By /s/Roger G. Sisson  
Roger G. Sisson  
Attorney-In-Fact



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**Genesco Inc.  
and Subsidiaries**  
Financial Statement Schedule  
January 29, 2011

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Schedule 2

**Genesco Inc.  
and Subsidiaries**Valuation and Qualifying Accounts  
Year Ended January 29, 2011

<b>In Thousands</b>	<b>Beginning Balance</b>	<b>Charged to Profit and Loss</b>	<b>Increases (Decreases)</b>	<b>Ending Balance</b>
Reserves deducted from assets in the balance sheet:				
Allowance for bad debts	\$ 1,477	\$ 1,078	\$ (316) <sup>(1)</sup>	\$ 2,239
Allowance for cash discounts	6	-0-	2 <sup>(2)</sup>	8
Allowance for wholesale sales returns	1,368	-0-	(549) <sup>(3)</sup>	819
Allowance for customer deductions	27	-0-	23 <sup>(4)</sup>	50
Allowance for co-op advertising	354	-0-	(169) <sup>(5)</sup>	185
<b>Totals</b>	<b>\$ 3,232</b>	<b>\$ 1,078</b>	<b>\$ (1,009)</b>	<b>\$ 3,301</b>

**Year Ended January 30, 2010**

<b>In Thousands</b>	<b>Beginning Balance</b>	<b>Charged to Profit and Loss</b>	<b>Increases (Decreases)</b>	<b>Ending Balance</b>
Reserves deducted from assets in the balance sheet:				
Allowance for bad debts	\$ 1,262	\$ 400	\$ (185) <sup>(1)</sup>	\$ 1,477
Allowance for cash discounts	3	-0-	3 <sup>(2)</sup>	6
Allowance for wholesale sales returns	1,377	-0-	(9) <sup>(3)</sup>	1,368
Allowance for customer deductions	79	-0-	(52) <sup>(4)</sup>	27
Allowance for co-op advertising	331	-0-	23 <sup>(5)</sup>	354
<b>Totals</b>	<b>\$ 3,052</b>	<b>\$ 400</b>	<b>\$ (220)</b>	<b>\$ 3,232</b>

**Year Ended January 31, 2009**

<b>In Thousands</b>	<b>Beginning Balance</b>	<b>Charged to Profit and Loss</b>	<b>Increases (Decreases)</b>	<b>Ending Balance</b>
Reserves deducted from assets in the balance sheet:				
Allowance for bad debts	\$ 148	\$ 1,074	\$ 40 <sup>(1)</sup>	\$ 1,262
Allowance for cash discounts	5	-0-	(2) <sup>(2)</sup>	3
Allowance for wholesale sales returns	776	-0-	601 <sup>(3)</sup>	1,377
Allowance for customer deductions	63	-0-	16 <sup>(4)</sup>	79
Allowance for co-op advertising	775	-0-	(444) <sup>(5)</sup>	331

<b>Totals</b>	\$ 1,767	\$ 1,074	\$ 211	\$ 3,052
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Note: Most subsidiaries and branches charge credit and collection expense directly to profit and loss. Adding such charges of \$17,000 in 2011, \$9,000 in 2010 and \$6,000 in 2009 to the addition above, the total bad debt expense amounted to \$1.1 million in 2011, \$0.4 million in 2010 and \$1.1 million in 2009.

- (1) Bad debt charged to reserve.
- (2) Adjustment of allowance for estimated discounts to be allowed subsequent to period end on receivables at same date.
- (3) Adjustment of allowance for sales returns to be allowed subsequent to period end on receivables at same date.
- (4) Adjustment of allowance for customer deductions to be allowed subsequent to period end on receivables at same date.
- (5) Adjustment of allowance for estimated co-op advertising to be allowed subsequent to period end on receivables at same date.