

Hanesbrands Inc.  
Form 10-Q  
July 28, 2010

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

**FORM 10-Q**

- ☐ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the quarterly period ended July 3, 2010**  
or  
**○ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934  
For the transition period from to**

**Commission file number: 001-32891**

**Hanesbrands Inc.**  
*(Exact name of registrant as specified in its charter)*

**Maryland**  
*(State of incorporation)*

**20-3552316**  
*(I.R.S. employer identification no.)*

**1000 East Hanes Mill Road  
Winston-Salem, North Carolina**  
*(Address of principal executive office)*

**27105**  
*(Zip code)*

**(336) 519-8080**  
*(Registrant's telephone number including area code)*

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

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

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

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

As of July 26, 2010, there were 95,663,822 shares of the registrant's common stock outstanding.

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### **Trademarks, Trade Names and Service Marks**

We own or have rights to use the trademarks, service marks and trade names that we use in conjunction with the operation of our business. Some of the more important trademarks that we own or have rights to use that appear in this Quarterly Report on Form 10-Q include the *Hanes*, *Champion*, *C9 by Champion*, *Playtex*, *Bali*, *L eggs*, *Just My Size*, *barely there*, *Wonderbra*, *Stedman*, *Outer Banks*, *Zorba*, *Rinbros* and *Duofold* marks, which may be registered in the United States and other jurisdictions. We do not own any trademark, trade name or service mark of any other company appearing in this Quarterly Report on Form 10-Q.



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**FORWARD-LOOKING STATEMENTS**

This Quarterly Report on Form 10-Q includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can generally be identified by the use of words such as may, believe, will, expect, project, estimate, intend, anticipate, plan, continue or similar words. The particular, information appearing under Management's Discussion and Analysis of Financial Condition and Results of Operations includes forward-looking statements. Forward-looking statements inherently involve many risks and uncertainties that could cause actual results to differ materially from those projected in these statements.

Where, in any forward-looking statement, we express an expectation or belief as to future results or events, such expectation or belief is based on the current plans and expectations of our management and expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the expectation or belief will result or be achieved or accomplished. More information on factors that could cause actual results or events to differ materially from those anticipated is included from time to time in our reports filed with the Securities and Exchange Commission (the SEC), including our Annual Report on Form 10-K for the year ended January 2, 2010, particularly under the caption Risk Factors.

All forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q and are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report on Form 10-Q or our Annual Report on Form 10-K for the year ended January 2, 2010, particularly under the caption Risk Factors. We undertake no obligation to update or revise forward-looking statements that may be made to reflect events or circumstances that arise after the date made or to reflect the occurrence of unanticipated events, other than as required by law.

**WHERE YOU CAN FIND MORE INFORMATION**

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can inspect, read and copy these reports, proxy statements and other information at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You can obtain information regarding the operation of the SEC's Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website at [www.sec.gov](http://www.sec.gov) that makes available reports, proxy statements and other information regarding issuers that file electronically.

We make available free of charge at [www.hanesbrands.com](http://www.hanesbrands.com) (in the Investors section) copies of materials we file with, or furnish to, the SEC. By referring to our website, [www.hanesbrands.com](http://www.hanesbrands.com), we do not incorporate our website or its contents into this Quarterly Report on Form 10-Q.

**Table of Contents****PART I****Item 1. Financial Statements****HANESBRANDS INC.****Condensed Consolidated Statements of Income**  
**(in thousands, except per share amounts)**  
**(unaudited)**

|  | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| Net sales                                    | \$ 1,075,852            | \$ 986,022              | \$ 2,003,692            | \$ 1,843,863            |
| Cost of sales                                | 701,046                 | 658,631                 | 1,301,456               | 1,258,596               |
| Gross profit                                 | 374,806                 | 327,391                 | 702,236                 | 585,267                 |
| Selling, general and administrative expenses | 252,001                 | 230,699                 | 493,719                 | 453,937                 |
| Restructuring                                |                         | 12,544                  |                         | 31,215                  |
| Operating profit                             | 122,805                 | 84,148                  | 208,517                 | 100,115                 |
| Other expenses                               | 2,628                   | 168                     | 4,034                   | 4,114                   |
| Interest expense, net                        | 36,573                  | 44,807                  | 74,068                  | 81,607                  |
| Income before income tax expense (benefit)   | 83,604                  | 39,173                  | 130,415                 | 14,394                  |
| Income tax expense (benefit)                 | (1,808)                 | 8,618                   | 8,490                   | 3,167                   |
| Net income                                   | \$ 85,412               | \$ 30,555               | \$ 121,925              | \$ 11,227               |
| Earnings per share:                          |                         |                         |                         |                         |
| Basic  | \$ 0.89                 | \$ 0.32                 | \$ 1.27                 | \$ 0.12                 |
| Diluted                                      | \$ 0.87                 | \$ 0.32                 | \$ 1.25                 | \$ 0.12                 |
| Weighted average shares outstanding:         |                         |                         |                         |                         |
| Basic  | 96,420                  | 95,023                  | 96,376                  | 94,724                  |
| Diluted                                      | 98,027                  | 96,167                  | 97,781                  | 95,607                  |

See accompanying notes to Condensed Consolidated Financial Statements.

**Table of Contents****HANESBRANDS INC.**

**Condensed Consolidated Balance Sheets**  
**(in thousands, except share and per share amounts)**  
**(unaudited)**

|   | <b>July 3,<br/>2010</b> | <b>January 2,<br/>2010</b> |
|---|-------------------------|----------------------------|
| <b>Assets</b>   |                         |                            |
| Cash and cash equivalents   | \$ 36,797               | \$ 38,943                  |
| Trade accounts receivable less allowances of \$25,414 at July 3, 2010 and \$25,776 at January 2, 2010 | 512,801                 | 450,541                    |
| Inventories   | 1,295,621               | 1,049,204                  |
| Deferred tax assets and other current assets  | 271,945                 | 283,869                    |
| <b>Total current assets</b>   | <b>2,117,164</b>        | <b>1,822,557</b>           |
| Property, net   | 595,687                 | 602,826                    |
| Trademarks and other identifiable intangibles, net  | 131,432                 | 136,214                    |
| Goodwill  | 322,002                 | 322,002                    |
| Deferred tax assets and other noncurrent assets   | 447,436                 | 442,965                    |
| <b>Total assets</b>   | <b>\$ 3,613,721</b>     | <b>\$ 3,326,564</b>        |
| <b>Liabilities and Stockholders Equity</b>  |                         |                            |
| Accounts payable  | \$ 460,339              | \$ 351,971                 |
| Accrued liabilities   | 267,266                 | 295,635                    |
| Notes payable   | 32,429                  | 66,681                     |
| Current portion of debt   | 132,515                 | 164,688                    |
| <b>Total current liabilities</b>  | <b>892,549</b>          | <b>878,975</b>             |
| Long-term debt  | 1,868,672               | 1,727,547                  |
| Other noncurrent liabilities  | 390,217                 | 385,323                    |
| <b>Total liabilities</b>  | <b>3,151,438</b>        | <b>2,991,845</b>           |
| Stockholders equity:  |                         |                            |
| Preferred stock (50,000,000 authorized shares; \$.01 par value)                                       |                         |                            |
| Issued and outstanding None   |                         |                            |
| Common stock (500,000,000 authorized shares; \$.01 par value)   |                         |                            |
| Issued and outstanding 95,663,822 at July 3, 2010 and 95,396,967 at January 2, 2010                   | 957                     | 954                        |
| Additional paid-in capital  | 293,826                 | 287,955                    |
| Retained earnings   | 390,730                 | 268,805                    |
| Accumulated other comprehensive loss  | (223,230)               | (222,995)                  |



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|  |              |              |
|--|--------------|--------------|
| Total stockholders' equity                 | 462,283      | 334,719      |
| Total liabilities and stockholders' equity | \$ 3,613,721 | \$ 3,326,564 |

See accompanying notes to Condensed Consolidated Financial Statements.

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**Condensed Consolidated Statements of Cash Flows**  
**(in thousands)**  
**(unaudited)**

|  | <b>Six Months Ended</b> |                         |
|--|-------------------------|-------------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| Operating activities:  |                         |                         |
| Net income   | \$ 121,925              | \$ 11,227               |
| Adjustments to reconcile net income to net cash provided by<br>(used in) operating activities: |                         |                         |
| Depreciation   | 36,601                  | 39,448                  |
| Amortization of intangibles  | 6,128                   | 6,181                   |
| Restructuring  |                         | (1,554)                 |
| Write-off on early extinguishment of debt  | 2,340                   |                         |
| Charges incurred for amendments of credit facilities   |                         | 4,114                   |
| Amortization of debt issuance costs  | 6,482                   | 4,915                   |
| Amortization of loss on interest rate hedge  | 9,542                   |                         |
| Stock compensation expense   | 5,818                   | 18,382                  |
| Deferred taxes and other   | (7,649)                 | (7,281)                 |
| Changes in assets and liabilities:   |                         |                         |
| Accounts receivable  | (63,694)                | (98,093)                |
| Inventories  | (249,419)               | 59,144                  |
| Other assets   | 14,161                  | 18,915                  |
| Accounts payable   | 108,013                 | (36,006)                |
| Accrued liabilities and other  | (54,520)                | 7,125                   |
| Net cash provided by (used in) operating activities  | (64,272)                | 26,517                  |
| Investing activities:  |                         |                         |
| Purchases of property, plant and equipment   | (58,099)                | (77,816)                |
| Proceeds from sales of assets  | 45,196                  | 8,779                   |
| Other  | (519)                   |                         |
| Net cash used in investing activities  | (13,422)                | (69,037)                |
| Financing activities:  |                         |                         |
| Borrowings on notes payable  | 631,745                 | 818,880                 |
| Repayments on notes payable  | (665,991)               | (816,676)               |
| Payments to amend credit facilities  |                         | (22,165)                |
| Borrowings on revolving loan facility  | 1,075,000               | 949,525                 |
| Repayments on revolving loan facility  | (939,500)               | (889,525)               |
| Repayment of debt under 2009 Senior Secured Credit Facility                                    | (59,063)                |                         |
| Borrowings on Accounts Receivable Securitization Facility                                      | 149,406                 | 128,009                 |
| Repayments on Accounts Receivable Securitization Facility                                      | (116,891)               | (144,626)               |

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|   |           |           |
|---|-----------|-----------|
| Proceeds from stock options exercised               | 1,420     |           |
| Other   | 121       | (594)     |
| Net cash provided by financing activities           | 76,247    | 22,828    |
| Effect of changes in foreign exchange rates on cash | (699)     | (89)      |
| Decrease in cash and cash equivalents               | (2,146)   | (19,781)  |
| Cash and cash equivalents at beginning of year      | 38,943    | 67,342    |
| Cash and cash equivalents at end of period          | \$ 36,797 | \$ 47,561 |

See accompanying notes to Condensed Consolidated Financial Statements.

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**HANESBRANDS INC.**

**Notes to Condensed Consolidated Financial Statements  
(dollars and shares in thousands, except per share data)  
(unaudited)**

**(1) Basis of Presentation**

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and, in accordance with those rules and regulations, do not include all information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Management believes that the disclosures made are adequate for a fair statement of the results of operations, financial condition and cash flows of Hanesbrands Inc., a Maryland corporation, and its consolidated subsidiaries (the "Company" or "Hanesbrands"). In the opinion of management, the condensed consolidated interim financial statements reflect all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the results of operations, financial condition and cash flows for the interim periods presented herein. The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make use of estimates and assumptions that affect the reported amounts and disclosures. Actual results may vary from these estimates.

These condensed consolidated interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's most recent Annual Report on Form 10-K. The results of operations for any interim period are not necessarily indicative of the results of operations to be expected for the full year.

To reflect a change previously made in the classification of freight expenses payable, a revision to the six months ended July 4, 2009 Condensed Consolidated Statement of Cash Flows was made to reclassify changes in cash related to these payables from Accrued Liabilities and Other to Accounts Payable. This reclassification had no impact on the Company's previously reported total net cash flows from operating, investing or financing activities.

**(2) Recent Accounting Pronouncements**

***Accounting for Transfers of Financial Assets***

In June 2009, the Financial Accounting Standards Board ("FASB") issued new accounting rules for transfers of financial assets. The new rules require greater transparency and additional disclosures for transfers of financial assets and the entity's continuing involvement with them and changes the requirements for derecognizing financial assets. The new accounting rules are effective for financial asset transfers occurring after the beginning of the Company's first fiscal year that begins after November 15, 2009. The adoption of these new rules did not have a material impact on the financial condition, results of operations or cash flows of the Company.

***Consolidation - Variable Interest Entities***

In June 2009, the FASB issued new accounting rules related to the accounting and disclosure requirements for the consolidation of variable interest entities. The new accounting rules are effective for the Company's first fiscal year that begins after November 15, 2009. The adoption of these new rules did not have a material impact on the financial condition, results of operations or cash flows of the Company.

***Fair Value Disclosures***

In January 2010, the FASB issued new accounting rules related to the disclosure requirements for fair value measurements. The new accounting rules require new disclosures regarding significant transfers between Levels 1 and 2 of the fair value hierarchy and the activity within Level 3 of the fair value hierarchy. The new accounting rules also clarify existing disclosures regarding the level of disaggregation of assets or liabilities

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

and the valuation techniques and inputs used to measure fair value. The new accounting rules are effective for the Company's first interim fiscal period beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of the disclosures effective for the Company's first interim fiscal period beginning after December 15, 2009 did not have a material impact on the Company's financial condition, results of operations or cash flows but resulted in certain additional disclosures reflected in Note 8.

**(3) Earnings Per Share**

Basic earnings per share (EPS) was computed by dividing net income by the number of weighted average shares of common stock outstanding during the quarters and six months ended July 3, 2010 and July 4, 2009. Diluted EPS was calculated to give effect to all potentially dilutive shares of common stock using the treasury stock method. The reconciliation of basic to diluted weighted average shares for the quarters and six months ended July 3, 2010 and July 4, 2009 is as follows:

|  | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| Basic weighted average shares              | 96,420                  | 95,023                  | 96,376                  | 94,724                  |
| Effect of potentially dilutive securities: |                         |                         |                         |                         |
| Stock options                              | 1,062                   |                         | 842                     |                         |
| Restricted stock units                     | 542                     | 1,049                   | 561                     | 730                     |
| Employee stock purchase plan and other     | 3                       | 95                      | 2                       | 153                     |
| Diluted weighted average shares            | 98,027                  | 96,167                  | 97,781                  | 95,607                  |

For the quarters ended July 3, 2010 and July 4, 2009, options to purchase 606 and 5,943 shares of common stock, respectively, were excluded from the diluted earnings per share calculation because their effect would be anti-dilutive. For the six months ended July 3, 2010 and July 4, 2009, 0 and 48 restricted stock units, respectively, and options to purchase 606 and 5,943 shares of common stock, respectively, were excluded from the diluted earnings per share calculation because their effect would be anti-dilutive.

**(4) Inventories**

Inventories consisted of the following:

| <b>July 3,<br/>2010</b> | <b>January 2,<br/>2010</b> |
|-------------------------|----------------------------|
|-------------------------|----------------------------|

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|                 |              |              |
|-----------------|--------------|--------------|
| Raw materials   | \$ 142,522   | \$ 106,138   |
| Work in process | 142,445      | 100,686      |
| Finished goods  | 1,010,654    | 842,380      |
|                 | \$ 1,295,621 | \$ 1,049,204 |

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

**(5) Trade Accounts Receivable*****Allowances for Trade Accounts Receivable***

The changes in the Company's allowance for doubtful accounts and allowance for chargebacks and other deductions for the quarter and six months ended July 3, 2010 are as follows:

|                            | <b>Allowance<br/>for<br/>Doubtful<br/>Accounts</b> | <b>Allowance<br/>for<br/>Chargebacks<br/>and Other<br/>Deductions</b> | <b>Total</b> |
|----------------------------|--|---|--------------|
| Balance at January 2, 2010 | \$ 15,502  | \$ 10,274   | \$ 25,776    |
| Charged to expenses        | (107)  | 6,026   | 5,919        |
| Deductions and write-offs  | (53)   | (893)   | (946)        |
| Balance at April 3, 2010   | 15,342   | 15,407  | 30,749       |
| Charged to expenses        | (1,617)  | (1,852)   | (3,469)      |
| Deductions and write-offs  | (79)   | (1,787)   | (1,866)      |
| Balance at July 3, 2010    | \$ 13,646  | \$ 11,768   | \$ 25,414    |

Charges to the allowance for doubtful accounts are reflected in the Selling, general and administrative expenses line and charges to the allowance for customer chargebacks and other customer deductions are primarily reflected as a reduction in the Net sales line of the Condensed Consolidated Statements of Income. Deductions and write-offs, which do not increase or decrease income, represent write-offs of previously reserved accounts receivable and allowed customer chargebacks and deductions against gross accounts receivable.

***Sales of Accounts Receivable***

In March 2010, the Company entered into an agreement to sell selected trade accounts receivable to a financial institution. After the sale, the Company does not retain any interests in the receivables and the financial institution services and collects these accounts receivable directly from the customer. Net proceeds of this accounts receivable sale program are recognized in the Condensed Consolidated Statement of Cash Flows as part of operating cash flows. The funding fees charged for this program are recorded in the Other expenses line in the Condensed Consolidated Statement of Income.

During the quarter and six months ended July 3, 2010, the Company recognized funding fees of \$974 and \$1,463, respectively, for sales of accounts receivable to financial institutions in the Other expenses line in the Condensed



Consolidated Statements of Income.

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

**(6) Debt**

The Company had the following debt at July 3, 2010 and January 2, 2010:

|   | <b>Interest<br/>Rate as<br/>of<br/>July 3,<br/>2010</b> | <b>Principal Amount<br/>July 3,<br/>2010</b> | <b>January 2,<br/>2010</b> | <b>Maturity Date</b> |
|---|---|--|----------------------------|----------------------|
| 2009 Senior Secured Credit Facility:        |   |  |                            |                      |
| Term Loan Facility                          | 5.25%   | \$ 690,937                                   | \$ 750,000                 | December 2015        |
| Revolving Loan Facility                     | 4.93%   | 187,000                                      | 51,500                     | December 2013        |
| 8% Senior Notes                             | 8.00%   | 500,000                                      | 500,000                    | December 2016        |
| Floating Rate Senior Notes                  | 4.12%   | 490,735                                      | 490,735                    | December 2014        |
| Accounts Receivable Securitization Facility | 2.90%   | 132,515                                      | 100,000                    | December 2010        |
|   |   | 2,001,187                                    | 1,892,235                  |                      |
| Less current maturities                     |   | 132,515                                      | 164,688                    |                      |
|   |   | \$ 1,868,672                                 | \$ 1,727,547               |                      |

As of July 3, 2010, the Company had \$187,000 outstanding under the \$400,000 revolving loan facility under the senior secured credit facility that the Company entered into in 2006 (the 2006 Senior Secured Credit Facility ) and amended and restated in December 2009 (as amended and restated, the 2009 Senior Secured Credit Facility ), \$19,246 of standby and trade letters of credit issued and outstanding under this facility and \$193,754 of borrowing availability.

On January 29, 2010, in recognition of the lower trade accounts receivable balance resulting from the sale by the Company of certain trade accounts receivable to a financial institution outside the accounts receivable securitization facility that the Company entered into in November 2007 (the Accounts Receivable Securitization Facility ), HBI Receivables LLC, the Company's wholly-owned bankruptcy-remote subsidiary that is a party to such facility, gave notice to the agent and the managing agents under the Accounts Receivable Securitization Facility that, as permitted by the terms of such facility, effective February 11, 2010, the amount of funding available under the Accounts Receivable Securitization Facility was being reduced from \$250,000 to \$150,000. During the quarter and six months ended July 3, 2010, the Company recognized \$0 and \$686, respectively, of a write-off on early extinguishment of debt related to unamortized debt issuance costs on the Accounts Receivable Securitization Facility as a result of the reduction in borrowing capacity. During the quarter and six months ended July 3, 2010, the Company recognized \$1,654 of a write-off on early extinguishment of debt related to unamortized debt issuance costs on the 2009 Senior Secured Credit Facility as a result of the prepayment of \$57,188 of principal in April 2010. The Company also recognized \$0 and \$231 in additional charges related to the amendments of credit facilities in 2009 during the quarter and six months ended July 3, 2010, respectively. These charges are reflected in the Other expenses line of the

Condensed Consolidated Statements of Income.

During the quarter and six months ended July 4, 2009, the Company recognized charges of \$168 and \$4,114, respectively, in the Other expenses line of the Condensed Consolidated Statements of Income, which represent certain costs related to amendments of the 2006 Senior Secured Credit Facility and the Accounts Receivable Securitization Facility.

As of July 3, 2010, the Company was in compliance with all covenants under its credit facilities.

**(7) Financial Instruments and Risk Management**

The Company uses financial instruments to manage its exposures to movements in interest rates, foreign exchange rates and commodity prices. The use of these financial instruments modifies the Company's exposure

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**HANESBRANDS INC.**

**Notes to Condensed Consolidated Financial Statements (Continued)**  
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to these risks with the goal of reducing the risk or cost to the Company. The Company does not use derivatives for trading purposes and is not a party to leveraged derivative contracts.

The Company recognizes all derivative instruments as either assets or liabilities at fair value in the Condensed Consolidated Balance Sheets. The fair value is based upon either market quotes for actively traded instruments or independent bids for nonexchange traded instruments. The Company formally documents its hedge relationships, including identifying the hedging instruments and the hedged items, as well as its risk management objectives and strategies for undertaking the hedge transaction. This process includes linking derivatives that are designated as hedges of specific assets, liabilities, firm commitments or forecasted transactions to the hedged risk. On the date the derivative is entered into, the Company designates the derivative as a fair value hedge, cash flow hedge, net investment hedge or a mark to market hedge, and accounts for the derivative in accordance with its designation. The Company also formally assesses, both at inception and at least quarterly thereafter, whether the derivatives are highly effective in offsetting changes in either the fair value or cash flows of the hedged item. If it is determined that a derivative ceases to be a highly effective hedge, or if the anticipated transaction is no longer likely to occur, the Company discontinues hedge accounting, and any deferred gains or losses are recorded in the respective measurement period. The Company currently does not have any fair value or net investment hedge instruments.

The Company may be exposed to credit losses in the event of nonperformance by individual counterparties or the entire group of counterparties to the Company's derivative contracts. Risk of nonperformance by counterparties is mitigated by dealing with highly rated counterparties and by diversifying across counterparties.

***Mark to Market Hedges***

A derivative used as a hedging instrument whose change in fair value is recognized to act as an economic hedge against changes in the values of the hedged item is designated a mark to market hedge.

***Mark to Market Hedges Intercompany Foreign Exchange Transactions***

The Company uses foreign exchange derivative contracts to reduce the impact of foreign exchange fluctuations on anticipated intercompany purchase and lending transactions denominated in foreign currencies. Foreign exchange derivative contracts are recorded as mark to market hedges when the hedged item is a recorded asset or liability that is revalued in each accounting period. Mark to market hedge derivatives relating to intercompany foreign exchange contracts are reported in the Condensed Consolidated Statements of Cash Flows as cash flow from operating activities. As of July 3, 2010, the U.S. dollar equivalent of commitments to purchase and sell foreign currencies in the Company's foreign currency mark to market hedge derivative portfolio is \$11,756 and \$41,692, respectively, using the exchange rate at the reporting date.

***Cash Flow Hedges***

A hedge of a forecasted transaction or of the variability of cash flows to be received or paid related to a recognized asset or liability is designated as a cash flow hedge. The effective portion of the change in the fair value of a derivative that is designated as a cash flow hedge is recorded in the Accumulated other comprehensive loss line of the Condensed Consolidated Balance Sheets. When the impact of the hedged item is recognized in the income statement,

the gain or loss included in Accumulated other comprehensive loss is reported on the same line in the Condensed Consolidated Statements of Income as the hedged item.

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*Cash Flow Hedges Interest Rate Derivatives*

The Company has executed in the past certain interest rate cash flow hedges in the form of swaps and caps in order to mitigate the Company's exposure to variability in cash flows for the future interest payments on a designated portion of floating rate debt. The effective portion of interest rate hedge gains and losses deferred in Accumulated other comprehensive loss is reclassified into earnings as the underlying debt interest payments are recognized. Interest rate cash flow hedge derivatives are reported as a component of interest expense and therefore are reported as cash flow from operating activities similar to the manner in which cash interest payments are reported in the Condensed Consolidated Statements of Cash Flows.

The Company is required under the 2009 Senior Secured Credit Facility to hedge a portion of its floating rate debt to reduce interest rate risk caused by floating rate debt issuance. To comply with this requirement, in the quarter ended April 3, 2010, the Company entered into hedging arrangements whereby it capped the LIBOR interest rate component on an aggregate of \$490,735 of the floating rate debt under the Floating Rate Senior Notes at 4.262%. The interest rate cap arrangements, with notional amounts of \$240,735 and \$250,000, expire in December 2011.

*Cash Flow Hedges Foreign Currency Derivatives*

The Company uses forward exchange and option contracts to reduce the effect of fluctuating foreign currencies on short-term foreign currency-denominated transactions, foreign currency-denominated investments, and other known foreign currency exposures. Gains and losses on these contracts are intended to offset losses and gains on the hedged transaction in an effort to reduce the earnings volatility resulting from fluctuating foreign currency exchange rates. The effective portion of foreign exchange hedge gains and losses deferred in Accumulated other comprehensive loss is reclassified into earnings as the underlying inventory is sold, using historical inventory turnover rates. The settlement of foreign exchange hedge derivative contracts related to the purchase of inventory or other hedged items are reported in the Condensed Consolidated Statements of Cash Flows as cash flow from operating activities.

Historically, the principal currencies hedged by the Company include the Euro, Mexican peso, Canadian dollar and Japanese yen. Forward exchange contracts mature on the anticipated cash requirement date of the hedged transaction, generally within one year. As of July 3, 2010, the U.S. dollar equivalent of commitments to sell foreign currencies in the Company's foreign currency cash flow hedge derivative portfolio was \$28,302, using the exchange rate at that date.

*Cash Flow Hedges Commodity Derivatives*

Cotton is the primary raw material used to manufacture many of the Company's products and is purchased at market prices. From time to time, the Company uses commodity financial instruments to hedge the price of cotton, for which there is a high correlation between the hedged item and the hedge instrument. Gains and losses on these contracts are intended to offset losses and gains on the hedged transactions in an effort to reduce the earnings volatility resulting from fluctuating commodity prices. The effective portion of commodity hedge gains and losses deferred in

Accumulated other comprehensive loss is reclassified into earnings as the underlying inventory is sold, using historical inventory turnover rates. The settlement of commodity hedge derivative contracts related to the purchase of inventory is reported in the Condensed Consolidated Statements of Cash Flows as cash flow from operating activities. There were no amounts outstanding under cotton futures or cotton option contracts at July 3, 2010 and January 2,

2010.

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*Fair Values of Derivative Instruments*

The fair values of derivative financial instruments recognized in the Condensed Consolidated Balance Sheets of the Company were as follows:

|  | Balance Sheet Location | Fair Value      |                    |
|--|------------------------|-----------------|--------------------|
|  |                        | July 3,<br>2010 | January 2,<br>2010 |
| <b>Derivative assets hedges</b>          |                        |                 |                    |
| Interest rate contracts                  | Other assets           | \$ 102          | \$                 |
| Foreign exchange contracts               | Other current assets   | 157             | 407                |
| Total derivative assets hedges           |                        | 259             | 407                |
| <b>Derivative assets non-hedges</b>      |                        |                 |                    |
| Foreign exchange contracts               | Other current assets   | 1,015           | 207                |
| <b>Total derivative assets</b>           |                        | \$ 1,274        | \$ 614             |
| <b>Derivative liabilities hedges</b>     |                        |                 |                    |
| Foreign exchange contracts               | Accrued liabilities    | (304)           | (107)              |
| Total derivative liabilities hedges      |                        | (304)           | (107)              |
| <b>Derivative liabilities non-hedges</b> |                        |                 |                    |
| Foreign exchange contracts               | Accrued liabilities    | (312)           | (432)              |
| <b>Total derivative liabilities</b>      |                        | \$ (616)        | \$ (539)           |
| <b>Net derivative asset</b>              |                        | \$ 658          | \$ 75              |

*Net Derivative Gain or Loss*

The effect of cash flow hedge derivative instruments on the Condensed Consolidated Statements of Income and Accumulated Other Comprehensive Loss is as follows:

| Amount of<br>Gain (Loss) | Amount of<br>Gain (Loss)<br>Reclassified from |
|--------------------------|---|
|--------------------------|---|



|                            | <b>Recognized in<br/>Accumulated Other<br/>Comprehensive Loss<br/>(Effective Portion)<br/>Quarter Ended</b> |                         | <b>Location of<br/>Gain (Loss)<br/>Reclassified from<br/>Accumulated Other<br/>Comprehensive<br/>Loss into Income<br/>(Effective Portion)</b> | <b>Accumulated<br/>Other Comprehensive<br/>Loss into Income<br/>(Effective Portion)<br/>Quarter Ended</b> |                         |
|----------------------------|---|-------------------------|---|---|-------------------------|
|                            | <b>July 3,<br/>2010</b>   | <b>July 4,<br/>2009</b> |   | <b>July 3,<br/>2010</b>   | <b>July 4,<br/>2009</b> |
| Interest rate contracts    | \$ (247)  | \$ 6,996                | Interest expense, net   | \$ (4,765)  | \$ (101)                |
| Foreign exchange contracts | 1,222   | (1,739)                 | Cost of sales   | 153   | (219)                   |
| <b>Total</b>               | \$ 975  | \$ 5,257                |   | \$ (4,612)  | \$ (320)                |

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
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|                            | Amount of<br>Gain (Loss)<br>Recognized in<br>Accumulated Other<br>Comprehensive Loss<br>(Effective Portion)<br>Six Months Ended |                 | Location of<br>Gain (Loss)<br>Reclassified from<br>Accumulated Other<br>Comprehensive<br>Loss into Income<br>(Effective Portion) | Amount of<br>Gain (Loss)<br>Reclassified from<br>Accumulated<br>Other Comprehensive<br>Loss into Income<br>(Effective Portion)<br>Six Months Ended |                 |
|----------------------------|---|-----------------|--|--|-----------------|
|                            | July 3,<br>2010   | July 4,<br>2009 |  | July 3,<br>2010  | July 4,<br>2009 |
| Interest rate contracts    | \$ (417)  | \$ 18,012       | Interest expense, net  | \$ (9,622)   | \$ (129)        |
| Foreign exchange contracts | 291   | (869)           | Cost of sales  | (624)  | 1,113           |
| Commodity contracts        |   |                 | Cost of sales  |  | (96)            |
| <b>Total</b>               | \$ (126)  | \$ 17,143       |  | \$ (10,246)  | \$ 888          |

The Company expects to reclassify into earnings during the next 12 months a net loss from Accumulated Other Comprehensive Loss of approximately \$14,783.

The changes in fair value of derivatives excluded from the Company's effectiveness assessments and the ineffective portion of the changes in the fair value of derivatives used as cash flow hedges are reported in the Selling, general and administrative expenses line in the Condensed Consolidated Statements of Income. The Company recognized gains (losses) for the quarter and six months ended July 3, 2010 related to ineffectiveness of hedging relationships for foreign exchange contracts of \$(2) and \$7, respectively. The Company recognized losses related to ineffectiveness of hedging relationships for the quarter ended July 4, 2009 of \$(150), consisting of \$(143) for interest rate contracts and \$(7) for foreign exchange contracts. The Company recognized gains (losses) related to ineffectiveness of hedging relationships for the six months ended July 4, 2009 of \$144, consisting of \$152 for interest rate contracts and \$(8) for foreign exchange contracts.

The effect of mark to market hedge derivative instruments on the Condensed Consolidated Statements of Income is as follows:

| Location of Gain (Loss)<br>Recognized in Income on<br>Derivative | Amount of Gain<br>(Loss)<br>Recognized in<br>Income<br>Quarter Ended |                 | Amount of Gain<br>(Loss)<br>Recognized in<br>Income<br>Six Months Ended |                 |
|--|--|-----------------|---|-----------------|
|  | July 3,<br>2010  | July 4,<br>2009 | July 3,<br>2010   | July 4,<br>2009 |

|                            |  |          |          |        |          |
|----------------------------|--|----------|----------|--------|----------|
| Foreign exchange contracts | Selling, general and administrative expenses | \$ 2,573 | \$ 1,132 | \$ 529 | \$ 1,176 |
| <b>Total</b>               |  | \$ 2,573 | \$ 1,132 | \$ 529 | \$ 1,176 |

**(8) Fair Value of Assets and Liabilities**

Fair value is an exit price, representing the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability. A three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value, is utilized for disclosing the fair value of the Company's assets and liabilities. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs about which little or no market data exists, therefore requiring an entity to develop its own assumptions.

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As of July 3, 2010, the Company held certain financial assets and liabilities that are required to be measured at fair value on a recurring basis. These consisted of the Company's derivative instruments related to interest rates and foreign exchange rates. The Company's defined benefit pension plan investments are not required to be measured at fair value on a recurring basis. The fair values of interest rate derivatives are determined with pricing models using LIBOR interest rate curves, spreads, volatilities and other relevant information developed using market data and are categorized as Level 2. The fair values of foreign currency derivatives are determined using the cash flows of the foreign exchange contract, discount rates to account for the passage of time and current foreign exchange market data and are categorized as Level 2.

There were no changes during the quarter ended July 3, 2010 to the Company's valuation techniques used to measure asset and liability fair values on a recurring basis. There were no transfers between the three level categories and there were no Level 3 assets or liabilities measured on a quarterly basis during the quarter ended July 3, 2010. As of July 3, 2010, the Company did not have any non-financial assets or liabilities that are required to be measured at fair value on a recurring or non-recurring basis.

The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities accounted for at fair value on a recurring basis.

|                                       | <b>Assets (Liabilities) at Fair Value as of<br/>July 3, 2010</b>                              |  |  |
|---------------------------------------|---|--|--|
|                                       | <b>Quoted<br/>Prices<br/>In Active<br/>Markets for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> |
| Foreign exchange derivative contracts | \$  | \$ 1,172   | \$   |
| Foreign exchange derivative contracts |   | (616)  |  |
| Interest rate derivative contracts    |   | 102  |  |
| Total                                 | \$  | \$ 658   | \$   |

|  | <b>Assets (Liabilities) at Fair Value as of<br/>January 2, 2010</b> |                              |                    |
|--|---|------------------------------|--------------------|
|  | <b>Quoted<br/>Prices<br/>In Active</b>                              | <b>Significant<br/>Other</b> | <b>Significant</b> |

|                                       | <b>Markets for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Unobservable<br/>Inputs<br/>(Level 3)</b> |
|---------------------------------------|---|--|--|
| Foreign exchange derivative contracts | \$  | \$ 614                                     | \$   |
| Foreign exchange derivative contracts |   | (539)                                      |  |
| Total                                 | \$  | \$ 75                                      | \$   |

### ***Fair Value of Financial Instruments***

The carrying amounts of cash and cash equivalents, trade accounts receivable, notes receivable and accounts payable approximated fair value as of July 3, 2010 and January 2, 2010. The fair value of debt was \$1,974,227 and \$1,881,868 as of July 3, 2010 and January 2, 2010 and had a carrying value of \$2,001,187 and \$1,892,235, respectively. The fair values were estimated using quoted market prices as provided in secondary markets which consider the Company's credit risk and market related conditions. The carrying amounts of the Company's notes payable approximated fair value as of July 3, 2010 and January 2, 2010, primarily due to the short-term nature of these instruments.

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**(9) Comprehensive Income**

The Company's comprehensive income is as follows:

|   | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|---|-------------------------|-------------------------|-------------------------|-------------------------|
|   | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| Net income  | \$ 85,412               | \$ 30,555               | \$ 121,925              | \$ 11,227               |
| Translation adjustments   | (6,831)                 | 10,791                  | (6,320)                 | 8,256                   |
| Amortization of loss on interest rate hedge, net of tax of \$1,880, \$0, \$3,804 and \$0, respectively                | 2,837                   |                         | 5,737                   |                         |
| Net derivative activity on qualifying cash flow hedges, net of tax of \$347, \$2,170, \$231 and \$6,324, respectively | 523                     | 3,407                   | 348                     | 9,931                   |
| Amounts amortized into net periodic cost:   |                         |                         |                         |                         |
| Prior service cost, net of tax of \$3, \$3, \$6 and \$6, respectively   | 4                       | 4                       | 8                       | 8                       |
| Actuarial loss, net of tax of \$860, \$810, \$1,720 and \$1,620, respectively   | 1,297                   | 1,271                   | 2,594                   | 2,542                   |
| Comprehensive income  | \$ 83,242               | \$ 46,028               | \$ 124,292              | \$ 31,964               |

**(10) Income Taxes**

The Company's effective income tax rate was (2)% and 7% for the quarter and six months ended July 3, 2010, respectively, and 22% for the quarter and six months ended July 3, 2009.

The effective income tax rate of (2)% and 7% for the quarter and six months ended July 3, 2010, respectively, was primarily attributable to a discrete, non-recurring income tax benefit of approximately \$17 million and \$20 million for the quarter and six months ended July 3, 2010, respectively. The income tax benefit resulted from a change in estimate associated with the remeasurement of unrecognized tax benefit accruals and the determination that certain tax positions had been effectively settled following the finalization of tax reviews and audits for amounts that were less than originally anticipated. This non-recurring income tax benefit was partially offset by a lower proportion of the Company's earnings attributed to foreign subsidiaries than in the quarter and six months ended July 4, 2009 which are taxed at rates lower than the U.S. statutory rate.

The Company and Sara Lee Corporation ( "Sara Lee" ) entered into a tax sharing agreement in connection with the spin off of the Company from Sara Lee on September 5, 2006. Under the tax sharing agreement, within 180 days after Sara Lee filed its final consolidated tax return for the period that included September 5, 2006, Sara Lee was required to deliver to the Company a computation of the amount of deferred taxes attributable to the Company's United States and Canadian operations that would be included on the Company's opening balance sheet as of September 6, 2006 ( "as finally determined" ) which has been done. The Company has the right to participate in the computation of the amount

of deferred taxes. Under the tax sharing agreement, if substituting the amount of deferred taxes as finally determined for the amount of estimated deferred taxes that were included on that balance sheet at the time of the spin off causes a decrease in the net book value reflected on that balance sheet, then Sara Lee will be required to pay the Company the amount of such decrease. If such substitution causes an increase in the net book value reflected on that balance sheet, then the Company will be required to pay Sara Lee the amount of such increase. For purposes of this computation, the Company's deferred taxes are the amount of deferred tax benefits (including deferred tax consequences attributable to deductible temporary differences and carryforwards) that would be recognized as assets on the Company's balance sheet computed in accordance with GAAP, but without regard to valuation

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allowances, less the amount of deferred tax liabilities (including deferred tax consequences attributable to taxable temporary differences) that would be recognized as liabilities on the Company's opening balance sheet computed in accordance with GAAP, but without regard to valuation allowances. Neither the Company nor Sara Lee will be required to make any other payments to the other with respect to deferred taxes.

Based on the Company's computation of the final amount of deferred taxes for the Company's opening balance sheet as of September 6, 2006, the amount that is expected to be collected from Sara Lee based on the Company's computation of \$72,223, which reflects a preliminary cash installment received from Sara Lee of \$18,000, is included as a receivable in "Deferred tax assets and other current assets" in the Condensed Consolidated Balance Sheets as of July 3, 2010 and January 2, 2010. The Company and Sara Lee have exchanged information in connection with this matter, but Sara Lee has disagreed with the Company's computation. In accordance with the dispute resolution provisions of the tax sharing agreement, on August 3, 2009, the Company submitted the dispute to binding arbitration. The arbitration process is ongoing, and the Company will continue to prosecute its claim. The Company does not believe that the resolution of this dispute will have a material impact on the Company's financial position, results of operations or cash flows.

**(11) Business Segment Information**

The Company's operations are managed and reported in five operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Outerwear, Hosiery, Direct to Consumer and International. These segments are organized principally by product category, geographic location and distribution channel. Management of each segment is responsible for the operations of these segments' businesses but shares a common supply chain and media and marketing platforms. In October 2009, the Company completed the sale of its yarn operations and, as a result, the Company no longer has net sales in the Other segment, which was primarily comprised of sales of yarn to third parties.

The types of products and services from which each reportable segment derives its revenues are as follows:

Innerwear sells basic branded products that are replenishment in nature under the product categories of women's intimate apparel, men's underwear, kids' underwear and socks.

Outerwear sells basic branded products that are primarily seasonal in nature under the product categories of casualwear and activewear.

Hosiery sells products in categories such as pantyhose, knee highs and tights.

Direct to Consumer includes the Company's value-based ( "outlet" ) stores and Internet operations which sell products from the Company's portfolio of leading brands. The Company's Internet operations are supported by its catalogs.

International relates to the Latin America, Asia, Canada, Europe and South America geographic locations which sell products that span across the Innerwear, Outerwear and Hosiery reportable segments.



The Company evaluates the operating performance of its segments based upon segment operating profit, which is defined as operating profit before general corporate expenses, amortization of trademarks and other identifiable intangibles and restructuring and related accelerated depreciation charges and inventory write-offs. The accounting policies of the segments are consistent with those described in Note 2 to the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended January 2, 2010.

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|                     | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|---------------------|-------------------------|-------------------------|-------------------------|-------------------------|
|                     | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| <b>Net sales:</b>   |                         |                         |                         |                         |
| Innerwear           | \$ 559,250              | \$ 508,337              | \$ 1,010,067            | \$ 926,327              |
| Outerwear           | 263,331                 | 226,835                 | 505,179                 | 444,346                 |
| Hosiery             | 31,923                  | 39,966                  | 79,831                  | 90,348                  |
| Direct to Consumer  | 93,861                  | 93,458                  | 178,353                 | 174,854                 |
| International       | 127,487                 | 111,792                 | 230,262                 | 199,711                 |
| Other               |                         | 5,634                   |                         | 8,277                   |
| <br>Total net sales | <br>\$ 1,075,852        | <br>\$ 986,022          | <br>\$ 2,003,692        | <br>\$ 1,843,863        |

|   | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|---|-------------------------|-------------------------|-------------------------|-------------------------|
|   | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| <b>Segment operating profit (loss):</b>   |                         |                         |                         |                         |
| Innerwear   | \$ 88,695               | \$ 83,312               | \$ 163,671              | \$ 130,668              |
| Outerwear   | 17,361                  | 6,882                   | 22,323                  | (6,837)                 |
| Hosiery   | 8,833                   | 12,104                  | 27,339                  | 29,577                  |
| Direct to Consumer  | 7,264                   | 10,938                  | 8,137                   | 15,346                  |
| International   | 14,733                  | 9,969                   | 25,638                  | 19,137                  |
| Other   |                         | (1,795)                 |                         | (1,810)                 |
| <br>Total segment operating profit  | <br>136,886             | <br>121,410             | <br>247,108             | <br>186,081             |
| Items not included in segment operating profit (loss):                            |                         |                         |                         |                         |
| General corporate expenses  | (11,079)                | (21,506)                | (32,463)                | (42,694)                |
| Amortization of trademarks and other identifiable intangibles                     | (3,002)                 | (3,092)                 | (6,128)                 | (6,181)                 |
| Restructuring   |                         | (12,544)                |                         | (31,215)                |
| Inventory write-offs included in cost of sales                                    |                         | (159)                   |                         | (3,247)                 |
| Accelerated depreciation included in cost of sales                                |                         | 224                     |                         | (2,274)                 |
| Accelerated depreciation included in selling, general and administrative expenses |                         | (185)                   |                         | (355)                   |
| <br>Total operating profit  | <br>122,805             | <br>84,148              | <br>208,517             | <br>100,115             |
| Other expenses  | (2,628)                 | (168)                   | (4,034)                 | (4,114)                 |
| Interest expense, net   | (36,573)                | (44,807)                | (74,068)                | (81,607)                |

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|  |    |        |    |        |    |         |    |        |
|--|----|--------|----|--------|----|---------|----|--------|
| Income before income tax expense (benefit) | \$ | 83,604 | \$ | 39,173 | \$ | 130,415 | \$ | 14,394 |
|--|----|--------|----|--------|----|---------|----|--------|

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|   | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|---|-------------------------|-------------------------|-------------------------|-------------------------|
|   | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| <b>Depreciation and amortization expense:</b> |                         |                         |                         |                         |
| Innerwear                                     | \$ 8,367                | \$ 9,703                | \$ 17,216               | \$ 18,985               |
| Outerwear                                     | 4,669                   | 5,294                   | 9,689                   | 10,881                  |
| Hosiery                                       | 733                     | 1,044                   | 1,528                   | 2,185                   |
| Direct to Consumer                            | 1,445                   | 1,265                   | 2,770                   | 2,362                   |
| International                                 | 593                     | 508                     | 1,155                   | 1,028                   |
| Other   |                         | 84                      |                         | 128                     |
|   | 15,807                  | 17,898                  | 32,358                  | 35,569                  |
| Corporate                                     | 4,086                   | 3,681                   | 10,371                  | 10,060                  |
| Total depreciation and amortization expense   | \$ 19,893               | \$ 21,579               | \$ 42,729               | \$ 45,629               |

|  | <b>Quarter Ended</b>    |                         | <b>Six Months Ended</b> |                         |
|--|-------------------------|-------------------------|-------------------------|-------------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |
| <b>Additions to long-lived assets:</b> |                         |                         |                         |                         |
| Innerwear                              | \$ 14,269               | \$ 7,638                | \$ 27,140               | \$ 29,008               |
| Outerwear                              | 9,368                   | 8,899                   | 19,650                  | 38,149                  |
| Hosiery                                | 196                     | 102                     | 302                     | 403                     |
| Direct to Consumer                     | 3,661                   | 3,383                   | 7,353                   | 6,236                   |
| International                          | 539                     | 305                     | 1,259                   | 489                     |
| Other                                  |                         | 7                       |                         | 19                      |
|  | 28,033                  | 20,334                  | 55,704                  | 74,304                  |
| Corporate                              | 1,842                   | 1,749                   | 2,395                   | 3,512                   |
| Total additions to long-lived assets   | \$ 29,875               | \$ 22,083               | \$ 58,099               | \$ 77,816               |

**(12) Consolidating Financial Information**

In accordance with the indenture governing the Company's \$500,000 Floating Rate Senior Notes issued on December 14, 2006 and the indenture governing the Company's \$500,000 8% Senior Notes issued on December 10, 2009 (together, the Indentures), certain of the Company's subsidiaries have guaranteed the Company's obligations

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under the Floating Rate Senior Notes and the 8% Senior Notes, respectively. The following presents the condensed consolidating financial information separately for:

- (i) Parent Company, the issuer of the guaranteed obligations. Parent Company includes Hanesbrands Inc. and its 100% owned operating divisions which are not legal entities, and excludes its subsidiaries which are legal entities;
- (ii) Guarantor subsidiaries, on a combined basis, as specified in the Indentures;
- (iii) Non-guarantor subsidiaries, on a combined basis;

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

(iv) Consolidating entries and eliminations representing adjustments to (a) eliminate intercompany transactions between or among Parent Company, the guarantor subsidiaries and the non-guarantor subsidiaries, (b) eliminate intercompany profit in inventory, (c) eliminate the investments in our subsidiaries and (d) record consolidating entries; and

(v) Parent Company, on a consolidated basis.

The Floating Rate Senior Notes and the 8% Senior Notes are fully and unconditionally guaranteed on a joint and several basis by each guarantor subsidiary, each of which is wholly owned, directly or indirectly, by Hanesbrands Inc. Each entity in the consolidating financial information follows the same accounting policies as described in the Company's consolidated financial statements included in its Annual Report on Form 10-K for the year ended January 2, 2010, except for the use by the Parent Company and guarantor subsidiaries of the equity method of accounting to reflect ownership interests in subsidiaries which are eliminated upon consolidation.

**Condensed Consolidating Statement of Income**  
**Quarter Ended July 3, 2010**

|  | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|--|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| Net sales  | \$ 1,031,427              | \$ 109,142                        | \$ 803,854                            | \$ (868,571)  | \$ 1,075,852        |
| Cost of sales  | 823,410                   | 39,051                            | 708,818                               | (870,233)   | 701,046             |
| Gross profit   | 208,017                   | 70,091                            | 95,036                                | 1,662   | 374,806             |
| Selling, general and<br>administrative expenses      | 201,078                   | 22,514                            | 28,014                                | 395   | 252,001             |
| Operating profit                                     | 6,939                     | 47,577                            | 67,022                                | 1,267   | 122,805             |
| Equity in earnings (loss) of<br>subsidiaries         | 102,586                   | 47,219                            |                                       | (149,805)   |                     |
| Other expenses                                       | 2,628                     |                                   |                                       |   | 2,628               |
| Interest expense, net                                | 33,642                    | (23)                              | 2,951                                 | 3   | 36,573              |
| Income (loss) before income<br>tax expense (benefit) | 73,255                    | 94,819                            | 64,071                                | (148,541)   | 83,604              |
| Income tax expense (benefit)                         | (12,157)                  | 7,025                             | 3,324                                 |   | (1,808)             |
| Net income (loss)                                    | \$ 85,412                 | \$ 87,794                         | \$ 60,747                             | \$ (148,541)  | \$ 85,412           |



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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

**Condensed Consolidating Statement of Income**  
**Quarter Ended July 4, 2009**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|---|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| Net sales                                       | \$ 1,013,607              | \$ 109,757                        | \$ 732,070                            | \$ (869,412)  | \$ 986,022          |
| Cost of sales                                   | 794,669                   | 38,355                            | 660,423                               | (834,816)   | 658,631             |
| Gross profit                                    | 218,938                   | 71,402                            | 71,647                                | (34,596)  | 327,391             |
| Selling, general and<br>administrative expenses | 186,533                   | 21,051                            | 22,804                                | 311   | 230,699             |
| Restructuring                                   | 11,888                    |                                   | 656                                   |   | 12,544              |
| Operating profit (loss)                         | 20,517                    | 50,351                            | 48,187                                | (34,907)  | 84,148              |
| Equity in earnings (loss) of<br>subsidiaries    | 49,916                    | 30,024                            |                                       | (79,940)  |                     |
| Other expenses                                  | 168                       |                                   |                                       |   | 168                 |
| Interest expense, net                           | 34,044                    | 5,766                             | 4,984                                 | 13  | 44,807              |
| Income (loss) before income<br>tax expense      | 36,221                    | 74,609                            | 43,203                                | (114,860)   | 39,173              |
| Income tax expense                              | 5,666                     | 199                               | 2,753                                 |   | 8,618               |
| Net income (loss)                               | \$ 30,555                 | \$ 74,410                         | \$ 40,450                             | \$ (114,860)  | \$ 30,555           |

**Condensed Consolidating Statement of Income**  
**Six Months Ended July 3, 2010**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|---|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| Net sales                                       | \$ 1,930,150              | \$ 205,316                        | \$ 1,487,257                          | \$ (1,619,031)  | \$ 2,003,692        |
| Cost of sales                                   | 1,547,725                 | 75,424                            | 1,305,974                             | (1,627,667)   | 1,301,456           |
| Gross profit                                    | 382,425                   | 129,892                           | 181,283                               | 8,636   | 702,236             |
| Selling, general and<br>administrative expenses | 388,315                   | 48,736                            | 55,950                                | 718   | 493,719             |
| Operating profit (loss)                         | (5,890)                   | 81,156                            | 125,333                               | 7,918   | 208,517             |



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|   |            |            |            |              |            |
|---|------------|------------|------------|--------------|------------|
| Equity in earnings (loss) of subsidiaries         | 188,276    | 84,088     |            | (272,364)    |            |
| Other expenses                                    | 4,034      |            |            |              | 4,034      |
| Interest expense, net                             | 67,812     | (45)       | 6,298      | 3            | 74,068     |
| Income (loss) before income tax expense (benefit) | 110,540    | 165,289    | 119,035    | (264,449)    | 130,415    |
| Income tax expense (benefit)                      | (11,385)   | 12,636     | 7,239      |              | 8,490      |
| Net income (loss)                                 | \$ 121,925 | \$ 152,653 | \$ 111,796 | \$ (264,449) | \$ 121,925 |

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

|  | <b>Condensed Consolidating Statement of Income</b> |                     |                      |                      |                     |                     |
|--|--|---------------------|----------------------|----------------------|---------------------|---------------------|
|  | <b>Six Months Ended July 4, 2009</b>               |                     |                      |                      |                     |                     |
|  | <b>Parent</b>                                      | <b>Guarantor</b>    | <b>Non-Guarantor</b> | <b>Consolidating</b> |                     |                     |
|  | <b>Company</b>                                     | <b>Subsidiaries</b> | <b>Subsidiaries</b>  | <b>Entries and</b>   | <b>Eliminations</b> | <b>Consolidated</b> |
| Net sales  | \$ 1,932,137                                       | \$ 201,989          | \$ 1,386,066         | \$ (1,676,329)       |                     | \$ 1,843,863        |
| Cost of sales  | 1,612,074  | 72,835              | 1,234,922            | (1,661,235)          |                     | 1,258,596           |
| Gross profit   | 320,063  | 129,154             | 151,144              | (15,094)             |                     | 585,267             |
| Selling, general and<br>administrative expenses      | 364,094  | 44,060              | 45,029               | 754                  |                     | 453,937             |
| Restructuring  | 28,024   |                     | 3,191                |                      |                     | 31,215              |
| Operating profit (loss)                              | (72,055)   | 85,094              | 102,924              | (15,848)             |                     | 100,115             |
| Equity in earnings (loss) of<br>subsidiaries         | 143,345  | 74,178              |                      | (217,523)            |                     |                     |
| Other expenses                                       | 4,114  |                     |                      |                      |                     | 4,114               |
| Interest expense, net                                | 61,679   | 12,238              | 7,679                | 11                   |                     | 81,607              |
| Income (loss) before income<br>tax expense (benefit) | 5,497  | 147,034             | 95,245               | (233,382)            |                     | 14,394              |
| Income tax expense (benefit)                         | (5,730)  | 2,859               | 6,038                |                      |                     | 3,167               |
| Net income (loss)                                    | \$ 11,227  | \$ 144,175          | \$ 89,207            | \$ (233,382)         |                     | \$ 11,227           |

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

**Condensed Consolidating Balance Sheet**  
**July 3, 2010**

|  | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|--|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| <b>Assets</b>                                      |                           |                                   |                                       |   |                     |
| Cash and cash equivalents                          | \$ 9,933                  | \$ 1,801                          | \$ 25,063                             | \$  | \$ 36,797           |
| Trade accounts receivable less allowances          | 93,629                    | 6,072                             | 416,231                               | (3,131)   | 512,801             |
| Inventories  | 975,443                   | 57,368                            | 371,966                               | (109,156)   | 1,295,621           |
| Deferred tax assets and other current assets       | 233,792                   | 10,220                            | 29,622                                | (1,689)   | 271,945             |
| Total current assets                               | 1,312,797                 | 75,461                            | 842,882                               | (113,976)   | 2,117,164           |
| Property, net                                      | 124,504                   | 22,085                            | 449,098                               |   | 595,687             |
| Trademarks and other identifiable intangibles, net | 18,384                    | 107,367                           | 5,681                                 |   | 131,432             |
| Goodwill   | 232,883                   | 16,071                            | 73,048                                |   | 322,002             |
| Investments in subsidiaries                        | 1,070,713                 | 822,673                           |                                       | (1,893,386)   |                     |
| Deferred tax assets and other noncurrent assets    | 298,708                   | 228,387                           | 45,456                                | (125,115)   | 447,436             |
| Total assets                                       | \$ 3,057,989              | \$ 1,272,044                      | \$ 1,416,165                          | \$ (2,132,477)  | \$ 3,613,721        |
| <b>Liabilities and Stockholders</b>                |                           |                                   |                                       |   |                     |
| <b>Equity</b>                                      |                           |                                   |                                       |   |                     |
| Accounts payable                                   | \$ 205,035                | \$ 3,847                          | \$ 165,810                            | \$ 85,647   | \$ 460,339          |
| Accrued liabilities                                | 174,788                   | 31,679                            | 60,789                                | 10  | 267,266             |
| Notes payable                                      |                           |                                   | 32,429                                |   | 32,429              |
| Current portion of debt                            |                           |                                   | 132,515                               |   | 132,515             |
| Total current liabilities                          | 379,823                   | 35,526                            | 391,543                               | 85,657  | 892,549             |
| Long-term debt                                     | 1,868,672                 |                                   |                                       |   | 1,868,672           |
| Other noncurrent liabilities                       | 347,211                   | 3,683                             | 34,313                                | 5,010   | 390,217             |
| Total liabilities                                  | 2,595,706                 | 39,209                            | 425,856                               | 90,667  | 3,151,438           |
| Stockholders equity                                | 462,283                   | 1,232,835                         | 990,309                               | (2,223,144)   | 462,283             |
|  | \$ 3,057,989              | \$ 1,272,044                      | \$ 1,416,165                          | \$ (2,132,477)  | \$ 3,613,721        |

Total liabilities and  
stockholders' equity

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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**Condensed Consolidating Balance Sheet**  
**January 2, 2010**

|  | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|--|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| <b>Assets</b>                                      |                           |                                   |                                       |   |                     |
| Cash and cash equivalents                          | \$ 12,805                 | \$ 1,646                          | \$ 24,492                             | \$  | \$ 38,943           |
| Trade accounts receivable less allowances          | 47,654                    | 5,973                             | 398,807                               | (1,893)   | 450,541             |
| Inventories  | 838,685                   | 52,165                            | 291,062                               | (132,708)   | 1,049,204           |
| Deferred tax assets and other current assets       | 233,073                   | 13,605                            | 37,643                                | (452)   | 283,869             |
| Total current assets                               | 1,132,217                 | 73,389                            | 752,004                               | (135,053)   | 1,822,557           |
| Property, net                                      | 154,476                   | 17,787                            | 430,563                               |   | 602,826             |
| Trademarks and other identifiable intangibles, net | 20,677                    | 109,833                           | 5,704                                 |   | 136,214             |
| Goodwill   | 232,882                   | 16,934                            | 72,186                                |   | 322,002             |
| Investments in subsidiaries                        | 927,105                   | 730,159                           |                                       | (1,657,264)   |                     |
| Deferred tax assets and other noncurrent assets    | 371,287                   | 153,617                           | 29,259                                | (111,198)   | 442,965             |
| Total assets                                       | \$ 2,838,644              | \$ 1,101,719                      | \$ 1,289,716                          | \$ (1,903,515)  | \$ 3,326,564        |
| <b>Liabilities and Stockholders</b>                |                           |                                   |                                       |   |                     |
| <b>Equity</b>                                      |                           |                                   |                                       |   |                     |
| Accounts payable                                   | \$ 172,802                | \$ 5,237                          | \$ 88,285                             | \$ 85,647   | \$ 351,971          |
| Accrued liabilities                                | 207,079                   | 22,902                            | 65,689                                | (35)  | 295,635             |
| Notes payable                                      |                           |                                   | 66,681                                |   | 66,681              |
| Current portion of debt                            | 64,688                    |                                   | 100,000                               |   | 164,688             |
| Total current liabilities                          | 444,569                   | 28,139                            | 320,655                               | 85,612  | 878,975             |
| Long-term debt                                     | 1,727,547                 |                                   |                                       |   | 1,727,547           |
| Other noncurrent liabilities                       | 331,809                   | 3,626                             | 45,597                                | 4,291   | 385,323             |
| Total liabilities                                  | 2,503,925                 | 31,765                            | 366,252                               | 89,903  | 2,991,845           |
| Stockholders equity                                | 334,719                   | 1,069,954                         | 923,464                               | (1,993,418)   | 334,719             |
|  | \$ 2,838,644              | \$ 1,101,719                      | \$ 1,289,716                          | \$ (1,903,515)  | \$ 3,326,564        |

Total liabilities and  
stockholders' equity

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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**Condensed Consolidating Statement of Cash Flows**  
**Six Months Ended July 3, 2010**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|---|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| Net cash provided by (used in) operating activities         | \$ 97,968                 | \$ 89,164                         | \$ 19,441                             | \$ (270,845)  | \$ (64,272)         |
| Investing activities:                                       |                           |                                   |                                       |   |                     |
| Purchases of property, plant and equipment                  | (15,253)                  | (6,680)                           | (36,166)                              |   | (58,099)            |
| Proceeds from sales of assets                               | 44,295                    |                                   | 901                                   |   | 45,196              |
| Other   | (519)                     |                                   |                                       |   | (519)               |
| Net cash provided by (used in) investing activities         | 28,523                    | (6,680)                           | (35,265)                              |   | (13,422)            |
| Financing activities:                                       |                           |                                   |                                       |   |                     |
| Borrowings on notes payable                                 |                           |                                   | 631,745                               |   | 631,745             |
| Repayments on notes payable                                 |                           |                                   | (665,991)                             |   | (665,991)           |
| Borrowings on revolving loan facility                       | 1,075,000                 |                                   |                                       |   | 1,075,000           |
| Repayments on revolving loan facility                       | (939,500)                 |                                   |                                       |   | (939,500)           |
| Repayment of debt under 2009 Senior Secured Credit Facility | (59,063)                  |                                   |                                       |   | (59,063)            |
| Borrowings on Accounts Receivable Securitization Facility   |                           |                                   | 149,406                               |   | 149,406             |
| Repayments on Accounts Receivable Securitization Facility   |                           |                                   | (116,891)                             |   | (116,891)           |
| Proceeds from stock options exercised                       | 1,420                     |                                   |                                       |   | 1,420               |
| Other   | 143                       |                                   | (22)                                  |   | 121                 |
| Net transactions with related entities                      | (207,363)                 | (82,329)                          | 18,847                                | 270,845   |                     |
| Net cash provided by (used in) financing activities         | (129,363)                 | (82,329)                          | 17,094                                | 270,845   | 76,247              |
| Effect of changes in foreign exchange rates on cash         |                           |                                   | (699)                                 |   | (699)               |

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|  |          |          |           |           |
|--|----------|----------|-----------|-----------|
| Increase (decrease) in cash and cash equivalents | (2,872)  | 155      | 571       | (2,146)   |
| Cash and cash equivalents at beginning of year   | 12,805   | 1,646    | 24,492    | 38,943    |
| Cash and cash equivalents at end of period       | \$ 9,933 | \$ 1,801 | \$ 25,063 | \$ 36,797 |



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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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**Condensed Consolidating Statement of Cash Flows**  
**Six Months Ended July 4, 2009**

|   | <b>Parent<br/>Company</b> | <b>Guarantor<br/>Subsidiaries</b> | <b>Non-Guarantor<br/>Subsidiaries</b> | <b>Consolidating<br/>Entries and<br/>Eliminations</b> | <b>Consolidated</b> |
|---|---------------------------|-----------------------------------|---------------------------------------|---|---------------------|
| Net cash provided by (used in) operating activities       | \$ 219,500                | \$ 79,876                         | \$ (55,260)                           | \$ (217,599)  | \$ 26,517           |
| Investing activities:                                     |                           |                                   |                                       |   |                     |
| Purchases of property, plant and equipment                | (9,807)                   | (6,074)                           | (61,935)                              |   | (77,816)            |
| Proceeds from sales of assets                             | 5,589                     |                                   | 3,190                                 |   | 8,779               |
| Other   | (73)                      |                                   |                                       | 73  |                     |
| Net cash provided by (used in) investing activities       | (4,291)                   | (6,074)                           | (58,745)                              | 73  | (69,037)            |
| Financing activities:                                     |                           |                                   |                                       |   |                     |
| Borrowings on notes payable                               |                           |                                   | 818,880                               |   | 818,880             |
| Repayments on notes payable                               |                           |                                   | (816,676)                             |   | (816,676)           |
| Payments to amend credit facilities                       | (20,570)                  |                                   | (1,595)                               |   | (22,165)            |
| Borrowings on revolving loan facility                     | 949,525                   |                                   |                                       |   | 949,525             |
| Repayments on revolving loan facility                     | (889,525)                 |                                   |                                       |   | (889,525)           |
| Borrowings on Accounts Receivable Securitization Facility |                           |                                   | 128,009                               |   | 128,009             |
| Repayments on Accounts Receivable Securitization Facility |                           |                                   | (144,626)                             |   | (144,626)           |
| Other   | (579)                     |                                   | (15)                                  |   | (594)               |
| Net transactions with related entities                    | (255,754)                 | (74,344)                          | 112,572                               | 217,526   |                     |
| Net cash provided by (used in) financing activities       | (216,903)                 | (74,344)                          | 96,549                                | 217,526   | 22,828              |
| Effect of changes in foreign exchange rates on cash       |                           |                                   | (89)                                  |   | (89)                |
| Decrease in cash and cash equivalents                     | (1,694)                   | (542)                             | (17,545)                              |   | (19,781)            |

|  |           |          |           |           |
|--|-----------|----------|-----------|-----------|
| Cash and cash equivalents at beginning of year | 16,210    | 2,355    | 48,777    | 67,342    |
| Cash and cash equivalents at end of period     | \$ 14,516 | \$ 1,813 | \$ 31,232 | \$ 47,561 |

### (13) Restructuring

The Company has restructured its supply chain over the past three years to create more efficient production clusters that utilize fewer, larger facilities and to balance production capability between the Western Hemisphere and Asia. With its global supply chain infrastructure substantially in place, the Company is now focused on optimizing its supply chain to further enhance efficiency, improve working capital and asset turns and reduce costs. The Company is focused on optimizing the working capital needs of its supply chain through several initiatives, such as supplier-managed inventory for raw materials and sourced goods ownership arrangements. The consolidation of the Company's distribution network is still in process but is not expected to result in any substantial charges in future periods. The distribution network consolidation involves the

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
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implementation of new warehouse management systems and technology, and opening of new distribution centers and new third-party logistics providers to replace parts of the Company's legacy distribution network.

The reported results for the quarters and six months ended July 3, 2010 and July 4, 2009 reflect amounts recognized for restructuring actions, including the impact of certain actions that were completed for amounts more favorable than previously estimated. The impact of restructuring efforts on income before income tax expense is summarized as follows:

|  | <b>Quarter Ended</b>    |                     | <b>Six Months Ended</b> |                     |
|--|-------------------------|---------------------|-------------------------|---------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4, 2009</b> | <b>July 3,<br/>2010</b> | <b>July 4, 2009</b> |
| Restructuring programs:                                      |                         |                     |                         |                     |
| Year ended January 2, 2010 restructuring actions             | \$                      | \$ 10,589           | \$                      | \$ 19,244           |
| Year ended January 3, 2009 restructuring actions             |                         | 820                 |                         | 13,875              |
| Year ended December 29, 2007 and prior restructuring actions |                         | 1,255               |                         | 3,972               |
|  | \$                      | \$ 12,664           | \$                      | \$ 37,091           |

The following table illustrates where the costs associated with these actions are recognized in the Condensed Consolidated Statements of Income:

|  | <b>Quarter Ended</b>    |                     | <b>Six Months Ended</b> |                     |
|--|-------------------------|---------------------|-------------------------|---------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4, 2009</b> | <b>July 3,<br/>2010</b> | <b>July 4, 2009</b> |
| Cost of sales                                | \$                      | \$ (65)             | \$                      | \$ 5,521            |
| Selling, general and administrative expenses |                         | 185                 |                         | 355                 |
| Restructuring                                |                         | 12,544              |                         | 31,215              |
|  | \$                      | \$ 12,664           | \$                      | \$ 37,091           |

Components of the restructuring actions are as follows:

|  | <b>Quarter Ended</b>    |                     | <b>Six Months Ended</b> |                     |
|--|-------------------------|---------------------|-------------------------|---------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4, 2009</b> | <b>July 3,<br/>2010</b> | <b>July 4, 2009</b> |

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|  |    |    |        |    |    |        |
|--|----|----|--------|----|----|--------|
| Accelerated depreciation   | \$ | \$ | (39)   | \$ | \$ | 2,629  |
| Inventory write-offs   |    |    | 159    |    |    | 3,247  |
| Employee termination and other benefits                            |    |    | 9,569  |    |    | 15,210 |
| Noncancelable lease and other contractual obligations<br>and other |    |    | 2,975  |    |    | 16,005 |
|  | \$ | \$ | 12,664 | \$ | \$ | 37,091 |

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**Notes to Condensed Consolidated Financial Statements (Continued)**  
**(dollars and shares in thousands, except per share data)**  
**(unaudited)**

Rollforward of accrued restructuring is as follows:

|                   | <b>Six Months Ended<br/>July 3, 2010</b> |         |
|-------------------|--|---------|
| Beginning accrual | \$                                       | 22,399  |
| Cash payments     |  | (8,799) |
| Adjustments       |  | (321)   |
| Ending accrual    | \$                                       | 13,279  |

The accrual balance as of July 3, 2010 is comprised of \$13,054 in current accrued liabilities and \$225 in other noncurrent liabilities. The \$13,054 in current accrued liabilities consists of \$6,150 for employee termination and other benefits and \$6,904 for noncancelable lease and other contractual obligations. The \$225 in other noncurrent liabilities primarily consists of noncancelable lease and other contractual obligations.

Adjustments to previous estimates resulted from activity related to prior year restructuring actions.

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

This management's discussion and analysis of financial condition and results of operations, or MD&A, contains forward-looking statements that involve risks and uncertainties. Please see *Forward-Looking Statements* in this Quarterly Report on Form 10-Q for a discussion of the uncertainties, risks and assumptions associated with these statements. This discussion should be read in conjunction with our historical financial statements and related notes thereto and the other disclosures contained elsewhere in this Quarterly Report on Form 10-Q. The unaudited condensed consolidated financial statements and notes included herein should be read in conjunction with our audited consolidated financial statements and notes for the year ended January 2, 2010, which were included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods, and our actual results may differ materially from those discussed in the forward-looking statements as a result of various factors, including but not limited to those included elsewhere in this Quarterly Report on Form 10-Q and those included in the *Risk Factors* section and elsewhere in our Annual Report on Form 10-K.

#### **Overview**

We are a consumer goods company with a portfolio of leading apparel brands, including *Hanes, Champion, Playtex, Bali, L'eggs, Just My Size, barely there, Wonderbra, Stedman, Outer Banks, Zorba, Rinbros* and *Duofold*. We design, manufacture, source and sell a broad range of apparel essentials such as T-shirts, bras, panties, men's underwear, kids underwear, casualwear, activewear, socks and hosiery.

Our operations are managed and reported in five operating segments, each of which is a reportable segment for financial reporting purposes: Innerwear, Outerwear, Hosiery, Direct to Consumer and International. These segments are organized principally by product category, geographic location and distribution channel. Management of each segment is responsible for the operations of these segments' businesses but shares a common supply chain and media and marketing platforms. In October 2009, we completed the sale of our yarn operations and, as a result, we no longer have net sales in the Other segment, which was primarily comprised of sales of yarn to third parties.

#### ***Seasonality***

Our operating results are subject to some variability due to seasonality and other factors. Generally, our diverse range of product offerings helps mitigate the impact of seasonal changes in demand for certain items. Sales are typically higher in the last two quarters (July to December) of each fiscal year. Socks, hosiery and fleece products generally have higher sales during this period as a result of cooler weather, back-to-school shopping and holidays. Sales levels in any period are also impacted by customers' decisions to increase or decrease their inventory levels in response to anticipated consumer demand. Our customers may cancel orders, change delivery schedules or change the mix of products ordered with minimal notice to us.

#### ***Outlook***

We have built a powerful three-plank growth platform designed to use big brands to increase sales domestically and internationally, use a low-cost worldwide supply chain to expand margins, and use strong cash flow to support multiple strategies to create value.

The first plank of our growth platform is the size and power of our brands. We have made significant investment in our consumer insights capability, innovative product development, and marketing. We have very large U.S. share positions, with the No. 1 share in all our innerwear categories and strong positions in outerwear categories, but we have ample opportunities to further build share. Internationally, our commercial markets include Mexico, Canada,

Japan, India, Brazil and China where a substantial amount of gross domestic product growth outside the United States will be concentrated over the next decade.

The second plank of our growth platform is the unique, low-cost global supply chain that we have just built. Our low-cost, high-scale supply chain spans both the Western and Eastern hemispheres and creates a

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competitive advantage for us around the globe. Our supply chain has generated significant cost savings, margin expansion and contributions to cash flow and will continue to do so as we further optimize our size, scale and production capability. To support our growth, we have increased our production capacity. Our Nanjing textile facility started production in the fourth quarter of 2009 and we expect to ramp up production over the next 12 months.

The third plank of our growth platform is our ability to consistently generate strong cash flow. We have the potential to increase cash flow, and our flexible long-term capital structure allows us to use cash in executing multiple strategies for earnings growth, including debt reduction and selective tactical acquisitions.

Based on strong performance in the first two quarters, we expect net sales growth of 8% to 10% in the full year 2010 which reflects net space and distribution gains, an overall increase in consumer spending, retailer inventory restocking and favorable foreign currency exchange rates. As a result of the increased sales expectations, we may invest an incremental \$5 million to \$10 million in advertising and trade spending over the remainder of the year which should restore our media spending back to a range of \$90 to \$100 million in an effort to further build market share growth.

During 2010, we expect our annual gross capital spending to be relatively comparable to our annual depreciation and amortization expense and should represent our last year of high gross capital spending. We expect net capital expenditures of approximately \$60 to \$70 million in the full year 2010 to support our expectation for increasing sales.

We continue to see higher prices for cotton and oil-related materials in the market, which will impact our results for the remainder of 2010. After taking into consideration the cotton costs currently included in inventory, we expect our cost of cotton to average 69 cents per pound for the full year of 2010 compared to 55 cents per pound for 2009 which will have a negative impact of approximately \$33 million compared to the full year of 2009. We have continued to see a sustained increase in the market price of cotton, which will impact our operating results in the remainder of 2010.

Because of systemic cost inflation, particularly for cotton, energy and labor, we are working with our customers to offset cost increases through joint efficiency initiatives as well as price increases. The timing and size of price increases will vary by product category. While some price increases will take effect in the third and fourth quarters of 2010, the majority of the pricing impact will begin in 2011.

## **Highlights from the Second Quarter and Six Months Ended July 3, 2010**

Total net sales in the second quarter of 2010 were \$1.08 billion, compared with \$986 million in the same quarter of 2009, representing a 9.1% increase. Total net sales in the first six months of 2010 were \$2.0 billion, compared with \$1.84 billion in the same period of 2009, representing an 8.7% increase.

Operating profit was \$123 million in the second quarter of 2010, compared with \$84 million in the same quarter of 2009. As a percent of sales, operating profit was 11.4% in the second quarter of 2010 compared to 8.5% in the same quarter of 2009. Operating profit was \$209 million in the first six months of 2010, compared with \$100 million in the same period of 2009. As a percent of sales, operating profit was 10.4% in the first six months of 2010 compared to 5.4% in the same period of 2009.

Diluted earnings per share were \$0.87 in the second quarter of 2010, compared with \$0.32 in the same quarter of 2009. Diluted earnings per share were \$1.25 in the first six months of 2010, compared with \$0.12 in the same period of 2009.

Gross capital expenditures were \$58 million during the first six months of 2010, compared with \$78 million in the same period of 2009. Proceeds from sales of assets were \$45 million in the first six months of 2010 and \$9 million in the same period of 2009.





**Table of Contents****Condensed Consolidated Results of Operations Second Quarter Ended July 3, 2010 Compared with Second Quarter Ended July 4, 2009**

|  | <b>Quarter Ended</b>          |                         |                           |                           |
|--|-------------------------------|-------------------------|---------------------------|---------------------------|
|  | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|  | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                                    | \$ 1,075,852                  | \$ 986,022              | \$ 89,830                 | 9.1%                      |
| Cost of sales                                | 701,046                       | 658,631                 | 42,415                    | 6.4                       |
| Gross profit                                 | 374,806                       | 327,391                 | 47,415                    | 14.5                      |
| Selling, general and administrative expenses | 252,001                       | 230,699                 | 21,302                    | 9.2                       |
| Restructuring                                |                               | 12,544                  | (12,544)                  | (100.0)                   |
| Operating profit                             | 122,805                       | 84,148                  | 38,657                    | 45.9                      |
| Other expenses                               | 2,628                         | 168                     | 2,460                     | NM                        |
| Interest expense, net                        | 36,573                        | 44,807                  | (8,234)                   | (18.4)                    |
| Income before income tax expense (benefit)   | 83,604                        | 39,173                  | 44,431                    | 113.4                     |
| Income tax expense (benefit)                 | (1,808)                       | 8,618                   | (10,426)                  | NM                        |
| Net income                                   | \$ 85,412                     | \$ 30,555               | \$ 54,857                 | 179.5%                    |

**Net Sales**

|           | <b>Quarter Ended</b>          |                         |                           |                           |
|-----------|-------------------------------|-------------------------|---------------------------|---------------------------|
|           | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|           | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales | \$ 1,075,852                  | \$ 986,022              | \$ 89,830                 | 9.1%                      |

Consolidated net sales were higher by \$90 million or 9% in the second quarter of 2010 compared to the second quarter of 2009, which reflects significant space and distribution gains at retailers, positive retail sell-through and some inventory restocking at retail. Our significant space and distribution gains at retailers contributed approximately 6% of sales growth, while approximately 3% of growth was driven by increased retail sell-through, retailer inventory restocking and foreign currency exchange rates. All three of our largest segments delivered double digit sales growth in the second quarter of 2010.

Innerwear, Outerwear and International segment net sales were higher by \$51 million (10%), \$36 million (16%) and \$16 million (14%), respectively, in the second quarter of 2010 compared to the second quarter of 2009. Direct to Consumer segment net sales were slightly higher, while Hosiery and Other segment net sales were lower by \$8 million (20%) and \$6 million, respectively, in the second quarter of 2010 compared to the second quarter of 2009.

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International segment net sales were higher by 14% in the second quarter of 2010 compared to the second quarter of 2009, which reflected a favorable impact of \$5 million related to foreign currency exchange rates due to the strengthening of the Canadian dollar, Brazilian real, Japanese yen and Mexican peso compared to the U.S. dollar, partially offset by the strengthening of the U.S. dollar compared to the Euro. International segment net sales were higher by 9% in the second quarter of 2010 compared to the second quarter of 2009 after excluding the impact of foreign exchange rates on currency.

There was not a significant shift in back-to-school shipments in 2010 compared to 2009 between the months of June and July.

**Table of Contents****Gross Profit**

|              | <b>Quarter Ended</b>          |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|--------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|              | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |                           |                           |
|              | <b>(dollars in thousands)</b> |                         |                           |                           |
| Gross profit | \$ 374,806                    | \$ 327,391              | \$ 47,415                 | 14.5%                     |

As a percent of net sales, our gross profit was 34.8% in the second quarter of 2010 compared to 33.2% in the second quarter of 2009, increasing as a result of the items described below. Our results in the second quarter of 2010 primarily benefited from higher sales volumes and lower manufacturing costs.

Our gross profit was higher by \$47 million in the second quarter of 2010 compared to the second quarter of 2009 due primarily to higher sales volume of \$49 million, savings from our prior restructuring actions of \$11 million, lower production costs of \$10 million related to lower energy and oil-related costs, including non-customer freight costs, vendor price reductions of \$10 million, lower start-up and shut-down costs of \$5 million associated with the consolidation and globalization of our supply chain and a \$3 million favorable impact related to foreign currency exchange rates. The favorable impact of foreign currency exchange rates in our International segment was primarily due to the strengthening of the Canadian dollar, Brazilian real, Japanese yen and Mexican peso compared to the U.S. dollar, partially offset by the strengthening of the U.S. dollar compared to the Euro.

Our gross profit was negatively impacted by higher sales incentives of \$12 million, lower product pricing of \$8 million, primarily within the wholesale casualwear channel, an unfavorable product sales mix of \$7 million, higher cotton costs of \$7 million, higher excess and obsolete inventory costs of \$4 million and higher other manufacturing costs of \$2 million. Our sales incentives were higher due to higher sales volumes and because we made significant investments to support retailers and position ourselves for future sales opportunities. The higher excess and obsolete inventory costs are primarily timing related and only attributable to a limited number of specific product styles.

The cotton prices reflected in our results were 61 cents per pound in the second quarter of 2010 compared to 49 cents per pound in the second quarter of 2009. After taking into consideration the cotton costs currently included in inventory, we expect our cost of cotton to average 69 cents per pound for the full year of 2010 compared to 55 cents per pound for 2009. We continue to see higher prices for cotton and oil-related materials in the market, which will impact our results for the remainder of 2010.

**Selling, General and Administrative Expenses**

|  | <b>Quarter Ended</b>          |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|--|-------------------------------|-------------------------|---------------------------|---------------------------|
|  | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |                           |                           |
|  | <b>(dollars in thousands)</b> |                         |                           |                           |
| Selling, general and administrative expenses | \$ 252,001                    | \$ 230,699              | \$ 21,302                 | 9.2%                      |

Our selling, general and administrative expenses were \$21 million higher in the second quarter of 2010 compared to the second quarter of 2009. Our media related media, advertising and promotion ( MAP ) expenses and non-media related MAP expenses were higher by \$9 million and \$3 million, respectively, during the second quarter of 2010

compared to the second quarter of 2009 when we reduced spending due to the recession. MAP expenses may vary from period to period during a fiscal year depending on the timing of our advertising campaigns for retail selling seasons and product introductions. For example, during the second quarter of 2010 we launched new television advertising featuring new *Hanes* men's underwear products *Comfort Flex* waistband and Lay Flat Collar T-shirts, we introduced new advertising supporting *Playtex 18 Hour* cooling products and we launched new advertising supporting the new *barely there* Smart sizes bra sizing system.

We also incurred higher distribution expenses of \$9 million and higher selling and other marketing expenses of \$2 million. The higher distribution expenses were primarily due to higher sales volumes and other

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incremental costs to service higher demand such as overtime and rework expenses in our distribution centers while the higher selling and other marketing expenses were primarily due to higher sales volumes.

We also incurred higher expenses of \$2 million in the second quarter of 2010 compared to the second quarter of 2009 as a result of new retail stores or expanding existing stores over the last 12 months. We opened one retail store during the second quarter of 2010. Changes due to foreign currency exchange rates, which are included in the impact of the changes discussed above, resulted in higher selling, general and administrative expenses of \$2 million in the second quarter of 2010 compared to the second quarter of 2009.

These higher expenses were partially offset by lower stock compensation and certain other benefit expenses of \$3 million.

***Restructuring***

|               | <b>Quarter Ended</b>          |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|---------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|               | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |                           |                           |
|               | <b>(dollars in thousands)</b> |                         |                           |                           |
| Restructuring | \$                            | \$ 12,544               | \$ (12,544)               | (100.0)%                  |

During the second quarter of 2009, we incurred \$13 million in restructuring charges, which primarily related to employee termination and other benefits and other exit costs associated with facility closures approved during that period that did not recur in 2010.

***Operating Profit***

|                  | <b>Quarter Ended</b>          |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                  | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |                           |                           |
|                  | <b>(dollars in thousands)</b> |                         |                           |                           |
| Operating profit | \$ 122,805                    | \$ 84,148               | \$ 38,657                 | 45.9%                     |

Operating profit was higher in the second quarter of 2010 compared to the second quarter of 2009 as a result of higher gross profit of \$47 million and lower restructuring and related charges of \$13 million, partially offset by higher selling, general and administrative expenses of \$21 million. Changes in foreign currency exchange rates had a favorable impact on operating profit of \$1 million in the second quarter of 2010 compared to the second quarter of 2009.

***Other Expenses***

|  | <b>Quarter Ended</b>          |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|--|-------------------------------|-------------------------|---------------------------|---------------------------|
|  | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |                           |                           |
|  | <b>(dollars in thousands)</b> |                         |                           |                           |

|                |          |        |          |    |
|----------------|----------|--------|----------|----|
| Other expenses | \$ 2,628 | \$ 168 | \$ 2,460 | NM |
|----------------|----------|--------|----------|----|

During the second quarter of 2010, we wrote off unamortized debt issuance costs and incurred charges for funding fees associated with the sales of certain trade accounts receivable to financial institutions, which combined totaled \$3 million. The write-off related to unamortized debt issuance costs resulted from the repayment of \$57 million of principal under the senior secured credit facility that we entered into in 2006 (the 2006 Senior Secured Credit Facility ) and amended and restated in 2009 (as amended and restated, the 2009 Senior Secured Credit Facility ).

During the second quarter of 2009, we incurred costs to amend the accounts receivable securitization facility that we entered into in November 2007 (the Accounts Receivable Securitization Facility ).

**Table of Contents*****Interest Expense, Net***

|                       | <b>Quarter Ended</b>          |                         |                           |                           |
|-----------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                       | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                       | <b>(dollars in thousands)</b> |                         |                           |                           |
| Interest expense, net | \$ 36,573                     | \$ 44,807               | \$ (8,234)                | (18.4)%                   |

Interest expense, net was lower by \$8 million in the second quarter of 2010 compared to the second quarter of 2009. The lower interest expense was primarily attributable to lower outstanding debt balances that reduced interest expense by \$5 million. In addition, the refinancing of our debt structure in December 2009, which included the amendment and restatement of the 2006 Senior Secured Credit Facility into the 2009 Senior Secured Credit Facility, the issuance of our \$500 million 8.000% Senior Notes due 2016 (the 8% Senior Notes ) and the settlement of certain outstanding interest rate hedging instruments, combined with a lower London Interbank Offered Rate, or LIBOR, and federal funds rate, caused a net decrease in interest expense in the second quarter of 2010 compared to the second quarter of 2009 of \$3 million.

Our weighted average interest rate on our outstanding debt was 5.44% during the second quarter of 2010 compared to 7.02% in the second quarter of 2009.

***Income Tax Expense (Benefit)***

|                              | <b>Quarter Ended</b>          |                         |                           |                           |
|------------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                              | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                              | <b>(dollars in thousands)</b> |                         |                           |                           |
| Income tax expense (benefit) | \$ (1,808)                    | \$ 8,618                | \$ (10,426)               | NM                        |

Our effective income tax rate was (2%) in the second quarter of 2010 compared to 22% in the second quarter of 2009. The effective income tax rate of (2%) for the second quarter of 2010 was primarily attributable to a discrete, non-recurring income tax benefit of approximately \$17 million. The income tax benefit resulted from a change in estimate associated with the remeasurement of unrecognized tax benefit accruals and the determination that certain tax positions had been effectively settled following the finalization of tax reviews and audits for amounts that were less than originally anticipated. This non-recurring income tax benefit was partially offset by a lower proportion of our earnings attributed to foreign subsidiaries than in the second quarter of 2009 which are taxed at rates lower than the U.S. statutory rate.

Our effective tax rate reflects our strategic initiative to make capital investments outside the United States in our global supply chain in 2010.

***Net Income***

|  | <b>Quarter Ended</b>    |                         |               |                |
|--|-------------------------|-------------------------|---------------|----------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>Higher</b> | <b>Percent</b> |



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|            | <b>2010</b> | <b>2009</b> | <b>(Lower)</b>                | <b>Change</b> |
|------------|-------------|-------------|-------------------------------|---------------|
|            |             |             | <b>(dollars in thousands)</b> |               |
| Net income | \$ 85,412   | \$ 30,555   | \$ 54,857                     | 179.5%        |

Net income for the second quarter of 2010 was higher than the second quarter of 2009 primarily due to higher operating profit of \$39 million, lower income tax expense of \$10 million and lower interest expense of \$8 million, partially offset by higher other expenses of \$2 million.

**Table of Contents****Operating Results by Business Segment Second Quarter Ended July 3, 2010 Compared with Second Quarter Ended July 4, 2009**

|   | <b>Quarter Ended</b>          |                         |                           |                           |
|---|-------------------------------|-------------------------|---------------------------|---------------------------|
|   | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|   | <b>(dollars in thousands)</b> |                         |                           |                           |
| <b>Net sales:</b>   |                               |                         |                           |                           |
| Innerwear   | \$ 559,250                    | \$ 508,337              | \$ 50,913                 | 10.0%                     |
| Outerwear   | 263,331                       | 226,835                 | 36,496                    | 16.1                      |
| Hosiery   | 31,923                        | 39,966                  | (8,043)                   | (20.1)                    |
| Direct to Consumer  | 93,861                        | 93,458                  | 403                       | 0.4                       |
| International   | 127,487                       | 111,792                 | 15,695                    | 14.0                      |
| Other   |                               | 5,634                   | (5,634)                   | (100.0)                   |
| Total net sales   | \$ 1,075,852                  | \$ 986,022              | \$ 89,830                 | 9.1%                      |
| <b>Segment operating profit (loss):</b>   |                               |                         |                           |                           |
| Innerwear   | \$ 88,695                     | \$ 83,312               | \$ 5,383                  | 6.5%                      |
| Outerwear   | 17,361                        | 6,882                   | 10,479                    | 152.3                     |
| Hosiery   | 8,833                         | 12,104                  | (3,271)                   | (27.0)                    |
| Direct to Consumer  | 7,264                         | 10,938                  | (3,674)                   | (33.6)                    |
| International   | 14,733                        | 9,969                   | 4,764                     | 47.8                      |
| Other   |                               | (1,795)                 | 1,795                     | 100.0                     |
| Total segment operating profit  | 136,886                       | 121,410                 | 15,476                    | 12.7                      |
| <b>Items not included in segment operating profit:</b>                            |                               |                         |                           |                           |
| General corporate expenses  | (11,079)                      | (21,506)                | (10,427)                  | (48.5)                    |
| Amortization of trademarks and other intangibles                                  | (3,002)                       | (3,092)                 | (90)                      | (2.9)                     |
| Restructuring   |                               | (12,544)                | (12,544)                  | (100.0)                   |
| Inventory write-off included in cost of sales                                     |                               | (159)                   | (159)                     | (100.0)                   |
| Accelerated depreciation included in cost of sales                                |                               | 224                     | 224                       | (100.0)                   |
| Accelerated depreciation included in selling, general and administrative expenses |                               | (185)                   | (185)                     | (100.0)                   |
| Total operating profit  | 122,805                       | 84,148                  | 38,657                    | 45.9                      |
| Other expenses  | (2,628)                       | (168)                   | 2,460                     | NM                        |
| Interest expense, net   | (36,573)                      | (44,807)                | (8,234)                   | (18.4)                    |
| Income before income tax expense (benefit)  | \$ 83,604                     | \$ 39,173               | \$ 44,431                 | 113.4%                    |

A significant portion of the selling, general and administrative expenses in each segment is an allocation of our consolidated selling, general and administrative expenses, however certain expenses that are specifically identifiable to a segment are charged directly to such segment. The allocation methodology for the consolidated selling, general and administrative expenses for the second quarter of 2010 was consistent with the second quarter of 2009. Our consolidated selling, general and administrative expenses before segment allocations were \$21 million higher in the

second quarter of 2010 compared to the second quarter of 2009.

Table of Contents***Innerwear***

|                          | Quarter Ended          |                 |                   |                   |
|--------------------------|------------------------|-----------------|-------------------|-------------------|
|                          | July 3,<br>2010        | July 4,<br>2009 | Higher<br>(Lower) | Percent<br>Change |
|                          | (dollars in thousands) |                 |                   |                   |
| Net sales                | \$ 559,250             | \$ 508,337      | \$ 50,913         | 10.0%             |
| Segment operating profit | 88,695                 | 83,312          | 5,383             | 6.5               |

Overall net sales in the Innerwear segment were higher by \$51 million or 10% in the second quarter of 2010 compared to the second quarter of 2009, primarily due to space and distribution gains, stronger sales at retail and retailer inventory restocking. We are driving the growth in our Innerwear segment by leveraging our scale and consumer insight to gain new space and distribution. Our strong brands across all distribution channels and our innovation processes allow us to take advantage of long-term consumer trends.

Net sales in our *Hanes* brand male underwear product category were 23% or \$49 million higher in the second quarter of 2010 compared to the second quarter of 2009, primarily due to distribution gains related to a new customer in the discount retail channel, space gains in the mass merchant and department store channels and increased retail sell through. The higher *Hanes* brand male underwear net sales reflect growth in key segments of this category such as crewneck and V-neck T-shirts and boxer briefs. Our male underwear product category continues to benefit from the increased media support for our *Hanes* brand and from our identification of key long-term megatrends such as comfort and dyed and color products. We have developed innovations to capitalize on these trends such as the *Hanes Lay Flat Collar* T-shirts and *Hanes Comfortsoft* waist band briefs and boxers.

Higher net sales of \$4 million in our socks product category reflect higher *Hanes* brand net sales of \$7 million partially offset by lower *Champion* brand net sales of \$3 million in the second quarter of 2010 compared to the second quarter of 2009. The higher *Hanes* brand net sales were primarily due to space gains in the mass merchant channel and the lower *Champion* brand net sales were primarily due to lower net sales in the wholesale club channel.

Total intimate apparel net sales were \$2 million lower in the second quarter of 2010 compared to the second quarter of 2009. Our bra category net sales were \$3 million higher in the full and average figure sizes driven primarily by space and distribution gains. Our panties category net sales were lower by \$5 million primarily due to replenishment timing and certain style exits. From a brand perspective, our net sales were lower in our *Hanes* brand by \$5 million and our *Playtex* brand by \$5 million, partially offset by higher net sales in our smaller brands (*barely there*, *Just My Size* and *Wonderbra*) of \$5 million and our *Bali* brand of \$4 million.

Innerwear segment gross profit was higher by \$19 million in the second quarter of 2010 compared to the second quarter of 2009. The higher gross profit was primarily due to higher sales volume of \$31 million, savings from our prior restructuring actions of \$7 million, lower production costs of \$6 million related to lower energy and oil-related costs, including non-customer freight costs and vendor price reductions of \$6 million. These lower costs were partially offset by higher sales incentives of \$15 million due to higher sales volumes and investments made with retailers, higher excess and obsolete inventory costs of \$5 million, higher other manufacturing costs of \$4 million, higher cotton costs of \$3 million and an unfavorable product sales mix of \$3 million. The higher excess and obsolete inventory costs are primarily timing related and only attributable to a limited number of specific product styles.

As a percent of segment net sales, gross profit in the Innerwear segment was 34.2% in the second quarter of 2010 compared to 33.8% in the second quarter of 2009, increasing as a result of the items described above.

Innerwear segment operating profit was higher in the second quarter of 2010 compared to the second quarter of 2009 primarily as a result of higher gross profit, partially offset by higher media related MAP expenses of \$9 million, higher distribution expenses of \$3 million and higher non-media related MAP expenses of \$2 million.

**Table of Contents*****Outerwear***

|                          | <b>Quarter Ended</b>          |                         |                           |                           |
|--------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                          | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                | \$ 263,331                    | \$ 226,835              | \$ 36,496                 | 16.1%                     |
| Segment operating profit | 17,361                        | 6,882                   | 10,479                    | 152.3                     |

Outerwear segment net sales were higher by \$36 million or 16% in the second quarter of 2010 compared to the second quarter of 2009 as a result of space and distribution gains and stronger sales at retail. Our casualwear category net sales were higher in both the retail and wholesale channels by \$26 million and \$4 million, respectively. The higher net sales in the retail casualwear channel of 90% reflect space gains primarily from an exclusive long-term agreement entered into with Wal-Mart in April 2009 that significantly expanded the presence of our *Just My Size* brand. This integrated program with Wal-Mart develops, sources, and merchandises a line of women's clothing designed to meet the needs of plus size women.

Our *Champion* brand activewear net sales, which continue to be positively impacted by our marketing investment in the brand, were higher by \$5 million or 5%. Our *Champion* brand has achieved consistent growth by focusing on the fast growing active demographic with a unique moderate price positioning.

Outerwear segment gross profit was higher by \$15 million in the second quarter of 2010 compared to the second quarter of 2009. The higher gross profit was primarily due to higher sales volume of \$14 million, lower sales incentives of \$6 million, savings from our prior restructuring actions of \$4 million, lower production costs of \$3 million related to lower energy and oil-related costs, including non-customer freight costs, lower other manufacturing costs of \$3 million primarily related to cost reductions at our manufacturing facilities and vendor price reductions of \$2 million. These lower costs were partially offset by lower product pricing of \$7 million primarily within the wholesale casualwear channel, an unfavorable product sales mix of \$6 million and higher cotton costs of \$4 million.

As a percent of segment net sales, gross profit in the Outerwear segment was 23.4% in the second quarter of 2010 compared to 20.6% in the second quarter of 2009, increasing as a result of the items described above.

Outerwear segment operating profit was higher in the second quarter of 2010 compared to the second quarter of 2009 primarily as a result of higher gross profit, partially offset by higher distribution expenses of \$4 million.

***Hosiery***

|                          | <b>Quarter Ended</b>          |                         |                           |                           |
|--------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                          | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                | \$ 31,923                     | \$ 39,966               | \$ (8,043)                | (20.1)%                   |
| Segment operating profit | 8,833                         | 12,104                  | (3,271)                   | (27.0)                    |

Net sales in the Hosiery segment declined by \$8 million or 20%, which was primarily due to lower sales of our *L eggs* brand to mass retailers and food and drug stores and our *Hanes* brand to national chains and department stores. The net sales decline rate in the second quarter was substantially higher than the long-term trend partially as a result of a shift of approximately \$2 million in net sales from the second quarter to the first quarter in 2010 due to early shipment of customer programs. In addition, hosiery products in all channels continue to be more adversely impacted than other apparel categories by reduced consumer discretionary spending. The hosiery category has been in a state of consistent decline for the past decade, as the trend toward casual dress reduced demand for sheer hosiery. Generally, we manage the Hosiery segment for cash, placing an emphasis on reducing our cost structure and managing cash efficiently.

Hosiery segment gross profit was lower by \$3 million in the second quarter of 2010 compared to the second quarter of 2009. The lower gross profit for the second quarter of 2010 compared to the second quarter

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of 2009 was primarily the result of lower sales volume of \$3 million and higher sales incentives of \$2 million, partially offset by lower spending of \$2 million in numerous areas. As a percent of segment net sales, gross profit in the Hosiery segment was 51.1% in the second quarter of 2010 compared to 48.2% in the second quarter of 2009.

Hosiery segment operating profit was lower in the second quarter of 2010 compared to the second quarter of 2009 primarily as a result of lower gross profit.

***Direct to Consumer***

|                          | <b>Quarter Ended</b>          |                         |                           |                           |
|--------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                          | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                | \$ 93,861                     | \$ 93,458               | \$ 403                    | 0.4%                      |
| Segment operating profit | 7,264                         | 10,938                  | (3,674)                   | (33.6)                    |

Direct to Consumer segment net sales were slightly higher in the second quarter of 2010 compared to the second quarter of 2009 primarily due to higher net sales related to our Internet operations, partially offset by lower net sales in our outlet stores attributable to lower comparable store sales. The lower comparable store sales of 4% were driven by lower traffic.

Direct to Consumer segment gross profit was flat in the second quarter of 2010 compared to the second quarter of 2009. Gross profit was primarily impacted by favorable product sales mix of \$1 million, partially offset by higher other product costs of \$1 million. As a percent of segment net sales, gross profit in the Direct to Consumer segment was 62.5% in the second quarter of 2010 compared to 63.2% in the second quarter of 2009.

Direct to Consumer segment operating profit was lower in the second quarter of 2010 compared to the second quarter of 2009 primarily as a result of higher expenses of \$2 million as a result of new retail stores or expanding existing stores over the last 12 months, higher non-media related MAP expenses of \$1 million and higher distribution expenses of \$1 million.

***International***

|                          | <b>Quarter Ended</b>          |                         |                           |                           |
|--------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                          | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                | \$ 127,487                    | \$ 111,792              | \$ 15,695                 | 14.0%                     |
| Segment operating profit | 14,733                        | 9,969                   | 4,764                     | 47.8                      |

Overall net sales in the International segment were higher by \$16 million or 14% in the second quarter of 2010 compared to the second quarter of 2009, primarily as a result of stronger net sales in Europe, Canada, Brazil and Mexico, which reflects space and distribution gains and stronger sales at retail, and a favorable impact of \$5 million related to foreign currency exchange rates, partially offset by lower sales in Japan.



Excluding the impact of foreign exchange rates on currency, International segment net sales increased by 9% in the second quarter of 2010 compared to the second quarter of 2009. The favorable impact of foreign currency exchange rates in our International segment was primarily due to the strengthening of the Canadian dollar, Brazilian real, Japanese yen and Mexican peso compared to the U.S. dollar, partially offset by the strengthening of the U.S. dollar compared to the Euro.

During the second quarter of 2010, we experienced higher net sales, in each case excluding the impact of foreign currency exchange rates, in our casualwear business in Europe of \$6 million, in our intimate apparel, male underwear and socks businesses in Canada of \$3 million, in our male underwear and hosiery businesses in Brazil of \$2 million and in our intimate apparel business in Mexico of \$1 million and higher net sales of \$2 million in all other regions, partially offset by lower net sales in our activewear business in Japan of

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\$3 million. Our innerwear businesses in Canada and Mexico continue to produce strong sales growth as we hold leading positions with strong market shares in intimate apparel and male underwear product categories. In certain international markets we are focusing on adopting global designs for some product categories to quickly launch new styles to expand our market position. The higher net sales reflect our successful efforts to improve our strong positions.

International segment gross profit was higher by \$9 million in the second quarter of 2010 compared to the second quarter of 2009. The higher gross profit was primarily a result of higher sales volume of \$6 million, a favorable impact related to foreign currency exchange rates of \$3 million, lower other manufacturing costs of \$2 million and vendor price reductions of \$2 million, partially offset by higher sales incentives of \$3 million.

As a percent of segment net sales, gross profit in the International segment was 38.0% in the second quarter of 2010 compared to 35.2% in the second quarter of 2009, increasing as a result of the items described above.

International segment operating profit was higher in the second quarter of 2010 compared to the second quarter of 2009 was primarily attributable to the higher gross profit, partially offset by higher selling and other marketing expenses of \$3 million and higher distribution expenses of \$1 million. The changes in foreign currency exchange rates, which are included in the impact on gross profit above, had a favorable impact on operating profit of \$1 million in the second quarter of 2010 compared to the second quarter of 2009.

***Other***

|                                 | <b>Quarter Ended</b>          |                         |                           |                           |
|---------------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                                 | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                                 | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                       | \$                            | \$ 5,634                | \$ (5,634)                | (100.0)%                  |
| Segment operating profit (loss) |                               | (1,795)                 | 1,795                     | 100.0                     |

Sales in our Other segment primarily consisted of sales of yarn to third parties, which were intended to maintain asset utilization at certain manufacturing facilities and generate approximate break even margins. In October 2009, we completed the sale of our yarn operations as a result of which we ceased making our own yarn and now source all of our yarn requirements from large-scale yarn suppliers. As a result of the sale of our yarn operations, we no longer have net sales in our Other segment.

***General Corporate Expenses***

General corporate expenses were \$10 million lower in the second quarter of 2010 compared to the second quarter of 2009 primarily due to lower start-up and shut-down costs of \$5 million associated with the consolidation and globalization of our supply chain and lower stock compensation and certain other benefits of \$4 million.

**Table of Contents****Condensed Consolidated Results of Operations Six Months Ended July 3, 2010 Compared with Six Months Ended July 4, 2009**

|  | <b>Six Months Ended</b> |                         |                           |                           |
|--|-------------------------|-------------------------|---------------------------|---------------------------|
|  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|  | (dollars in thousands)  |                         |                           |                           |
| Net sales                                    | \$ 2,003,692            | \$ 1,843,863            | \$ 159,829                | 8.7%                      |
| Cost of sales                                | 1,301,456               | 1,258,596               | 42,860                    | 3.4                       |
| Gross profit                                 | 702,236                 | 585,267                 | 116,969                   | 20.0                      |
| Selling, general and administrative expenses | 493,719                 | 453,937                 | 39,782                    | 8.8                       |
| Restructuring                                |                         | 31,215                  | (31,215)                  | (100.0)                   |
| Operating profit                             | 208,517                 | 100,115                 | 108,402                   | 108.3                     |
| Other expenses                               | 4,034                   | 4,114                   | (80)                      | (1.9)                     |
| Interest expense, net                        | 74,068                  | 81,607                  | (7,539)                   | (9.2)                     |
| Income before income tax expense             | 130,415                 | 14,394                  | 116,021                   | 806.0                     |
| Income tax expense                           | 8,490                   | 3,167                   | 5,323                     | 168.1                     |
| Net income                                   | \$ 121,925              | \$ 11,227               | \$ 110,698                | 986.0%                    |

**Net Sales**

|           | <b>Six Months Ended</b> |                         |                           |                           |
|-----------|-------------------------|-------------------------|---------------------------|---------------------------|
|           | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|           | (dollars in thousands)  |                         |                           |                           |
| Net sales | \$ 2,003,692            | \$ 1,843,863            | \$ 159,829                | 8.7%                      |

Consolidated net sales were higher by \$160 million or 9% in the six months of 2010 compared to 2009, which reflects significant space and distribution gains at retailers, positive retail sell-through and some inventory restocking at retail. Our significant shelf-space and distribution gains at retailers contributed approximately 6% of sales growth, while approximately 3% of growth was driven by increased retail sell-through, retailer inventory restocking and foreign currency exchange rates.

Innerwear, Outerwear, Direct to Consumer and International segment net sales were higher by \$84 million (9%), \$61 million (14%), \$3 million (2%) and \$31 million (15%), respectively, in the six months of 2010 compared to 2009. Hosiery and Other segment net sales were lower by \$11 million (12%) and \$8 million, respectively, in the six months of 2010 compared to 2009.

International segment net sales were higher by 15% in the six months of 2010 compared to 2009, which reflected a favorable impact of \$15 million related to foreign currency exchange rates due to the strengthening of the Canadian

dollar, Brazilian real, Mexican peso and Japanese yen compared to the U.S. dollar, partially offset by the strengthening of the U.S. dollar compared to the Euro. International segment net sales were higher by 8% in the six months of 2010 compared to 2009 after excluding the impact of foreign exchange rates on currency.

There was not a significant shift in back-to-school shipments in 2010 compared to 2009 between the months of June and July.

***Gross Profit***

|              | <b>Six Months Ended</b>       |                         |                           |                           |
|--------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|              | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|              | <b>(dollars in thousands)</b> |                         |                           |                           |
| Gross profit | \$ 702,236                    | \$ 585,267              | \$ 116,969                | 20.0%                     |

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As a percent of net sales, our gross profit was 35.0% in the six months of 2010 compared to 31.7% in the six months of 2009, increasing as a result of the items described below. Our results in the six months of 2010 primarily benefited from higher sales volumes and lower manufacturing costs.

Our gross profit was higher by \$117 million in the six months of 2010 compared to 2009 due primarily to higher sales volume of \$82 million, lower production costs of \$22 million related to lower energy and oil-related costs, including non-customer freight costs, vendor price reductions of \$17 million, savings from our prior restructuring actions of \$15 million, lower start-up and shut-down costs of \$10 million associated with the consolidation and globalization of our supply chain, a \$7 million favorable impact related to foreign currency exchange rates, lower cotton costs of \$6 million and lower other manufacturing costs of \$4 million primarily related to cost reductions. The favorable impact of foreign currency exchange rates in our International segment was primarily due to the strengthening of the Canadian dollar, Brazilian real, Mexican peso and Japanese yen compared to the U.S. dollar, partially offset by the strengthening of the U.S. dollar compared to the Euro.

Our gross profit was negatively impacted by an unfavorable product sales mix of \$18 million, higher sales incentives of \$18 million, lower product pricing of \$11 million, primarily within the wholesale casualwear channel, and higher excess and obsolete inventory costs of \$1 million. Our sales incentives were higher due to higher sales volumes and because we made significant investments to support retailers and position ourselves for future sales opportunities.

We incurred one-time restructuring related write-offs of \$3 million in the six months of 2009 for stranded raw materials and work in process inventory determined not to be salvageable or cost-effective to relocate, which did not recur in the six months of 2010.

The cotton prices reflected in our results were 54 cents per pound in the six months of 2010 compared to 62 cents per pound in the six months of 2009. After taking into consideration the cotton costs currently included in inventory, we expect our cost of cotton to average 69 cents per pound for the full year of 2010 compared to 55 cents per pound for 2009. While cotton and oil-related costs were lower in the six months of 2010 compared to the six months of 2009, we continue to see higher prices for cotton and oil-related materials in the market, which will impact our results for the remainder of 2010.

***Selling, General and Administrative Expenses***

|  | <b>Six Months Ended</b>       |                         |                           |                           |
|--|-------------------------------|-------------------------|---------------------------|---------------------------|
|  | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|  | <b>(dollars in thousands)</b> |                         |                           |                           |
| Selling, general and administrative expenses | \$ 493,719                    | \$ 453,937              | \$ 39,782                 | 8.8%                      |

Our selling, general and administrative expenses were \$40 million higher in the six months of 2010 compared to 2009. Our media related MAP expenses and non-media related MAP expenses were higher by \$15 million and \$9 million, respectively, during the six months of 2010 compared to 2009 when we reduced spending due to the recession. MAP expenses may vary from period to period during a fiscal year depending on the timing of our advertising campaigns for retail selling seasons and product introductions. For example, during the second quarter of 2010 we launched new television advertising featuring new *Hanes* men's underwear products *Comfort Flex* waistband and Lay Flat Collar T-shirts, we introduced new advertising supporting *Playtex 18 Hour* cooling products and we launched new advertising supporting the new *barely there* Smart sizes bra sizing system.

We also incurred higher distribution expenses of \$11 million, higher selling and other marketing expenses of \$5 million, higher consulting expenses of \$4 million, and higher technology expenses of \$2 million. The higher distribution expenses were primarily due to higher sales volumes and other incremental costs to service higher demand such as overtime and rework expenses in our distribution centers while the higher selling and other marketing expenses were primarily due to higher sales volumes.

We also incurred higher expenses of \$4 million in the six months of 2010 compared to 2009 as a result of new retail stores or expanding existing stores over the last 12 months. We opened two retail stores during

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the six months of 2010. Changes due to foreign currency exchange rates, which are included in the impact of the changes discussed above, resulted in higher selling, general and administrative expenses of \$5 million in the six months of 2010 compared to 2009.

These higher expenses were partially offset by lower stock compensation and certain other benefit expenses of \$7 million and savings of \$4 million from our prior restructuring actions.

***Restructuring***

|               | <b>Six Months Ended</b> |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|---------------|-------------------------|-------------------------|---------------------------|---------------------------|
|               | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |                           |                           |
|               | (dollars in thousands)  |                         |                           |                           |
| Restructuring | \$                      | \$ 31,215               | \$ (31,215)               | (100.0)%                  |

During the six months of 2009, we incurred \$31 million in restructuring charges, which primarily related to employee termination and other benefits, exiting supply contracts and other exit costs associated with facility closures approved during that period that did not recur in 2010.

***Operating Profit***

|                  | <b>Six Months Ended</b> |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|------------------|-------------------------|-------------------------|---------------------------|---------------------------|
|                  | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |                           |                           |
|                  | (dollars in thousands)  |                         |                           |                           |
| Operating profit | \$ 208,517              | \$ 100,115              | \$ 108,402                | 108.3%                    |

Operating profit was higher in the six months of 2010 compared to 2009 as a result of higher gross profit of \$117 million and lower restructuring and related charges of \$31 million, partially offset by higher selling, general and administrative expenses of \$40 million. Changes in foreign currency exchange rates had a favorable impact on operating profit of \$2 million in the six months of 2010 compared to 2009.

***Other Expenses***

|                | <b>Six Months Ended</b> |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|----------------|-------------------------|-------------------------|---------------------------|---------------------------|
|                | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b> |                           |                           |
|                | (dollars in thousands)  |                         |                           |                           |
| Other expenses | \$ 4,034                | \$ 4,114                | \$ (80)                   | (1.9)%                    |

During the six months of 2010, we wrote off unamortized debt issuance costs and incurred charges for funding fees associated with the sales of certain trade accounts receivable to financial institutions, which combined totaled \$4 million. The write-off related to unamortized debt issuance costs resulted from the repayment of \$57 million of

principal under the 2009 Senior Secured Credit Facility and from the reduction in borrowing capacity available under the Accounts Receivable Securitization Facility from \$250 million to \$150 million that we effected in recognition of our lower trade accounts receivable balance resulting from the sales of certain trade accounts receivable to a financial institution outside the Accounts Receivable Securitization Facility.

During the six months of 2009, we incurred costs to amend the 2006 Senior Secured Credit Facility and the Accounts Receivable Securitization Facility of \$4 million.

***Interest Expense, Net***

|                       | <b>Six Months Ended</b>       |                         |                           |                           |
|-----------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                       | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                       | <b>(dollars in thousands)</b> |                         |                           |                           |
| Interest expense, net | \$ 74,068                     | \$ 81,607               | \$ (7,539)                | (9.2)%                    |



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Interest expense, net was lower by \$8 million in the six months of 2010 compared to 2009. The lower interest expense was primarily attributable to lower outstanding debt balances that reduced interest expense by \$10 million. The refinancing of our debt structure in December 2009, which included the amendment and restatement of the 2006 Senior Secured Credit Facility into the 2009 Senior Secured Credit Facility, the issuance of the 8% Senior Notes and settlement of certain outstanding interest rate hedging instruments, combined with a lower LIBOR and federal funds rate, caused a net increase in interest expense in the six months of 2010 compared to 2009 of \$2 million.

Our weighted average interest rate on our outstanding debt was 5.46% during the six months of 2010 compared to 6.79% in the six months of 2009.

We are required under the 2009 Senior Secured Credit Facility to hedge a portion of our floating rate debt to reduce interest rate risk caused by floating rate debt issuance. To comply with this requirement, in the six months of 2010 we entered into hedging arrangements whereby we capped the LIBOR interest rate component on an aggregate of \$491 million of the floating rate debt under our \$500 million Floating Rate Senior Notes due 2014 (the Floating Rate Senior Notes ) at 4.262%.

***Income Tax Expense***

|                    | <b>Six Months Ended</b>       |                         |                           |                           |
|--------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                    | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                    | <b>(dollars in thousands)</b> |                         |                           |                           |
| Income tax expense | \$ 8,490                      | \$ 3,167                | \$ 5,323                  | 168.1%                    |

Our effective income tax rate was 7% in the six months of 2010 compared to 22% in the six months of 2009. The effective income tax rate of 7% for the six months of 2010 was primarily attributable to a discrete, non-recurring income tax benefit of approximately \$20 million. The income tax benefit resulted from a change in estimate associated with the remeasurement of unrecognized tax benefit accruals and the determination that certain tax positions had been effectively settled following the finalization of tax reviews and audits for amounts that were less than originally anticipated. This non-recurring income tax benefit was partially offset by a lower proportion of our earnings attributed to foreign subsidiaries than in the six months of 2009 which are taxed at rates lower than the U.S. statutory rate.

Our effective tax rate reflects our strategic initiative to make capital investments outside the United States in our global supply chain in 2010.

***Net Income***

|            | <b>Six Months Ended</b>       |                         |                           |                           |
|------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|            | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|            | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net income | \$ 121,925                    | \$ 11,227               | \$ 110,698                | 986.0%                    |

Net income for the six months of 2010 was higher than the six months of 2009 primarily due to higher operating profit of \$108 million and lower interest expense of \$8 million, partially offset by higher income tax expense of \$5 million.

**Table of Contents****Operating Results by Business Segment Six Months Ended July 3, 2010 Compared with Six Months Ended July 4, 2009**

|   | <b>Six Months Ended</b>       |                         |                           |                           |
|---|-------------------------------|-------------------------|---------------------------|---------------------------|
|   | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|   | <b>(dollars in thousands)</b> |                         |                           |                           |
| <b>Net sales:</b>   |                               |                         |                           |                           |
| Innerwear   | \$ 1,010,067                  | \$ 926,327              | \$ 83,740                 | 9.0%                      |
| Outerwear   | 505,179                       | 444,346                 | 60,833                    | 13.7                      |
| Hosiery   | 79,831                        | 90,348                  | (10,517)                  | (11.6)                    |
| Direct to Consumer  | 178,353                       | 174,854                 | 3,499                     | 2.0                       |
| International   | 230,262                       | 199,711                 | 30,551                    | 15.3                      |
| Other   |                               | 8,277                   | (8,277)                   | (100.0)                   |
| Total net sales   | \$ 2,003,692                  | \$ 1,843,863            | \$ 159,829                | 8.7%                      |
| <b>Segment operating profit (loss):</b>   |                               |                         |                           |                           |
| Innerwear   | \$ 163,671                    | \$ 130,668              | \$ 33,003                 | 25.3%                     |
| Outerwear   | 22,323                        | (6,837)                 | 29,160                    | NM                        |
| Hosiery   | 27,339                        | 29,577                  | (2,238)                   | (7.6)                     |
| Direct to Consumer  | 8,137                         | 15,346                  | (7,209)                   | (47.0)                    |
| International   | 25,638                        | 19,137                  | 6,501                     | 34.0                      |
| Other   |                               | (1,810)                 | 1,810                     | 100.0                     |
| Total segment operating profit  | 247,108                       | 186,081                 | 61,027                    | 32.8                      |
| <b>Items not included in segment operating profit:</b>                            |                               |                         |                           |                           |
| General corporate expenses  | (32,463)                      | (42,694)                | (10,231)                  | (24.0)                    |
| Amortization of trademarks and other intangibles                                  | (6,128)                       | (6,181)                 | (53)                      | (0.9)                     |
| Restructuring   |                               | (31,215)                | (31,215)                  | (100.0)                   |
| Inventory write-off included in cost of sales                                     |                               | (3,247)                 | (3,247)                   | (100.0)                   |
| Accelerated depreciation included in cost of sales                                |                               | (2,274)                 | (2,274)                   | (100.0)                   |
| Accelerated depreciation included in selling, general and administrative expenses |                               | (355)                   | (355)                     | (100.0)                   |
| Total operating profit  | 208,517                       | 100,115                 | 108,402                   | 108.3                     |
| Other expenses  | (4,034)                       | (4,114)                 | (80)                      | (1.9)                     |
| Interest expense, net   | (74,068)                      | (81,607)                | (7,539)                   | (9.2)                     |
| Income before income tax expense  | \$ 130,415                    | \$ 14,394               | \$ 116,021                | 806.0%                    |

A significant portion of the selling, general and administrative expenses in each segment is an allocation of our consolidated selling, general and administrative expenses, however certain expenses that are specifically identifiable to a segment are charged directly to such segment. The allocation methodology for the consolidated selling, general and administrative expenses for the six months of 2010 was consistent with the six months of 2009. Our consolidated selling, general and administrative expenses before segment allocations were \$40 million higher in the six months of

2010 compared to 2009.

**Table of Contents*****Innerwear***

|                          | <b>Six Months Ended</b>       |                         | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|--------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |                           |                           |
|                          | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                | \$ 1,010,067                  | \$ 926,327              | \$ 83,740                 | 9.0%                      |
| Segment operating profit | 163,671                       | 130,668                 | 33,003                    | 25.3                      |

Overall net sales in the Innerwear segment were higher by \$84 million or 9% in the six months of 2010 compared to 2009, primarily due to space and distribution gains, retailer inventory restocking and stronger sales at retail. We are driving the growth in our Innerwear segment by leveraging our scale and consumer insight to gain new space and distribution. Our strong brands across all distribution channels and our innovation processes allow us to take advantage of long-term consumer trends.

Net sales in our male underwear product category were 19% or \$71 million higher in the six months of 2010 compared to 2009, which reflect higher net sales in our *Hanes* brand of \$68 million primarily due to distribution gains related to a new customer in the discount retail channel, space gains in the mass merchant and department store channels, increased retail sell through and retailer inventory restocking. Our male underwear product category continues to benefit from the increased media support for our *Hanes* brand and from our identification of key long-term megatrends such as comfort and dyed and color products. We have developed innovations to capitalize on these trends such as the *Hanes* Lay Flat Collar T-shirts and *Hanes Comfortsoft* waist band briefs and boxers.

Total intimate apparel net sales were \$8 million higher in the six months of 2010 compared to 2009. Our bra category net sales were \$12 million higher in the full and average figure sizes driven primarily by space and distribution gains. Our panties category net sales were lower by \$4 million primarily due to replenishment timing and certain style exits. From a brand perspective, our net sales were higher in our smaller brands (*barely there*, *Just My Size* and *Wonderbra*) by \$10 million and our *Bali* brand by \$3 million, partially offset by lower net sales in our *Hanes* brand of \$2 million and our *Playtex* brand of \$2 million.

Higher net sales of \$5 million in our socks product category reflect higher *Hanes* brand net sales of \$12 million primarily due to space gains, partially offset by lower *Champion* brand net sales of \$7 million in the six months of 2010 compared to 2009. The higher *Hanes* brand net sales were primarily due to space gains in the mass merchant channel and the lower *Champion* brand net sales were primarily due to lower net sales in the wholesale club channel.

Innerwear segment gross profit was higher by \$51 million in the six months of 2010 compared to 2009. The higher gross profit was primarily due to higher sales volume of \$48 million, lower production costs of \$13 million related to lower energy and oil-related costs, including non-customer freight costs, savings from our prior restructuring actions of \$10 million, vendor price reductions of \$9 million, lower cotton costs of \$3 million and higher product pricing of \$3 million before increased sales incentives. These lower costs were partially offset by higher sales incentives of \$22 million due to higher sales volumes and investments made with retailers, unfavorable product sales mix of \$10 million and higher excess and obsolete inventory costs of \$2 million.

As a percent of segment net sales, gross profit in the Innerwear segment was 34.9% in the six months of 2010 compared to 32.6% in the six months of 2009, increasing as a result of the items described above.

Innerwear segment operating profit was higher in the six months of 2010 compared to 2009 primarily as a result of higher gross profit and savings of \$2 million from prior restructuring actions primarily for compensation and related benefits, partially offset by higher media related MAP expenses of \$12 million, higher non-media related MAP expenses of \$4 million and higher distribution expenses of \$3 million.

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*Outerwear*

|                                 | <b>Six Months Ended</b>       |                         |                           |                           |
|---------------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                                 | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                                 | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                       | \$ 505,179                    | \$ 444,346              | \$ 60,833                 | 13.7%                     |
| Segment operating profit (loss) | 22,323                        | (6,837)                 | 29,160                    | NM                        |

Outerwear segment net sales, which benefited from space and distribution gains and stronger sales at retail, were higher by \$61 million or 14% in the six months of 2010 compared to 2009. Our casualwear category net sales were higher in both the retail and wholesale channels by \$42 million and \$9 million, respectively. The higher net sales in the retail casualwear channel of 69% reflect space gains primarily from an exclusive long-term agreement entered into with Wal-Mart in April 2009 that significantly expanded the presence of our *Just My Size* brand. This integrated program with Wal-Mart develops, sources, and merchandises a line of women’s clothing designed to meet the needs of plus size women.

Our *Champion* brand activewear net sales, which continue to be positively impacted by our marketing investment in the brand, were higher by \$10 million or 5%. Our *Champion* brand has achieved consistent growth by focusing on the fast growing active demographic with a unique moderate price positioning.

Outerwear segment gross profit was higher by \$37 million in the six months of 2010 compared to 2009. The higher gross profit was primarily due to higher sales volume of \$24 million, lower sales incentives of \$9 million, lower production costs of \$7 million related to lower energy and oil-related costs, including non-customer freight costs, lower other manufacturing costs of \$6 million primarily related to cost reductions at our manufacturing facilities, savings of \$5 million from our cost reduction initiatives and prior restructuring actions, vendor price reductions of \$4 million, lower cotton costs of \$3 million and lower excess and obsolete inventory costs of \$1 million. These lower costs were partially offset by lower product pricing of \$14 million primarily within the wholesale casualwear channel and an unfavorable product sales mix of \$8 million.

As a percent of segment net sales, gross profit in the Outerwear segment was 22.3% in the six months of 2010 compared to 17.0% in the six months of 2009, increasing as a result of the items described above.

Outerwear segment operating profit was higher in the six months of 2010 compared to 2009 primarily as a result of higher gross profit, partially offset by higher distribution expenses of \$4 million, higher non-media related MAP expenses of \$3 million and higher media related MAP expenses of \$2 million.

*Hosiery*

|                          | <b>Six Months Ended</b>       |                         |                           |                           |
|--------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|                          | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                | \$ 79,831                     | \$ 90,348               | \$ (10,517)               | (11.6)%                   |
| Segment operating profit | 27,339                        | 29,577                  | (2,238)                   | (7.6)                     |

Net sales in the Hosiery segment declined by \$11 million or 12%, which was primarily due to lower sales of our *L eggs* brand to mass retailers and food and drug stores. The hosiery category has been in a state of consistent decline for the past decade, as the trend toward casual dress reduced demand for sheer hosiery. Generally, we manage the Hosiery segment for cash, placing an emphasis on reducing our cost structure and managing cash efficiently.

Hosiery segment gross profit was lower by \$1 million in the six months of 2010 compared to 2009. The lower gross profit for the six months of 2010 compared to 2009 was primarily the result of lower sales volume of \$5 million and higher sales incentives of \$2 million, offset by lower production costs of \$2 million, lower other manufacturing costs of \$1 million, higher product pricing of \$1 million and vendor price reductions of \$1 million.



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As a percent of segment net sales, gross profit in the Hosiery segment was 54.9% in the six months of 2010 compared to 49.8% in the six months of 2009.

Hosiery segment operating profit was lower in the six months of 2010 compared to 2009 primarily as a result of lower gross profit and higher media related MAP expenses of \$2 million.

***Direct to Consumer***

|                          | <b>Six Months Ended</b> |                               | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|--------------------------|-------------------------|-------------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b>       |                           |                           |
|                          |                         | <b>(dollars in thousands)</b> |                           |                           |
| Net sales                | \$ 178,353              | \$ 174,854                    | \$ 3,499                  | 2.0%                      |
| Segment operating profit | 8,137                   | 15,346                        | (7,209)                   | (47.0)                    |

Direct to Consumer segment net sales were \$3 million or 2% higher in the six months of 2010 compared to 2009 primarily due to higher net sales related to our Internet operations and higher net sales in our outlet stores attributable to new store openings since the six months of 2009, partially offset by lower comparable store sales. The lower comparable store sales of 3% were driven by lower traffic.

Direct to Consumer segment gross profit was higher by \$1 million in the six months of 2010 compared to 2009. The higher gross profit was primarily due to higher sales volume of \$3 million, partially offset by higher other product costs of \$2 million. As a percent of segment net sales, gross profit in the Direct to Consumer segment was 62.2% in the six months of 2010 compared to 63.0% in the six months of 2009.

Direct to Consumer segment operating profit was lower in the six months of 2010 compared to 2009 primarily as a result of higher expenses of \$4 million as a result of new retail stores or expanding existing stores over the last 12 months, higher non-media related MAP expenses of \$2 million and higher distribution expenses of \$2 million, partially offset by higher gross profit.

***International***

|                          | <b>Six Months Ended</b> |                               | <b>Higher<br/>(Lower)</b> | <b>Percent<br/>Change</b> |
|--------------------------|-------------------------|-------------------------------|---------------------------|---------------------------|
|                          | <b>July 3,<br/>2010</b> | <b>July 4,<br/>2009</b>       |                           |                           |
|                          |                         | <b>(dollars in thousands)</b> |                           |                           |
| Net sales                | \$ 230,262              | \$ 199,711                    | \$ 30,551                 | 15.3%                     |
| Segment operating profit | 25,638                  | 19,137                        | 6,501                     | 34.0                      |

Overall net sales in the International segment were higher by \$31 million or 15% in the six months of 2010 compared to 2009, primarily as a result of stronger net sales in Canada, Europe, Brazil and Mexico, which reflects space and distribution gains and stronger sales at retail, and a favorable impact of \$15 million related to foreign currency exchange rates, partially offset by lower sales in Japan.

Excluding the impact of foreign exchange rates on currency, International segment net sales increased by 8% in the six months of 2010 compared to 2009. The favorable impact of foreign currency exchange rates in our International segment was primarily due to the strengthening of the Canadian dollar, Brazilian real, Mexican peso and Japanese yen compared to the U.S. dollar, partially offset by the strengthening of the U.S. dollar compared to the Euro.

During the six months of 2010, we experienced higher net sales, in each case excluding the impact of foreign currency exchange rates, in our intimate apparel, male underwear and socks businesses in Canada of \$8 million, in our casualwear business in Europe of \$4 million, in our male underwear and hosiery businesses in Brazil of \$2 million and in our intimate apparel business in Mexico of \$2 million and higher net sales of \$5 million in all other regions, partially offset by lower net sales in our male underwear and activewear businesses in Japan of \$5 million. Our innerwear businesses in Canada and Mexico continue to produce strong sales growth as we hold leading positions with strong market shares in intimate apparel and male underwear product categories. In certain international markets we are focusing on adopting global designs for some

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product categories to quickly launch new styles to expand our market position. The higher net sales reflect our successful efforts to improve our strong positions.

International segment gross profit was higher by \$15 million in the six months of 2010 compared to 2009. The higher gross profit was primarily a result of higher sales volume of \$9 million, a favorable impact related to foreign currency exchange rates of \$7 million and vendor price reductions of \$3 million, partially offset by higher sales incentives of \$4 million.

As a percent of segment net sales, gross profit in the International segment was 39.4% in the six months of 2010 compared to 2009 at 37.7%, increasing as a result of the items described above.

International segment operating profit was higher in the six months of 2010 compared to 2009 primarily attributable to the higher gross profit, partially offset by higher selling and other marketing expenses of \$4 million and higher distribution expenses of \$3 million. The changes in foreign currency exchange rates, which are included in the impact on gross profit above, had a favorable impact on operating profit of \$2 million in the six months of 2010 compared to 2009.

***Other***

|                                 | <b>Six Months Ended</b>       |                         |                           | <b>Percent<br/>Change</b> |
|---------------------------------|-------------------------------|-------------------------|---------------------------|---------------------------|
|                                 | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> | <b>Higher<br/>(Lower)</b> |                           |
|                                 | <b>(dollars in thousands)</b> |                         |                           |                           |
| Net sales                       | \$                            | \$ 8,277                | \$ (8,277)                | (100.0)%                  |
| Segment operating profit (loss) |                               | (1,810)                 | 1,810                     | 100.0                     |

Sales in our Other segment primarily consisted of sales of yarn to third parties, which were intended to maintain asset utilization at certain manufacturing facilities and generate approximate break even margins. In October 2009, we completed the sale of our yarn operations as a result of which we ceased making our own yarn and now source all of our yarn requirements from large-scale yarn suppliers. As a result of the sale of our yarn operations, we no longer have net sales in our Other segment.

***General Corporate Expenses***

General corporate expenses were lower in the six months of 2010 compared to 2009 primarily due to lower start-up and shut-down costs of \$10 million associated with the consolidation and globalization of our supply chain and lower stock compensation and certain other benefits of \$3 million, partially offset by higher other expenses of \$3 million.

**Liquidity and Capital Resources*****Trends and Uncertainties Affecting Liquidity***

Our primary sources of liquidity are cash generated by operations and availability under the revolving loan facility (the Revolving Loan Facility) under the 2009 Senior Secured Credit Facility, Accounts Receivable Securitization Facility and our international loan facilities. At July 3, 2010, we had \$194 million of borrowing availability under our \$400 million Revolving Loan Facility (after taking into account outstanding letters of credit), \$52 million of borrowing availability under our international loan facilities and \$37 million in cash and cash equivalents. We

currently believe that our existing cash balances and cash generated by operations, together with our available credit capacity, will enable us to comply with the terms of our indebtedness and meet foreseeable liquidity requirements.

The following have impacted or are expected to impact liquidity:

we have principal and interest obligations under our debt;

we expect to continue to invest in efforts to improve operating efficiencies and lower costs;

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we expect to continue to ramp up our lower-cost manufacturing capacity in Asia, Central America and the Caribbean Basin and enhance efficiency;

we expect to make payments related to actions taken in prior periods related to our restructuring efforts;

we may selectively pursue strategic acquisitions;

we could increase or decrease the portion of the income of our foreign subsidiaries that is expected to be remitted to the United States, which could significantly impact our effective income tax rate; and

our board of directors has authorized the repurchase of up to 10 million shares of our stock in the open market over the next few years (2.8 million of which we have repurchased as of July 3, 2010 at a cost of \$75 million), although we may choose not to repurchase any stock and instead focus on the repayment of our debt.

We expect to be able to manage our working capital levels and capital expenditure amounts to maintain sufficient levels of liquidity. We have restructured our supply chain over the past three years to create more efficient production clusters that utilize fewer, larger facilities and to balance production capability between the Western Hemisphere and Asia. As a result of increased sales expectations for 2010 as discussed above in the Outlook section of this MD&A, we have secured additional capacity with outside contractors to support sales growth.

In the near term, we anticipate working capital to increase, primarily in the form of inventory, to support our higher sales growth. We may also need to carry additional inventory into 2011 to support continuing sales momentum and secure additional production capacity with outside contractors as needed. With our global supply chain infrastructure substantially in place, we are focused long-term on optimizing our supply chain to further enhance efficiency, improve working capital and asset turns and reduce costs. We are focused on optimizing the working capital needs of our supply chain through several initiatives, such as supplier-managed inventory for raw materials and sourced goods ownership arrangements. Factors that could help us in these efforts include higher sales volume and the realization of additional cost benefits from previous restructuring and related actions.

As of July 3, 2010, we were in compliance with all financial covenants under our credit facilities. We expect to maintain compliance with our covenants for the foreseeable future, however economic conditions or the occurrence of events discussed under Risk Factors in our Annual Report on Form 10-K or other SEC filings could cause noncompliance.

Our debt under the 2009 Senior Secured Credit Facility, Floating Rate Senior Notes and Accounts Receivable Securitization Facility bears interest at variable rates. As a result, we are exposed to changes in market interest rates that could impact the cost of servicing our debt. We are required under the 2009 Senior Secured Credit Facility to hedge a portion of our floating rate debt to reduce interest rate risk caused by floating rate debt issuance. To comply with this requirement, in the first quarter of 2010 we entered into hedging arrangements whereby we capped the LIBOR interest rate component on an aggregate of \$491 million of the floating rate debt under the Floating Rate Senior Notes at 4.262%. The interest rate cap arrangements, with notional amounts of \$241 million and \$250 million, expire in December 2011.

***Cash Requirements for Our Business***

We rely on our cash flows generated from operations and the borrowing capacity under our Revolving Loan Facility, Accounts Receivable Securitization Facility and international loan facilities to meet the cash requirements of our business. The primary cash requirements of our business are payments to vendors in the normal course of business,

capital expenditures, maturities of debt and related interest payments, restructuring costs, contributions to our pension plans and repurchases of our stock. We believe we have sufficient cash and available borrowings for our liquidity needs. The flexibility provided by the debt refinancing we completed in December 2009 provides greater opportunity to pay down debt, repurchase our stock, pursue selected acquisitions or make discretionary contributions to our pension plans.

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We anticipate working capital to increase, primarily in the form of inventory, to support our higher sales growth. Year-end 2010 inventory could be 10% or \$100 million higher than year-end 2009, in line with our expected sales growth. We estimate that one-third of the increase could come from commodity cost inflation and the remaining increase from unit growth.

Capital spending has varied significantly from year to year as we executed our supply chain consolidation and globalization strategy and the integration and consolidation of our technology systems. As a result of increased sales expectations for 2010, we expect to invest \$60 to \$70 million in net capital expenditures and intend to carry adequate inventory levels to maximize sales potential. We spent \$58 million on gross capital expenditures during the six months of 2010, which were offset by cash proceeds of \$45 million from sales of exited supply chain facilities and sale-leaseback transactions.

In June 2010, the U.S. Congress passed legislation that provides for pension funding relief for companies with defined benefit pension plans by allowing those companies to choose between two alternative funding schedules: amortizing funding shortfalls over 15 years for any two plan years between 2008 and 2011, or paying interest on a funding shortfall for only two plan years of the employer's choosing after which a seven-year amortization would apply. We expect either funding relief option could benefit us with improved cash flow over the next one to two years due to expected lower pension contributions, however neither option will improve total cash flow. We are working with our actuaries to quantify the magnitude of the short-term impact on us.

There have been no other significant changes in the cash requirements for our business from those described in our Annual Report on Form 10-K for the year ended January 2, 2010.

***Sources and Uses of Our Cash***

The information presented below regarding the sources and uses of our cash flows for the six months ended July 3, 2010 and July 4, 2009 was derived from our consolidated financial statements. Our cash flows are typically stronger in the second half of the year as our sales are normally higher in the last two quarters of each fiscal year as a result of back-to-school and holiday shopping periods.

|  | <b>Six Months Ended</b>       |                         |
|--|-------------------------------|-------------------------|
|  | <b>July 3,<br/>2010</b>       | <b>July 4,<br/>2009</b> |
|  | <b>(dollars in thousands)</b> |                         |
| Operating activities   | \$ (64,272)                   | \$ 26,517               |
| Investing activities   | (13,422)                      | (69,037)                |
| Financing activities   | 76,247                        | 22,828                  |
| Effect of changes in foreign currency exchange rates on cash | (699)                         | (89)                    |
| Decrease in cash and cash equivalents                        | (2,146)                       | (19,781)                |
| Cash and cash equivalents at beginning of year               | 38,943                        | 67,342                  |
| Cash and cash equivalents at end of period                   | \$ 36,797                     | \$ 47,561               |

***Operating Activities***

Net cash used in operating activities was \$64 million in the six months of 2010 compared to net cash provided by operating activities of \$27 million in the six months of 2009. The lower cash from operating activities of \$91 million for the six months of 2010 compared to the six months of 2009 is primarily attributable to higher uses of our working capital of \$202 million partially offset by higher net income of \$111 million.

Net inventory increased \$246 million from January 2, 2010 in order to build for the seasonally stronger second half of the year and back-to-school period and to support space and distribution gains. In addition, our raw materials and work in process inventory was slightly higher due to the Asia supply chain transition and production ramp-up.



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Accounts receivable was \$62 million higher compared to January 2, 2010 primarily due to higher sales volumes and timing of collections, partially offset by the sale of selected trade accounts receivable to financial institutions.

With our global supply chain infrastructure substantially in place, we are now focused on optimizing our supply chain to further enhance efficiency, improve working capital and asset turns and reduce costs. We are focused on optimizing the working capital needs of our supply chain through several initiatives, such as supplier-managed inventory for raw materials and sourced goods ownership arrangements.

### *Investing Activities*

Net cash used in investing activities was \$13 million in the six months of 2010 compared to \$69 million in the six months of 2009. The lower net cash used in investing activities of \$56 million for the six months of 2010 compared to the six months of 2009 was primarily the result of higher proceeds from sales of assets of \$36 million and lower gross capital expenditures of \$20 million. During the six months of 2010, proceeds from sales of assets were \$45 million, primarily resulting from sale-leaseback transactions involving four distribution centers.

### *Financing Activities*

Net cash provided by financing activities was \$76 million in the six months of 2010 compared to \$23 million in the six months of 2009. The higher net cash from financing activities of \$53 million in the six months of 2010 compared to the six months of 2009 was primarily the result of higher net borrowings on the Revolving Loan Facility of \$76 million and higher net borrowings of \$49 million on the Accounts Receivable Securitization Facility, partially offset by \$59 million in repayments of debt under the 2009 Senior Secured Credit Facility and higher net repayments on notes payable of \$36 million. In addition, we made payments of \$22 million for debt amendment fees associated with the amendments of the Accounts Receivable Securitization Facility and the 2006 Senior Secured Credit Facility during the six months of 2009 that did not recur in 2010 and received proceeds of \$1 million from stock options exercised in the six months of 2010.

### *Cash and Cash Equivalents*

As of July 3, 2010 and January 2, 2010, cash and cash equivalents were \$37 million and \$39 million, respectively. The lower cash and cash equivalents as of July 3, 2010 was primarily the result of net cash used in operating activities of \$64 million and net cash used in investing activities of \$13 million, partially offset by net cash provided by financing activities of \$76 million.

## **Critical Accounting Policies and Estimates**

We have chosen accounting policies that we believe are appropriate to accurately and fairly report our operating results and financial condition in conformity with accounting principles generally accepted in the United States. We apply these accounting policies in a consistent manner. Our significant accounting policies are discussed in Note 2, titled Summary of Significant Accounting Policies, to our financial statements included in our Annual Report on Form 10-K for the year ended January 2, 2010.

The application of critical accounting policies requires that we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures. These estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. We evaluate these estimates and assumptions on an ongoing basis and may retain outside consultants to assist in our evaluation. If actual results ultimately differ from previous estimates, the revisions are included in results of operations in the period in which the actual amounts become known. The critical accounting policies that involve the most significant

management judgments and estimates used in preparation of our financial statements, or are the most sensitive to change from outside factors, are discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the year ended January 2, 2010. There have been no material changes in these policies during the quarter ended July 3, 2010.

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We recognized a change in our estimate of unrecognized tax benefit accruals of \$17 million and \$20 million for the quarter and six months ended July 3, 2010, respectively. This change in estimate resulted from the circumstances described above, and was not a result of any change in the application of our accounting policies.

**Recently Issued Accounting Pronouncements**

***Fair Value Disclosures***

In January 2010, the Financial Accounting Standards Board issued new accounting rules related to the disclosure requirements for fair value measurements. The new accounting rules require new disclosures regarding significant transfers between Levels 1 and 2 of the fair value hierarchy and the activity within Level 3 of the fair value hierarchy. The new accounting rules also clarify existing disclosures regarding the level of disaggregation of assets or liabilities and the valuation techniques and inputs used to measure fair value. The new accounting rules are effective for our first interim fiscal period beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances and settlements in the rollforward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The adoption of the disclosures effective for the first interim fiscal period beginning after December 15, 2009 did not have a material impact on our financial condition, results of operations or cash flows but resulted in certain additional disclosures reflected in Note 8 to the consolidated financial statements.

**Item 3. *Quantitative and Qualitative Disclosures About Market Risk***

There have been no significant changes in our market risk exposures from those described in Item 7A of our Annual Report on Form 10-K for the year ended January 2, 2010.

**Item 4. *Controls and Procedures***

As required by Exchange Act Rule 13a-15(b), our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e), as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective.

In connection with the evaluation required by Exchange Act Rule 13a-15(d), our management, including our Chief Executive Officer and Chief Financial Officer, concluded that no changes in our internal control over financial reporting occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Item 4T. *Controls and Procedures***

Not applicable.

**PART II**

**Item 1. *Legal Proceedings***

Although we are subject to various claims and legal actions that occur from time to time in the ordinary course of our business, we are not party to any pending legal proceedings that we believe could have a material adverse effect on our business, results of operations, financial condition or cash flows.

**Item 1A. Risk Factors**

No updates to report.

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

None.

**Item 3. *Defaults Upon Senior Securities***

None.

**Item 4. *(Removed and Reserved)***

**Item 5. *Other Information***

None.

**Item 6. *Exhibits***

The exhibits listed in the accompanying Exhibit Index are filed or furnished as part of this Quarterly Report on Form 10-Q.

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**SIGNATURES**

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

HANESBRANDS INC.

By: /s/ E. Lee Wyatt Jr.

E. Lee Wyatt Jr.  
Executive Vice President,  
Chief Financial Officer

Date: July 28, 2010

Table of Contents**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.1                       | Articles of Amendment and Restatement of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006).  |
| 3.2                       | Articles Supplementary (Junior Participating Preferred Stock, Series A) (incorporated by reference from Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 5, 2006).  |
| 3.3                       | Amended and Restated Bylaws of Hanesbrands Inc. (incorporated by reference from Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 15, 2008).  |
| 3.4                       | Certificate of Formation of BA International, L.L.C. (incorporated by reference from Exhibit 3.4 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.5                       | Limited Liability Company Agreement of BA International, L.L.C. (incorporated by reference from Exhibit 3.5 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.6                       | Certificate of Incorporation of Caribesock, Inc., together with Certificate of Change of Location of Registered Office and Registered Agent (incorporated by reference from Exhibit 3.6 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.7                       | Bylaws of Caribesock, Inc. (incorporated by reference from Exhibit 3.7 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.8                       | Certificate of Incorporation of Caribetex, Inc., together with Certificate of Change of Location of Registered Office and Registered Agent (incorporated by reference from Exhibit 3.8 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).    |
| 3.9                       | Bylaws of Caribetex, Inc. (incorporated by reference from Exhibit 3.9 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.10                      | Certificate of Formation of CASA International, LLC (incorporated by reference from Exhibit 3.10 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.11                      | Limited Liability Company Agreement of CASA International, LLC (incorporated by reference from Exhibit 3.11 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.12                      | Certificate of Incorporation of Ceibena Del, Inc., together with Certificate of Change of Location of Registered Office and Registered Agent (incorporated by reference from Exhibit 3.12 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007). |
| 3.13                      | Bylaws of Ceibena Del, Inc. (incorporated by reference from Exhibit 3.13 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the   |

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- 3.14 Securities and Exchange Commission on April 26, 2007).  
Certificate of Formation of Hanes Menswear, LLC, together with Certificate of Conversion from a Corporation to a Limited Liability Company Pursuant to Section 18-214 of the Limited Liability Company Act and Certificate of Change of Location of Registered Office and Registered Agent (incorporated by reference from Exhibit 3.14 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).

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| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 3.15                      | Limited Liability Company Agreement of Hanes Menswear, LLC (incorporated by reference from Exhibit 3.15 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.16                      | Certificate of Incorporation of HPR, Inc., together with Certificate of Merger of Hanes Puerto Rico, Inc. into HPR, Inc. (now known as Hanes Puerto Rico, Inc.) (incorporated by reference from Exhibit 3.16 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.17                      | Bylaws of Hanes Puerto Rico, Inc. (incorporated by reference from Exhibit 3.17 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.18                      | Articles of Organization of Sara Lee Direct, LLC, together with Articles of Amendment reflecting the change of the entity's name to Hanesbrands Direct, LLC (incorporated by reference from Exhibit 3.18 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.19                      | Limited Liability Company Agreement of Sara Lee Direct, LLC (now known as Hanesbrands Direct, LLC) (incorporated by reference from Exhibit 3.19 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.20                      | Certificate of Incorporation of Sara Lee Distribution, Inc., together with Certificate of Amendment of Certificate of Incorporation of Sara Lee Distribution, Inc. reflecting the change of the entity's name to Hanesbrands Distribution, Inc. (incorporated by reference from Exhibit 3.20 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007). |
| 3.21                      | Bylaws of Sara Lee Distribution, Inc. (now known as Hanesbrands Distribution, Inc.) (incorporated by reference from Exhibit 3.21 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.22                      | Certificate of Formation of HBI Branded Apparel Enterprises, LLC (incorporated by reference from Exhibit 3.22 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.23                      | Operating Agreement of HBI Branded Apparel Enterprises, LLC (incorporated by reference from Exhibit 3.23 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.24                      | Certificate of Incorporation of HBI Branded Apparel Limited, Inc. (incorporated by reference from Exhibit 3.24 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.25                      | Bylaws of HBI Branded Apparel Limited, Inc. (incorporated by reference from Exhibit 3.25 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.26                      | Certificate of Formation of HBI International, LLC (incorporated by reference from Exhibit 3.26 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.27                      | Limited Liability Company Agreement of HBI International, LLC (incorporated by reference from Exhibit 3.27 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |

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- 3.28 Certificate of Formation of SL Sourcing, LLC, together with Certificate of Amendment to the Certificate of Formation of SL Sourcing, LLC reflecting the change of the entity's name to HBI Sourcing, LLC (incorporated by reference from Exhibit 3.28 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).

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| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 3.29                      | Limited Liability Company Agreement of SL Sourcing, LLC (now known as HBI Sourcing, LLC) (incorporated by reference from Exhibit 3.29 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.30                      | Certificate of Formation of Inner Self LLC (incorporated by reference from Exhibit 3.30 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.31                      | Limited Liability Company Agreement of Inner Self LLC (incorporated by reference from Exhibit 3.31 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.32                      | Certificate of Formation of Jasper-Costa Rica, L.L.C. (incorporated by reference from Exhibit 3.32 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.33                      | Amended and Restated Limited Liability Company Agreement of Jasper-Costa Rica, L.L.C. (incorporated by reference from Exhibit 3.33 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.34                      | Certificate of Formation of Playtex Dorado, LLC, together with Certificate of Conversion from a Corporation to a Limited Liability Company Pursuant to Section 18-214 of the Limited Liability Company Act (incorporated by reference from Exhibit 3.36 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).    |
| 3.35                      | Amended and Restated Limited Liability Company Agreement of Playtex Dorado, LLC (incorporated by reference from Exhibit 3.37 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.36                      | Certificate of Incorporation of Playtex Industries, Inc. (incorporated by reference from Exhibit 3.38 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.37                      | Bylaws of Playtex Industries, Inc. (incorporated by reference from Exhibit 3.39 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).  |
| 3.38                      | Certificate of Formation of Seamless Textiles, LLC, together with Certificate of Conversion from a Corporation to a Limited Liability Company Pursuant to Section 18-214 of the Limited Liability Company Act (incorporated by reference from Exhibit 3.40 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007). |
| 3.39                      | Limited Liability Company Agreement of Seamless Textiles, LLC (incorporated by reference from Exhibit 3.41 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.40                      | Certificate of Incorporation of UPCR, Inc., together with Certificate of Change of Location of Registered Office and Registered Agent (incorporated by reference from Exhibit 3.42 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).   |
| 3.41                      |   |

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Bylaws of UPCR, Inc. (incorporated by reference from Exhibit 3.43 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).

- 3.42 Certificate of Incorporation of UPEL, Inc., together with Certificate of Change of Location of Registered Office and Registered Agent (incorporated by reference from Exhibit 3.44 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007).

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| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.43                      | Bylaws of UPEL, Inc. (incorporated by reference from Exhibit 3.45 to the Registrant's Registration Statement on Form S-4 (Commission file number 333-142371) filed with the Securities and Exchange Commission on April 26, 2007). |
| 31.1                      | Certification of Richard A. Noll, Chief Executive Officer.   |
| 31.2                      | Certification of E. Lee Wyatt Jr., Chief Financial Officer.  |
| 32.1                      | Section 1350 Certification of Richard A. Noll, Chief Executive Officer.  |
| 32.2                      | Section 1350 Certification of E. Lee Wyatt Jr., Chief Financial Officer.   |
| 101.INS XBRL              | Instance Document*   |
| 101.SCH XBRL              | Taxonomy Extension Schema Document*  |
| 101.CAL XBRL              | Taxonomy Extension Calculation Linkbase Document*  |
| 101.LAB XBRL              | Taxonomy Extension Label Linkbase Document*  |
| 101.PRE XBRL              | Taxonomy Extension Presentation Linkbase Document*   |

\* Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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