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

FORM 10-Q

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended October 30, 2010

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

For the transition period from to

Commission file number 0-23071

THE CHILDREN'S PLACE RETAIL STORES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**31-1241495** (I.R.S. Employer Identification Number)
500 Plaza Drive **Secaucus, New Jersey** (Address of Principal Executive Offices)	**07094** (Zip Code)

(201) 558-2400
(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 x No o

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 (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o (Don't check if smaller reporting company)	Smaller reporting company o

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

The number of shares outstanding of the registrant's common stock with a par value of $0.10 per share, as of November 29, 2010 was 25,980,350 shares.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES

QUARTERLY REPORT ON FORM 10-Q

FOR THE PERIOD ENDED OCTOBER 30, 2010

TABLE OF CONTENTS

Table of Contents

PART I. FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements.

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share information)

	(unaudited) October 30, 2010	January 30, 2010	(unaudited) October 31, 2009
ASSETS			
Current assets:			
Cash and cash equivalents	$ 170,526	$ 168,380	$ 102,280
Restricted cash	2,219	2,112	2,084
Accounts receivable	20,945	16,910	16,739
Inventories	232,902	206,227	250,599
Prepaid expenses and other current assets	45,424	45,713	48,992
Deferred income taxes	25,902	17,540	38,973
Total current assets	497,918	456,882	459,667
Long-term assets:			
Property and equipment, net	317,564	312,801	311,113
Deferred income taxes	55,759	79,934	60,008
Other assets	4,202	4,443	4,528
Total assets	$ 875,443	$ 854,060	$ 835,316
LIABILITIES AND STOCKHOLDERS' EQUITY			
LIABILITIES:			
Current liabilities:			
Accounts payable	$ 79,626	$ 55,547	$ 62,612
Income taxes payable	2,457	1,212	3,121
Accrued expenses and other current liabilities	95,396	88,757	101,765
Total current liabilities	177,479	145,516	167,498
Long-term liabilities:			
Deferred rent liabilities	97,478	98,705	101,334
Other tax liabilities	15,407	15,396	8,947
Other long-term liabilities	5,406	5,473	4,303
Total liabilities	295,770	265,090	282,082
COMMITMENTS AND CONTINGENCIES			
STOCKHOLDERS' EQUITY:			
Preferred stock, $1.00 par value, 1,000,000 shares authorized, 0 shares issued and outstanding at October 30, 2010, January 30, 2010, and October 31, 2009	—	—	—
Common stock, $0.10 par value, 100,000,000 shares authorized, 26,193,378, 27,474,774 and 27,391,655 issued and outstanding at October 30, 2010, January 30, 2010, and October 31, 2009, respectively	2,619	2,747	2,739
Additional paid-in capital	207,166	204,646	203,662
Accumulated other comprehensive income	11,539	7,561	6,855
Retained earnings	358,349	374,016	339,978

Total stockholders' equity	579,673	588,970	553,234
Total liabilities and stockholders' equity	$ 875,443	$ 854,060	$ 835,316

See accompanying notes to these condensed consolidated financial statements.

Table of Contents

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except per share amounts)

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net sales	$ 453,395	$ 463,175	$ 1,220,829	$ 1,180,752
Cost of sales	271,052	261,348	745,208	707,099
Gross profit	182,343	201,827	475,621	473,653
Selling, general and administrative expenses	114,210	118,579	334,946	336,565
Asset impairment charges	354	307	2,506	1,721
Depreciation and amortization	17,738	18,170	53,562	53,258
Operating income	50,041	64,771	84,607	82,109
Interest (expense), net	(390)	(520)	(1,227)	(5,250)
Income from continuing operations before income taxes	49,651	64,251	83,380	76,859
Provision for income taxes	18,493	26,079	32,483	22,175
Income from continuing operations	31,158	38,172	50,897	54,684
Income (loss) from discontinued operations, net of income taxes	151	(389)	81	(440)
Net income	$ 31,309	$ 37,783	$ 50,978	$ 54,244
Basic earnings (loss) per share amounts (1)				
Income from continuing operations	$ 1.16	$ 1.39	$ 1.86	$ 1.90
Income (loss) from discontinued operations, net of income taxes	0.01	(0.01)	0.00	(0.02)
Net income	$ 1.16	$ 1.38	$ 1.86	$ 1.88
Basic weighted average common shares outstanding	26,907	27,389	27,415	28,805
Diluted earnings (loss) per share amounts (1)				
Income from continuing operations	$ 1.14	$ 1.38	$ 1.83	$ 1.88
Income (loss) from discontinued operations, net of income taxes	0.01	(0.01)	0.00	(0.02)
Net income	$ 1.15	$ 1.37	$ 1.84	$ 1.87
Diluted weighted average common shares outstanding	27,238	27,622	27,764	29,038

(1) *Table may not add due to rounding*

See accompanying notes to these condensed consolidated financial statements.

Table of Contents

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (In thousands)

	Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 50,978	$ 54,244
Less income (loss) from discontinued operations	81	(440)
Income from continuing operations	50,897	54,684
Reconciliation of income from continuing operations to net cash provided by (used in) operating activities:		
Depreciation and amortization	53,562	53,258
Amortization of deferred financing costs	435	2,285
Loss on disposal of property and equipment	685	606
Asset impairment charges	2,506	1,721

Stock-based compensation	8,085	7,068
Deferred taxes	15,744	12,769
Deferred rent expense and lease incentives	(12,770)	(12,678)
Changes in operating assets and liabilities:		
Inventories	(25,292)	(36,319)
Prepaid expenses and other assets	(4,970)	(2,320)
Accounts payable and other current liabilities	33,311	(11,970)
Income taxes payable, net of prepayments	2,727	2,215
Deferred rent and other liabilities	10,829	947
Total adjustments	84,852	17,582
Net cash provided by operating activities	135,749	72,266
CASH FLOWS FROM INVESTING ACTIVITIES:		
Property and equipment purchases	(63,305)	(45,011)
Restriction of cash	—	(2,148)
Purchase of company-owned life insurance policies	(265)	—
Net cash used in investing activities	(63,570)	(47,159)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Borrowings under revolving credit facilities	118,977	134,114
Repayments under revolving credit facilities	(118,977)	(134,114)
Exercise of stock options	8,255	5,611
Payments on term loan	—	(85,000)
Purchase of common stock, including transaction costs	(80,352)	(73,898)
Deferred financing costs	—	(1,000)
Net cash used in financing activities	(72,097)	(154,287)
Effect of exchange rate changes on cash	2,064	5,254
Net increase (decrease) in cash and cash equivalents	2,146	(123,926)
Cash and cash equivalents, beginning of period	168,380	226,206
Cash and cash equivalents, end of period	$ 170,526	$ 102,280

See accompanying notes to these condensed consolidated financial statements.

Table of Contents

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (In thousands)

	Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009
OTHER CASH FLOW INFORMATION:		
Net cash paid during the period for income taxes	$ 13,716	$ 9,921
Cash paid during the period for interest	1,213	5,046
Increase (decrease) in accrued purchases of property and equipment	(3,180)	549

See accompanying notes to these condensed consolidated financial statements.

Table of Contents

THE CHILDREN'S PLACE RETAIL STORES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and the rules and regulations of the Securities and Exchange Commission (the "SEC"). Accordingly, certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted.

In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring accruals) necessary to present fairly the consolidated financial position of The Children's Place Retail Stores, Inc. (the "Company") as of October 30, 2010 and October 31, 2009, the results of its consolidated operations for the thirteen weeks and thirty-nine weeks ended October 30, 2010 and October 31, 2009, and its consolidated cash flows for the thirty-nine weeks ended October 30, 2010 and October 31, 2009. The consolidated financial position as of January 30, 2010 was derived from audited financial statements. Due to the seasonal nature of the Company's business, the results of operations for the thirteen and thirty-nine weeks ended October 30, 2010 and October 31, 2009 are not necessarily indicative of operating results for a full fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.

Terms that are commonly used in the Company's notes to condensed consolidated financial statements are defined as follows:

- Third Quarter 2010 — The thirteen weeks ended October 30, 2010.
- Third Quarter 2009 — The thirteen weeks ended October 31, 2009.
- Year-To-Date 2010 — The thirty-nine weeks ended October 30, 2010.
- Year-To-Date 2009 — The thirty-nine weeks ended October 31, 2009.
- FASB— Financial Accounting Standards Board.
- FASB ASC — FASB Accounting Standards Codification, which serves as the source for authoritative U.S. GAAP, except that rules and interpretive releases by the SEC are also sources of authoritative U.S. GAAP for SEC registrants.

Restricted Cash

On June 11, 2009, the Company received a notice of assessment in the amount of approximately 2.3 million Canadian dollars from Revenue Quebec regarding the Company's sales tax filings. During the Third Quarter 2009, Revenue Quebec required the Company to guarantee the assessed amount in the form of a deposit into a restricted cash account. The Company has objected to the assessment and until such time that it is resolved, the balance of the account remains the property of the Company. This amount is shown on the accompanying consolidated balance sheet as restricted cash. At October 30, 2010 the U.S. dollar value of this deposit was $2.2 million. At January 30, 2010 and October 31, 2009 the U.S. dollar value of this deposit was $2.1 million.

Deferred Compensation Plan

In December 2009, the Board of Directors of the Company approved the adoption of The Children's Place Retail Stores, Inc. Nonqualified Deferred Compensation Plan (the "Deferred Compensation Plan") effective as of January 1, 2010. Under the Deferred Compensation Plan, which is a nonqualified, unfunded plan, each eligible senior level employee of the Company may elect to defer up to 80% of his or her base salary and/or up to 100% of his or her bonus to be earned for the year following the year in which the deferral election is made. The Deferred Compensation Plan also permits members of the Board of Directors to elect to defer payment of all or a portion of their retainer and other fees to be earned for the year following the year in which a deferral election is made. In addition, eligible employees and directors of the Company may also elect to defer payment of any shares of Company stock that is earned with respect to deferred stock awards. The Company may, but is not required to, credit participants with additional Company contribution amounts. Deferred amounts are not subject to forfeiture and are deemed invested among investment funds offered under the Deferred Compensation Plan, as directed by each participant. Payments of deferred amounts (as adjusted for earnings and losses) are payable following

separation from service or at a date or dates elected by the participant at the time the deferral is elected. Payments of deferred amounts are generally made in either a lump sum or in annual installments over a period not exceeding fifteen years. Deferred amounts are payable in the form in which they were made; cash deferrals are payable in cash and stock deferrals are payable in stock. Earlier distributions are not permitted except in the case of an unforeseen hardship.

The Company has established a rabbi trust that serves as an investment to shadow the Deferred Compensation Plan liability; however, the assets of the rabbi trust are general assets of the Company and as such, would be subject to the claims of creditors in the event of bankruptcy or insolvency. The investments of the rabbi trust consist of company-owned life insurance policies for which investment income or loss is recognized based upon changes in cash surrender value. Changes in the Deferred Compensation Plan liability are recognized as compensation expense. Stock awards deferred into the Deferred Compensation Plan are recorded at fair market value at the time of deferral and any subsequent changes in fair market value are not recognized. At October 30, 2010, the Deferred Compensation Plan liability and the investment balance of the rabbi trust were approximately $0.4 million each and are included in other assets and other long-term liabilities, respectively, in the accompanying condensed consolidated balance sheet. At October 30, 2010 no stock awards have been deferred into the plan.

The Disney Store Business

In the first quarter of fiscal 2008, the Company discontinued its operation of the Disney Store business, which had operated under a licensing agreement with The Walt Disney Company. Amounts included in loss from discontinued operations relate to the wind down of the Disney Store business.

Recently Adopted Accounting Standards

The Company has reviewed recent accounting standards issued under FASB ASC and has determined that they will have no financial impact on the Company's condensed consolidated financial statements.

Fair Value Measurement and Financial Instruments

The "*Fair Value Measurements and Disclosure"* topic of the FASB ASC provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities.

This topic defines fair value as 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 and establishes a three-level hierarchy, which encourages an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the hierarchy are defined as follows:

- Level 1 - inputs to the valuation techniques that are quoted prices in active markets for identical assets or liabilities

- Level 2 - inputs to the valuation techniques that are other than quoted prices but are observable for the assets or liabilities, either directly or indirectly

- Level 3 - inputs to the valuation techniques that are unobservable for the assets or liabilities

The Company's cash and cash equivalents, accounts receivable, accounts payable and credit facilities are all short-term in nature. As such, their carrying amounts approximate fair value.

2. STOCKHOLDERS' EQUITY

On August 18, 2010, the Company's Board of Directors authorized a share repurchase program in the amount of $100.0 million. Under the program, the Company may repurchase shares in the open market at current market prices at the time of purchase or in privately negotiated transactions. As of October 30, 2010, the Company has repurchased approximately 1.7 million shares at an aggregate cost of approximately $80.0 million, which is an average cost of $46.61 per share. Subsequent to October 30, 2010 and through November 30, 2010, the Company repurchased an additional 0.2 million shares for approximately $10.0 million, which brought the total under the share repurchase program to approximately $90.0 million. All of these shares have been retired. The timing and remaining number of shares repurchased under the program

Table of Contents

will depend on a variety of factors including price, corporate and regulatory requirements, and other market conditions, and may be suspended or discontinued at any time.

Additionally, pursuant to restrictions imposed by the Company's equity plan during black-out periods, the Company withholds and retires shares of vesting stock awards in exchange for payments to satisfy the withholding tax requirements of certain recipients. The Company's payment of the withholding taxes in exchange for the shares constitutes a purchase of its common stock. For Year-To-Date 2010 the Company retired approximately eight thousand shares and made related withholding tax payments of approximately $0.4 million. For Year-To-Date 2009 the Company retired approximately 15 thousand shares and made related withholding tax payments of approximately $0.4 million.

On July 29, 2009, the Company entered into a securities purchase agreement with Ezra Dabah, the Company's former Chief Executive Officer, Renee Dabah and certain related trusts (collectively, the "Sellers") pursuant to which the Company agreed to purchase from the Sellers an aggregate of approximately 2.45 million shares of the Company's common stock at a price of $28.88 per share, which represented a discount of 5% to the average of the closing prices of the Company's common stock of the three days ended July 28, 2009 (the "Sale"). On August 3, 2009, the Sale was completed with the Company making total payments to the Sellers of approximately $70.8 million. In addition, the Company incurred approximately $2.7 million in transaction costs related to the Sale, which are included in the cost of the acquired shares. Immediately after the Sale, the acquired shares of common stock were retired.

In accordance with the "*Equity*" topic of the FASB ASC, a portion of the purchase price of shares retired is charged against additional paid-in capital using a pro rata allocation based on total shares outstanding. The par value of the shares is charged against common stock, and the remaining purchase price is charged to retained earnings. For Year-To-Date 2010 and Year-To-Date 2009 approximately $66.6 million and $56.4 million, respectively, was charged to retained earnings.

3. STOCK-BASED COMPENSATION

The following table summarizes the Company's stock-based compensation expense (in thousands):

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	**October 31, 2009**	**October 30, 2010**	**October 31, 2009**
Stock option expense	$ 13	$ 40	$ 48	$ 186
Deferred stock expense (1)	1,559	1,451	5,103	4,447
Restricted stock expense	189	214	621	646
Performance award expense (2)	(884)	824	2,313	1,789
Total stock-based compensation expense	$ 877	$ 2,529	$ 8,085	$ 7,068

(1) During the Third Quarter 2010 and the Third Quarter 2009 approximately $0.4 million and $0.2 million, respectively, was recorded in cost of goods sold. During Year-To-Date 2010 and Year-To-Date 2009 approximately $1.0 million and $0.8 million, respectively, was recorded in cost of goods sold.

(2) During the Third Quarter 2010, the Company lowered the expected number of shares that will vest. This reduction resulted in a net credit charge for the quarter.

The Company recognized a tax benefit related to stock-based compensation expense of $3.2 million and $2.8 million for Year-To-Date 2010 and Year-To-Date 2009, respectively.

Long Term Incentive Awards

The Company issues long term incentive awards consisting of deferred stock awards and performance awards to key members of management (the "Participants"). Each award is based on salary level and the fair market value of the Company's common stock on the date the Compensation Committee of the Company's Board of Directors approves the grant. The deferred stock awards vest on a graded basis over three years and have a service requirement only. Key features of the performance awards are as follows:

- Each performance award has a defined number of shares that a Participant can earn (the "Target Shares"). Based on performance levels, Participants can earn up to 200% of their Target Shares.
- The awards have a service requirement and performance criteria that must be achieved for the awards to vest.

- The performance criteria are based on the Company's achievement of operating income levels in each of the fiscal years 2008, 2009 and 2010, as well as in the aggregate, except that those awards issued since January 2010 are based only on fiscal 2010's operating performance.

- Awards may be earned in each of the fiscal years based upon meeting the established performance criteria for that year, however, except in certain circumstances, the Participants must be employed by the Company at the end of the three year performance period or their awards are forfeited.

The current performance period ends on January 29, 2011 and as of October 30, 2010, the Company estimates that on a weighted average basis the Participants will earn approximately 146% of their Target Shares.

New Awards

During Year-To-Date 2010 the Company granted an aggregate of 127,585 deferred stock awards, of which 22,885 vest over one year and 104,700 vest on a graded basis over three years. Also awarded during Year-To-Date 2010 were performance awards that provide for the issuance of 15,500 Target Shares if the Company achieves a specified level of operating income for fiscal 2010. These awards vest on an accelerated basis over three years.

Deferred and Restricted Stock ("Deferred Awards")

Changes in the Company's unvested Deferred Awards for Year-To-Date 2010 were as follows:

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value
Unvested deferred awards, beginning of period	512	$ 30.34
Granted	128	45.68
Vested	(160)	28.73
Forfeited	(54)	32.63
Unvested deferred awards, end of period	426	$ 35.25

Total unrecognized stock-based compensation expense related to unvested Deferred Awards approximated $11.2 million as of October 30, 2010, which will be recognized over a weighted average period of approximately 2.1 years.

Performance Awards

Changes in the Company's unvested performance awards for Year-To-Date 2010 were as follows:

	Number of Performance Shares (1) (in thousands)	Weighted Average Grant Date Fair Value
Unvested performance shares, beginning of period	174	$ 27.65
Granted	16	46.30
Vested	—	—
Forfeited	(28)	28.43
Unvested performance shares, end of period	162	$ 29.30

(1) The number of unvested performance shares is based on the Participants earning their Target Shares at 100%. As of October 30, 2010, the Company estimates that on a weighted average basis the Participants will earn 146% of their Target Shares. The cumulative expense recognized reflects changes in estimates as they occur.

Based on the estimated total performance awards that will vest, total unrecognized stock-based compensation expense related to unvested performance awards approximated $1.5 million as of October 30, 2010, which will be recognized over a weighted average period of approximately 0.8 years.

Stock Option Plans

During fiscal 2008, the Company ceased issuing stock options in favor of Deferred Awards. Activity for all outstanding options is below.

Changes in the Company's outstanding stock options for Year-To-Date 2010 were as follows:

	Number of Options (in thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value (in thousands)
Options outstanding at January 30, 2010	731	$ 33.22	4.6	$ 2,831
Granted	—	—	—	—
Exercised	(283)	29.15	N/A	4,799
Forfeited	(13)	34.34	N/A	125

Options outstanding at October 30, 2010	435	$	35.86	4.6	$	3,814
Options exercisable at October 30, 2010	411	$	36.44	4.4	$	3,378

Changes in the Company's unvested stock options for Year-To-Date 2010 were as follows:

	Number of Options (in thousands)		Weighted Average Grant Date Fair Value
Unvested stock options, beginning of period	40	$	11.24
Granted	—		—
Vested	(16)		11.08
Forfeited	—		—
Unvested stock options, end of period	24	$	11.34

Total unrecognized stock-based compensation expense related to unvested stock options is not material.

Table of Contents

4. NET INCOME PER COMMON SHARE

The following table reconciles net income and share amounts utilized to calculate basic and diluted net income per common share (in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	October 30, 2010		October 31, 2009		October 30, 2010		October 31, 2009	
Income from continuing operations	$	31,158	$	38,172	$	50,897	$	54,684
Income (loss) from discontinued operations, net of taxes		151		(389)		81		(440)
Net income	$	31,309	$	37,783	$	50,978	$	54,244
Basic weighted average common shares		26,907		27,389		27,415		28,805
Dilutive effect of stock awards		331		233		349		233
Diluted weighted average common shares		27,238		27,622		27,764		29,038
Antidilutive stock awards		103		536		127		869

Antidilutive stock awards (stock options, deferred stock awards and restricted stock awards) represent those awards that are excluded from the earnings per share calculation as a result of their antidilutive effect in the application of the treasury stock method in accordance with the "*Earnings Per Share*" topic of the FASB ASC.

5. COMPREHENSIVE INCOME

The following table presents the Company's comprehensive income (in thousands):

	Thirteen Weeks Ended				Thirty-nine Weeks Ended			
	October 30, 2010		October 31, 2009		October 30, 2010		October 31, 2009	
Net income	$	31,309	$	37,783	$	50,978	$	54,244
Foreign currency translation adjustment		1,108		(428)		3,978		9,945
Comprehensive income	$	32,417	$	37,355	$	54,956	$	64,189

Table of Contents

6. PROPERTY AND EQUIPMENT

Property and equipment consist of the following (in thousands):

	Asset Life		October 30, 2010		January 30, 2010		October 31, 2009
Property and equipment:							
Land and land improvements	—	$	3,403	$	3,403	$	3,403
Building and improvements	20-25 yrs		34,184		30,451		30,451
Material handling equipment	10-15 yrs		49,504		31,243		31,243
Leasehold improvements	Lease life		395,553		378,097		372,878
Store fixtures and equipment	3-10 yrs		274,197		259,641		257,210
Capitalized software	5 yrs		70,347		65,869		64,794
Construction in progress	—		11,385		17,770		13,659
			838,573		786,474		773,638
Less accumulated depreciation and amortization			(521,009)		(473,673)		(462,525)
Property and equipment, net		$	317,564	$	312,801	$	311,113

During the Third Quarter 2010, the Company recorded $0.4 million of asset impairment charges related primarily to two underperforming stores. During the Third Quarter 2009, the Company recorded $0.3 million of asset impairment charges related primarily to one underperforming store.

During Year-To-Date 2010, the Company recorded $2.5 million of asset impairment charges related primarily to six underperforming stores. During Year-To-Date 2009, the Company recorded $1.7 million of asset impairment charges related primarily to four underperforming stores.

As of October 30, 2010, January 30, 2010 and October 31, 2009, the Company had purchased $4.3 million, $7.5 million and $4.6 million, respectively, of property and equipment for which payment had not been made. These amounts are included in accounts payable and accrued expenses and other current liabilities.

7. CREDIT FACILITIES

On July 31, 2008, the Company and certain of its domestic subsidiaries entered into a five year credit agreement (the "2008 Credit Agreement") with Wells Fargo Retail Finance, LLC ("Wells Fargo"), Bank of America, N.A., HSBC Business Credit (USA) Inc., and JPMorgan Chase Bank, N.A. as lenders and Wells Fargo, as Administrative Agent, Collateral Agent and Swing Line Lender.

The 2008 Credit Agreement consists of a $200 million asset based revolving credit facility, with a $175 million sublimit for standby and documentary letters of credit. Revolving credit loans outstanding under the 2008 Credit Agreement bear interest, at the Company's option, at:

(i) the prime rate plus a margin of 0.0% to 0.5% based on the amount of the Company's average excess availability under the facility; or
(ii) the London InterBank Offered Rate, or "LIBOR", for an interest period of one, two, three or six months, as selected by the Company, plus a margin of 2.00% to 2.50% based on the amount of the Company's average excess availability under the facility.

An unused line fee of 0.50% or 0.75%, based on total facility usage, will accrue on the unused portion of the commitments under the facility. Letter of credit fees range from 1.25% to 1.75% for commercial letters of credit and range from 2.00% to 2.50% for standby letters of credit. Letter of credit fees are determined based on the daily average undrawn stated amount of such outstanding letters of credit. The 2008 Credit Agreement expires on July 31, 2013. The amount available for loans and letters of credit under the 2008 Credit Agreement is determined by a borrowing base consisting of certain credit card receivables, certain inventory and the fair market value of certain real estate, subject to certain reserves.

The outstanding obligations under the 2008 Credit Agreement may be accelerated upon the occurrence of certain events, including, among others, non-payment, breach of covenants, the institution of insolvency proceedings, defaults under

other material indebtedness and a change of control, subject, in the case of certain defaults, to the expiration of applicable grace periods. Since August 1, 2010, the Company is no longer subject to any early termination fees.

The 2008 Credit Agreement contains covenants, which include limitations on annual capital expenditures, share repurchase programs and the payment of dividends or similar payments. Credit extended under the 2008 Credit Agreement is secured by a first or second priority security interest in substantially all of the Company's assets.

On August 18, 2010, in connection with the approval of the Company's share repurchase program, the 2008 Credit Agreement was amended to increase the allowable amount, subject to certain conditions, that the Company may spend on share repurchases.

The Company capitalized an aggregate of approximately $2.6 million in deferred financing costs related to the 2008 Credit Agreement, which is being amortized on a straight-line basis over its term.

The table below presents the components (in millions) of the Company's credit facilities:

	October 30, 2010	January 30, 2010	October 31, 2009
Credit facility maximum	$ 200.0	$ 200.0	$ 200.0
Borrowing base	190.2	164.1	200.0
Outstanding borrowings	$ —	$ —	$ —
Letters of credit outstanding—merchandise	33.8	32.4	37.2
Letters of credit outstanding—standby	10.9	15.2	16.1
Utilization of credit facility at end of period	44.7	47.6	53.3
Availability	$ 145.5	$ 116.5	$ 146.7
Interest rate at end of period	3.3%	3.3%	3.3%

	Year-To-Date 2010	Fiscal 2009	Year-To-Date 2009
Average loan balance during the period	$ —	$ 0.1	$ 0.1
Highest outstanding borrowings during the period	—	3.3	3.3
Average interest rate	3.3%	3.3%	3.3%

Letter of Credit Fees

Letter of credit fees approximated $0.3 million in each of Year-To-Date 2010 and Year-To-Date 2009. Letter of credit fees are included in cost of sales.

8. TERM LOAN

On July 31, 2008, concurrently with the execution of the 2008 Credit Agreement, the Company and certain of its domestic subsidiaries and Sankaty Credit Opportunities III, L.P., Sankaty Credit Opportunities IV, L.P., RGIP, LLC, Crystal Capital Fund, L.P., Crystal Capital Onshore Warehouse LLC, 1903 Onshore Funding, LLC, and Bank of America, N.A., all as note purchasers, together with Sankaty Advisors, LLC, as Collateral Agent, and Crystal Capital Fund Management, L.P., as Syndication Agent, entered into a note purchase agreement ("Note Purchase Agreement").

Under the Note Purchase Agreement, the Company issued $85.0 million of non-amortizing secured notes (the "Notes") which were due and payable on July 31, 2013. Amounts outstanding under the Note Purchase Agreement bore interest at the greater of (i) LIBOR, for an interest period of one, two, three or six months, as selected by the Company, or (ii) 3.00%, plus, in each case, a margin of between 8.50% and 9.75% depending on the Company's leverage ratio.

On April 13, 2009, the Company prepaid $47.0 million of the Notes, which included a $32.0 million mandatory payment plus a penalty free optional payment of $15.0 million. On August 3, 2009, the remaining principal amount of $38.0

million was prepaid (the "Final Payment"). In accordance with the terms of the Note Purchase Agreement, the Company was required to pay a prepayment premium of 1.5%, or approximately $0.6 million, on the Final Payment. Also, in connection with the Final Payment, the Note Purchase Agreement and the Company's obligations under the Note Purchase Agreement were terminated.

9. LEGAL AND REGULATORY MATTERS

On June 16, 2009, a putative stockholder derivative action was filed in the Superior Court of New Jersey, Hudson County, Chancery Division, against the Company and certain of its current and former directors and senior executives. The Company has been named as a nominal defendant. The complaint alleges, among other things, that certain of the Company's current and former directors and executives breached their fiduciary duties to the Company and its stockholders by causing the Company to issue false and misleading public statements and by abdicating their responsibilities to the Company and its stockholders, in violation of state law. The complaint also alleges that the defendants committed corporate waste in connection with a severance payment to the Company's former Chief Executive Officer. The complaint seeks monetary damages from the individual defendants as well as costs and disbursements of the lawsuit, including expert fees, as well as equitable relief. On November 20, 2009, defendants moved to dismiss the complaint, on the grounds that, among other things, (i) the claims asserted in the action are barred by the prior settlement of the stockholder class action filed in the United States District Court for the Southern District of New York, and (ii) plaintiff failed to make a demand on the Company's Board of Directors to initiate the lawsuit, as required by applicable state law. The court heard oral arguments on the motion to dismiss on March 25, 2010 and on June 3, 2010 the court issued an oral decision denying the defendants' motion to dismiss, while stating that the court took no position on the merits of the case. On July 28, 2010, the defendants filed a motion in the Superior Court of New Jersey, Appellate Division, seeking extraordinary leave to appeal from the interlocutory order denying defendants' motion to dismiss, which motion was denied on August 20, 2010. The outcome of this litigation is uncertain and no estimate can be made at this time of any potential loss or range of losses. While we believe there are valid defenses to the claims and we will defend ourselves vigorously, no assurance can be given as to the outcome of this litigation. The litigation could distract our management and directors from the Company's affairs, the costs and expenses of the litigation could have a material adverse effect on the Company's financial position, results of operations and cash flows and an unfavorable outcome could adversely affect the reputation of the Company.

On or about September 28, 2007, Meghan Ruggiero filed a complaint against the Company and its subsidiary, Hoop Retail Stores, LLC ("Hoop"), in the United States District Court, Northern District of Ohio on behalf of herself and other similarly situated individuals. The lawsuit alleges violations of the Fair and Accurate Credit Transactions Act and seeks class certification, an award of statutory and punitive damages, attorneys' fees and costs, and injunctive relief. The plaintiff filed an amended complaint on January 25, 2008. Effective as of March 26, 2008, the prosecution of this lawsuit against Hoop was stayed under the automatic stay provisions of the U.S. Bankruptcy Code by reason of Hoop's petition for relief filed that same day. On March 2, 2009, the court granted the plaintiff leave to file an amended complaint dismissing the Company and to replace the Company with its subsidiary, The Children's Place Services Company, LLC, and on March 27, 2009 the plaintiff filed a second amended complaint. On October 15, 2009, the parties filed a joint notice of settlement, and the parties subsequently entered into a settlement agreement that provided for, among other things, payment in the amount of $0.3 million. On March 4, 2010, the Court preliminarily approved the settlement, authorized the dissemination of notice of the settlement to the Company's shareholders and scheduled a hearing to consider the fairness and final approval of the settlement. The parties entered into an amendment to the settlement agreement on July 2, 2010, and the hearing on final approval of the amended settlement was held on September 16, 2010. The court issued the Final Approval Order and Judgment on October 4, 2010, and the judgment became effective on November 8, 2010. The Company has accrued for the cost of this settlement and the related expense was charged to discontinued operations.

During the Third Quarter 2010, neither the Company nor any of its subsidiaries became a party to, nor did any of their property become the subject of, any material legal proceedings. Except as noted above, there were no material developments to any legal proceedings previously reported in the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.

The Company is also involved in various legal proceedings arising in the normal course of business. In the opinion of management, any ultimate liability arising out of these proceedings will not have a material effect on the Company's financial condition.

10. INCOME TAXES

The Company computes income taxes using the liability method. This method requires recognition of deferred tax assets and liabilities, measured by enacted rates, attributable to temporary differences between the financial statement and income tax bases of assets and liabilities. Deferred tax assets and liabilities are comprised largely of book tax differences relating to depreciation, rent expense, inventory and various accruals and reserves.

The Company's effective tax rate from continuing operations for the Third Quarter 2010 and the Third Quarter 2009 was 37.2% and 40.6%, respectively, and for Year-To-Date 2010 and Year-To-Date 2009 it was 39.0% and 28.9%, respectively. The lower effective tax rate for Year-To-Date 2009 results from a first quarter tax benefit of $4.5 million related to an accrual reduction as part of a settlement of an IRS income tax audit and a second quarter tax benefit of $4.8 million related to excess foreign tax credits generated by a one time dividend from the Company's Canadian subsidiaries.

During the Third Quarter 2010 and Year-To-Date 2010, the Company recognized approximately $0.1 million and $0.5 million, respectively, of additional interest expense related to its unrecognized tax benefits. During the Third Quarter 2009 and Year-To-Date 2009, the Company recognized approximately $0.2 million and $0.5 million, respectively, of additional interest expense related to its unrecognized tax benefits. The Company recognizes accrued interest and penalties related to unrecognized income tax liabilities in income tax expense.

The Company is subject to taxation in the U.S. and various states and foreign jurisdictions. The Company is no longer subject to U.S. federal income tax audits for years through fiscal 2006. With limited exception, the Company is no longer subject to state, local or non-U.S. income tax audits by taxing authorities for years through fiscal 2004.

11. INTEREST INCOME AND EXPENSE

The following table presents the components of the Company's interest (expense) income, net (in thousands):

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Interest income	$ 176	$ 42	$ 397	$ 545
Tax-exempt interest income	1	2	19	13
Total interest income	177	44	416	558
Less:				
Interest expense — term loan	—	—	—	3,858
Interest expense — credit facilities	55	83	181	222
Unused line fee	300	288	894	479
Amortization of deferred financing fees (1)	145	145	435	2,285
Other interest and fees (2)	67	48	133	(1,036)
Total interest expense	567	564	1,643	5,808
Interest (expense), net	$ (390)	$ (520)	$ (1,227)	$ (5,250)

(1) Year-To-Date 2009 includes approximately $1.9 million of accelerated deferred financing costs associated with prepayments made on the Company's term loan.

(2) Year-To-Date 2009 includes a credit of approximately $1.5 million of interest accrual reversals related to the settlement of an IRS employment tax audit related to stock options.

12. SEGMENT INFORMATION

In accordance with the "*Segment Reporting*" topic of the FASB ASC, the Company reports segment data based on management responsibility: The Children's Place U.S. and The Children's Place Canada. Included in The Children's Place U.S. segment are the Company's U.S. based stores, including Puerto Rico, and its e-commerce store, *www.childrensplace.com*. The Company measures its segment profitability based on operating income, defined as earnings before interest and taxes. Net sales and direct costs are recorded by each segment. Certain inventory procurement functions such as production and design as well as corporate overhead, including executive management, finance, real estate, human

Table of Contents

resources, legal, and information technology services are managed by The Children's Place U.S. segment. Expenses related to these functions, including depreciation and amortization, are allocated to The Children's Place Canada segment based primarily on net sales. The assets related to these functions are not allocated. The Company periodically reviews these allocations and adjusts them based upon changes in business circumstances. Net sales from external customers are derived from merchandise sales and the Company has no major customers that account for more than 10% of its net sales. As of October 30, 2010, The Children's Place U.S. operated 903 stores and The Children's Place Canada operated 102 stores. As of October 31, 2009, The Children's Place U.S. operated 856 stores and The Children's Place Canada operated 94 stores.

The following tables provide segment level financial information for the Third Quarter 2010, the Third Quarter 2009, Year-To-Date 2010 and Year-To-Date 2009 (dollars in thousands):

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net sales:				
The Children's Place U.S.	$ 388,423	$ 399,737	$ 1,059,165	$ 1,038,756
The Children's Place Canada	64,972	63,438	161,664	141,996
Total net sales	$ 453,395	$ 463,175	$ 1,220,829	$ 1,180,752
Operating income:				
The Children's Place U.S.	$ 35,210	$ 47,760	$ 57,077	$ 56,540
The Children's Place Canada	14,831	17,011	27,530	25,569
Total operating income	$ 50,041	$ 64,771	$ 84,607	$ 82,109

Operating income as a percent of net sales:				
The Children's Place U.S.	9.1%	11.9%	5.4%	5.4%
The Children's Place Canada	22.8%	26.8%	17.0%	18.0%
Total operating income	11.0%	14.0%	6.9%	7.0%
Depreciation and amortization:				
The Children's Place U.S.	$ 15,836	$ 16,510	$ 47,899	$ 48,172
The Children's Place Canada	1,902	1,660	5,663	5,086
Total depreciation and amortization	$ 17,738	$ 18,170	$ 53,562	$ 53,258
Capital expenditures:				
The Children's Place U.S.	$ 13,817	$ 17,758	$ 58,792	$ 43,696
The Children's Place Canada	2,530	168	4,513	1,315
Total capital expenditures	$ 16,347	$ 17,926	$ 63,305	$ 45,011

Total assets by segment are as follows (dollars in thousands):

	October 30, 2010	January 30, 2010	October 31, 2009
Total assets:			
The Children's Place U.S.	$ 748,764	$ 752,827	$ 742,633
The Children's Place Canada	126,679	101,233	92,683
Total assets	$ 875,443	$ 854,060	$ 835,316

13. SUBSEQUENT EVENTS

Subsequent to October 30, 2010 and through November 30, 2010, the Company repurchased an additional 0.2 million shares for approximately $10.0 million, which brought the total under the share repurchase program to approximately $90.0 million.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of federal securities laws, which are intended to be covered by the safe harbors created thereby. Those statements include, but may not be limited to, the discussions of the Company's operating and growth strategy. Investors are cautioned that all forward-looking statements involve risks and uncertainties including, without limitation, those set forth under the caption "Risk Factors" in the Business section of the Company's Annual Report on Form 10-K for the year ended January 30, 2010. Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could prove to be inaccurate, and therefore, there can be no assurance that the forward-looking statements included in this Quarterly Report on Form 10-Q will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The Company undertakes no obligation to publicly release any revisions to any forward-looking statements contained herein to reflect events and circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events.

The following discussion should be read in conjunction with the Company's unaudited financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and the annual audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended January 30, 2010.

Terms that are commonly used in our management's discussion and analysis of financial condition and results of operations are defined as follows:

- *Third Quarter 2010 — The thirteen weeks ended October 30, 2010.*
- *Third Quarter 2009 — The thirteen weeks ended October 31, 2009.*
- *Year-To-Date 2010— The thirty-nine weeks ended October 30, 2010.*
- *Year-To-Date 2009— The thirty-nine weeks ended October 31, 2009.*
- *Comparable Store Sales — Net sales, in constant currency, from stores that have been open at least 14 full fiscal months and that have not been substantially remodeled during that time.*
- *Comparable Retail Sales — Comparable Store Sales plus comparable sales from our e-commerce store.*
- *Gross Margin — Gross profit expressed as a percentage of net sales.*
- *SG&A — Selling, general and administrative expenses.*
- *FASB— Financial Accounting Standards Board.*
- *FASB ASC — FASB Accounting Standards Codification, which serves as the source for authoritative U.S. GAAP, except that rules and interpretive releases by the SEC are also sources of authoritative U.S. GAAP for SEC registrants.*
- *SEC— U.S. Securities and Exchange Commission.*
- *U.S. GAAP — Generally Accepted Accounting Principles in the United States.*

Our Business

We are the largest pure-play children's specialty apparel retailer in North America. We design, contract to manufacture and sell high-quality, value-priced merchandise under our proprietary "The Children's Place" brand name. Our objective is to deliver high-quality merchandise at value prices. As of October 30, 2010, we owned and operated 1,005 retail stores throughout North America and an e-commerce store at *www.childrensplace.com.*

Segment Reporting

In accordance with the "*Segment Reporting*" topic of the FASB ASC, we report segment data based on management responsibility: The Children's Place U.S. and The Children's Place Canada. Included in The Children's Place U.S. segment are our U.S. based stores, including Puerto Rico, and our e-commerce store, *www.childrensplace.com*. We measure our segment profitability based on operating income, defined as earnings before interest and taxes. Net sales and direct costs are recorded by each segment. Certain inventory procurement functions such as production and design as well as corporate overhead, including executive management, finance, real estate, human resources, legal, and information technology services are managed by The Children's Place U.S. segment. Expenses related to these functions, including depreciation and amortization, are allocated to The Children's Place Canada segment based primarily on net sales. The assets related to these functions are not allocated. We periodically review these allocations and adjust them based upon changes in business circumstances. Net sales from external customers are derived from merchandise sales and we have no major customers that

Table of Contents

account for more than 10% of our net sales. As of October 30, 2010, The Children's Place U.S. operated 903 stores and The Children's Place Canada operated 102 stores. As of October 31, 2009, The Children's Place U.S. operated 856 stores and The Children's Place Canada operated 94 stores.

The Disney Store Business

In the first quarter of fiscal 2008, the Company discontinued its operation of the Disney Store business, which had operated under a licensing agreement with The Walt Disney Company. Amounts included in loss from discontinued operations relate to the wind down of the Disney Store business.

Operating Highlights

Net sales increased by $40.0 million, or 3.4%, to $1,220.8 million in Year-To-Date 2010 from $1,180.8 million during Year-To-Date 2009. Our Comparable Retail Sales decreased 1.1% during Year-To-Date 2010 compared to a 2.7% decrease during Year-To-Date 2009. During Year-To-Date 2010, we opened 62 The Children's Place stores and closed four. During Year-To-Date 2009, we opened 34 The Children's Place stores and closed one.

During Year-To-Date 2010, we reported income from continuing operations of $50.9 million, or $1.83 per diluted share, compared to $54.7 million, or $1.88 per diluted share, during Year-To-Date 2009. During Year-To-Date 2010, the following factors significantly impacted our business:

- We have accelerated our store growth in fiscal 2010 with the majority of our new stores located in strip or enclosed malls comprised largely of value oriented retailers (a "Value Oriented Center" or "VOC"). During Year-To-Date 2010, we opened 62 new stores, which provided $45.8 million of sales and represents approximately 82% more stores than the 34 opened in Year-To-Date 2009. We are on plan to open 65 stores for the full fiscal year 2010, which will be approximately 71% more than the 38 opened in fiscal 2009;

- Continued weakness in the U.S. and Canadian economic environments; and

- An increase in value of the Canadian Dollar versus the U.S. Dollar.

Additionally, income from continuing operations for Year-To-Date 2009 included the following items, which affect comparability with the current year:

- Approximately $2.0 million of professional fees related to our proxy contest;

- Approximately $2.4 million of interest and deferred financing expenses related to our repayments of our term loan;

- A $4.5 million tax benefit related to the settlement of an IRS income tax audit and $4.8 million of foreign tax credits related to the repatriation of foreign cash;

- A $4.7 million gain from the settlement of an IRS employment tax audit related to stock options of which approximately $1.5 million was a reversal of accrued interest;

- Restructuring costs of approximately $2.9 million related to our strategic initiatives, primarily the moving of our e-commerce fulfillment center from Secaucus, New Jersey to our distribution center in Fort Payne, Alabama; and

- A $0.8 million asset impairment charge for an underperforming store that had been open for less than two years.

We have subsidiaries in Canada, Hong Kong and Shanghai whose operating results are based in foreign currencies and are thus subject to the fluctuations of the corresponding translation rates into U.S. dollars. The below table summarizes the average translation rates impacting our operating results:

Table of Contents

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Average Translation Rates (1)				
Canadian Dollar	0.9703	0.9316	0.9675	0.8719
Hong Kong Dollar	0.1288	0.1290	0.1287	0.1290
China Yuan Renminbi	0.1484	0.1464	0.1472	0.1464

(1) The average translation rates are the average of the monthly translation rates used during each period to translate the respective income statements. The rates represent the U.S. dollar equivalent of each foreign currency.

For the Third Quarter 2010, the effects of these translation rate changes on net sales, gross profit and income from continuing operations before income taxes were increases of $2.7 million, $1.4 million and $0.7 million, respectively. For Year-To-Date 2010, the effects of these translation rate changes on net sales, gross profit and income from continuing operations before income taxes were increases of $15.3 million, $7.3 million and $3.7 million, respectively. Net sales are affected only by the Canadian dollar translation rates. In addition to the translation rate changes, the gross profit of our Canadian subsidiary is also impacted by its purchases of inventory, which are priced in U.S. dollars. The effects of these purchases on our gross profit were increases of approximately $1.4 million and $4.4 million in the Third Quarter 2010 and Year-To-Date 2010, respectively.

CRITICAL ACCOUNTING POLICIES

The preparation of consolidated financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported revenues and expenses during the reported period. In many cases, there are alternative policies or estimation techniques that could be used. We continuously review the application of our accounting policies and evaluate the appropriateness of the estimates used in preparing our financial statements; however, estimates routinely require adjustment based on changing circumstances and the receipt of new or better information. Consequently, actual results could differ from our estimates.

The accounting policies and estimates discussed below include those that we believe are the most critical to aid in fully understanding and evaluating our financial results. Senior management has discussed the development and selection of our critical accounting policies and estimates with the Audit Committee of our Board of Directors, which has reviewed our related disclosures herein.

Inventory Valuation— Merchandise inventories are stated at the lower of average cost or market, using the retail inventory method. Under the retail inventory method, the valuation of inventories at cost and the resulting gross margins are calculated by applying a cost-to-retail ratio, for each merchandise department, to the retail value of inventories. An initial mark-up is applied to inventory at cost to establish a cost-to-retail ratio. Permanent markdowns, when taken, reduce both the retail and cost components of inventory on hand so as to maintain the already established cost-to-retail relationship. At any one time, inventories include items that have been marked down to our best estimate of the lower of their cost or fair market value and an estimate of our inventory shrinkage.

We base our decision to mark down merchandise upon its current rate of sale, the season, and the age and sell-through of the item. We estimate sell-through rates based upon historical and forecasted information. Markdown reserves are assessed and adjusted each quarter based on current sales trends and their resulting impact on forecasts. Our success is largely dependent upon our ability to gauge the fashion taste of our customers, and to provide a well-balanced merchandise assortment that satisfies customer demand. Throughout the year, we review our inventory in order to identify slow moving items and generally use markdowns to clear them. Any inability to provide the proper quantity of appropriate merchandise in a timely manner, or to correctly estimate the sell-through rate, could have a material impact on our consolidated financial statements. Our historical estimates have not differed materially from actual results and a 10% difference in our markdown reserve as of October 30, 2010 would have impacted net income by approximately $0.9 million. Our markdown reserve balance at October 30, 2010 was $14.6 million.

Additionally, we adjust our inventory based upon an annual physical inventory, which is taken during the last quarter of the fiscal year. Based on the results of our historical physical inventories, an estimated shrink rate is used for each

successive quarter until the next annual physical inventory, or sooner if facts or circumstances should indicate differently. A 1% difference in our shrinkage rate at retail could impact each quarter's net income by approximately $0.7 million.

Stock-based Compensation—We account for stock-based compensation according to the provisions of the "*Stock Compensation*" topic of FASB ASC.

Restricted Stock, Deferred Stock and Performance Awards

We grant restricted shares and deferred stock awards to our employees and non-employee directors and performance awards to certain key members of management. The fair value of each award is based on the average of the high and low selling price of our common stock on the grant date. Compensation expense is recognized ratably over the related service period reduced for estimated forfeitures of those awards not expected to vest due to employee turnover. While actual forfeitures could vary significantly from those estimated, a 10% change in our forfeiture rate would impact our net income by approximately $0.5 million. In addition, the number of performance shares earned is dependent upon our operating results over a specified time period. The expense for performance shares is based on an estimate of the number of shares we think will vest based on our earnings-to-date plus our estimate of future earnings for the remaining performance period. The current performance period ends on January 29, 2011. To the extent that actual operating results differ from our estimates, future performance share compensation expense could be significantly different. A 25% decrease in our projected future earnings could decrease our equity compensation, pre-tax, by approximately $2.3 million, and a 25% increase in our projected future earnings could increase our equity compensation, pre-tax, by approximately $1.3 million.

Stock Options

During fiscal 2008, we ceased issuing stock options in favor of deferred stock awards. The fair value of all outstanding stock options was estimated using the Black-Scholes option pricing model based on a Monte Carlo simulation, which requires extensive use of accounting judgment and financial estimates, including estimates of how long employees will hold their vested stock options before exercise, the estimated volatility of our common stock over the expected term, and the number of options that will be forfeited prior to the completion of vesting requirements. All exercise prices were based on the average of the high and low of the selling price of our common stock on the grant date. Total unamortized stock compensation at October 30, 2010 was not material and use of different assumptions regarding pricing and forfeitures would not have a material impact on our current financial position or results of operations.

Insurance and Self-Insurance Liabilities—Based on our assessment of risk and cost efficiency, we self-insure as well as purchase insurance policies to provide for workers' compensation, general liability, and property losses, as well as directors' and officers' liability, vehicle liability and employee medical benefits. We estimate risks and record a liability based upon historical claim experience, insurance deductibles, severity factors and other actuarial assumptions. These estimates include inherent uncertainties due to the variability of the factors involved, including type of injury or claim, required services by the providers, healing time, age of claimant, case management costs, location of the claimant, and governmental regulations. While we believe that our risk assessments are appropriate, these uncertainties or a deviation in future claims trends from recent historical patterns could result in our recording additional or reduced expenses, which could have a significant impact on our results of operations. Our historical estimates have not differed materially from actual results and a 10% difference in our insurance reserves as of October 30, 2010 would have impacted net income by approximately $0.6 million.

Impairment of Long-Lived Assets— We periodically review our long-lived assets when events indicate that their carrying value may not be recoverable. Such events include a history trend or projected trend of cash flow losses or a future expectation that we will sell or dispose of an asset significantly before the end of its previously estimated useful life. In reviewing for impairment, we group our long-lived assets at the lowest possible level for which identifiable cash flows are largely independent of the cash flows of other assets and liabilities. In that regard, we group our assets into two categories: corporate-related and store-related. Corporate-related assets consist of those associated with our corporate offices, distribution centers and our information technology systems. Store-related assets consist of leasehold improvements, furniture and fixtures, certain computer equipment and lease related assets associated with individual stores.

For store-related assets, we review all stores that have been open for at least two years, or sooner if circumstances should dictate, on at least an annual basis. For each of these stores, we project future cash flows over the remaining life of the lease and compare the total undiscounted cash flows to the net book value of the related long-lived assets. If the undiscounted cash flows are less than the related net book value of the long-lived assets, they are written down to their fair market value. We primarily determine fair market value to be the discounted future cash flows associated with those assets. In evaluating future cash flows, we consider external and internal factors. External factors comprise the local environment in

which the store resides, including mall traffic, competition, and their effect on sales trends. Internal factors include our ability to gauge the fashion taste of our customers, control variable costs such as cost of sales and payroll, and in certain cases, our ability to renegotiate lease costs. Historically, less than 2% of our stores required impairment charges in any one year. If external factors should change unfavorably, if actual sales should differ from our projections, or if our ability to control costs is insufficient to sustain the necessary cash flows, future impairment charges could be material. At October 30, 2010, the average net book value per store was $0.2 million.

Income Taxes—We utilize the liability method of accounting for income taxes as set forth in the "*Income Taxes*" topic of the FASB ASC. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statement and tax basis of assets and liabilities using tax rates expected to be in effect during the years in which the basis differences reverse. A valuation allowance is recorded when it is more likely than not that some of the deferred tax assets will not be realized. In determining the need for valuation allowances we consider projected future taxable income and the availability of tax planning strategies. If, in the future we determine that we would not be able to realize our recorded deferred tax assets, an increase in the valuation allowance would decrease earnings in the period in which such determination is made.

We assess our income tax positions and record tax benefits for all years subject to examination based upon our evaluation of the facts, circumstances and information available at the reporting date. For those tax positions where it is more likely than not that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is not more likely than not that a tax benefit will be sustained, no tax benefit has been recognized in the financial statements.

Fair Value Measurement and Financial Instruments—The "*Fair Value Measurements and Disclosure*" topic of the FASB ASC provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities.

This topic defines fair value as 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 and establishes a three-level hierarchy, which encourages an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The three levels of the hierarchy are defined as follows:

- Level 1 - - inputs to the valuation techniques that are quoted prices in active markets for identical assets or liabilities
- Level 2 - - inputs to the valuation techniques that are other than quoted prices but are observable for the assets or liabilities, either directly or indirectly
- Level 3 - - inputs to the valuation techniques that are unobservable for the assets or liabilities

The Company's cash and cash equivalents, accounts receivable, accounts payable, credit facilities and certain other short-term financial instruments are all short-term in nature. As such, their carrying amounts approximate fair value.

Recently Adopted Accounting Standards

We have reviewed recent accounting standards issued under FASB ASC and have determined that they will have no financial impact on our condensed consolidated financial statements.

RESULTS OF OPERATIONS

The following table sets forth, for the periods indicated, selected income statement data expressed as a percentage of net sales. We primarily evaluate the results of our operations as a percentage of net sales rather than in terms of absolute dollar increases or decreases by analyzing the year over year change in our business expressed as a percentage of net sales (i.e., "basis points"). For example, our selling, general and administrative expenses decreased approximately 40 basis points to 25.2% of net sales during the Third Quarter 2010 from 25.6% during the Third Quarter 2009. Accordingly, to the extent that our sales have increased at a faster rate than our costs (i.e., "leveraging"), the more efficiently we have utilized the investments we have made in our business. Conversely, if our sales decrease or if our costs grow at a faster pace than our sales (i.e., "de-leveraging"), we have less efficiently utilized the investments we have made in our business.

Table of Contents

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	59.8	56.4	61.0	59.9
Gross profit	40.2	43.6	39.0	40.1
Selling, general and administrative expenses	25.2	25.6	27.4	28.5
Asset impairment charges	0.1	0.1	0.2	0.1
Depreciation and amortization	3.9	3.9	4.4	4.5
Operating income	11.0	14.0	6.9	7.0
Interest (expense), net	(0.1)	(0.1)	(0.1)	(0.4)
Income from continuing operations before income taxes	11.0	13.9	6.8	6.5
Provision for income taxes	4.1	5.6	2.7	1.9
Income from continuing operations	6.9	8.2	4.2	4.6
Income (loss) from discontinued operations, net of taxes	—	(0.1)	—	—
Net income	6.9%	8.2%	4.2%	4.6%
Number of stores, end of period	1,005	950	1,005	950

Table may not add due to rounding.

The following tables set forth by segment, for the periods indicated, selected net sales, gross profit and Gross Margin income statement data (in thousands):

	Thirteen Weeks Ended		Thirty-nine Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net sales:				
The Children's Place U.S.	$ 388,423	$ 399,737	$ 1,059,165	$ 1,038,756
The Children's Place Canada	64,972	63,438	161,664	141,996
Total net sales	$ 453,395	$ 463,175	$ 1,220,829	$ 1,180,752
Gross profit:				
The Children's Place U.S.	$ 149,697	$ 167,247	$ 398,881	$ 405,020
The Children's Place Canada	32,646	34,580	76,740	68,633
Total gross profit	$ 182,343	$ 201,827	$ 475,621	$ 473,653
Gross Margin:				
The Children's Place U.S.	38.5%	41.8%	37.7%	39.0%
The Children's Place Canada	50.2%	54.5%	47.5%	48.3%
Total Gross Margin	40.2%	43.6%	39.0%	40.1%

The Third Quarter 2010 Compared to the Third Quarter 2009

Net sales decreased by $9.8 million, or 2.1%, to $453.4 million during the Third Quarter 2010 from $463.2 million during the Third Quarter 2009. Our Third Quarter 2010 net sales decrease resulted from a Comparable Retail Sales decrease of 5.7%, or $25.3 million, partially offset by a $12.8 million increase in sales from new stores and other stores that did not qualify as comparable stores and a $2.7 million increase due to favorable changes in the Canadian exchange rates. Comparable Retail Sales declined as our average dollar transaction size decreased by 9% partially offset by a 3% increase in the number of transactions. By department, Comparable Retail Sales were positive in Accessories and negative in Newborn, Girls and Boys. Regionally, U.S. Comparable Store Sales were down in all regions with our best performance in the West and Southeast.

During the Third Quarter 2010, we opened 28 stores, and during the Third Quarter 2009, we opened 13 stores.

On a segment basis, The Children's Place U.S. net sales decreased $11.3 million, or 2.8%, to $388.4 million in the Third Quarter 2010 compared to $399.7 million in the Third Quarter 2009. This decrease resulted from a Comparable Store Sales decrease of 8.8%, or $31.0 million partially offset by a $10.6 million increase in e-commerce sales and a $9.1 million

Table of Contents

increase in sales from new stores and other stores that did not qualify as comparable stores. E-commerce sales, as a percentage of net sales, increased to 10.1% in the Third Quarter 2010 from 7.6% in the Third Quarter 2009. The decrease in Comparable Store Sales in the U.S. resulted primarily from a 10% decline in the average dollar transaction size partially offset by a 2% increase in the number of transactions. Comparable Store Sales were down in all U.S. regions. The Children's Place Canada net sales increased $1.6 million, or 2.4%, to $65.0 million in the Third Quarter 2010 compared to $63.4 million in the Third Quarter 2009. This increase resulted from a $3.8 million increase in sales from new stores and other stores that did not qualify as comparable stores and a $2.7 million increase due to favorable changes in the Canadian exchange rates, partially offset by a Comparable Store Sales decrease of 7.9%, or $4.9

million. The decrease in Comparable Store Sales was primarily attributable to a 12% decrease in the average dollar transaction size partially offset by a 5% increase in the number of transactions. Comparable Store Sales were down in all departments.

Gross profit decreased by $19.5 million to $182.3 million during the Third Quarter 2010 from $201.8 million during the Third Quarter 2009. Gross Margin decreased 340 basis points to 40.2% in the Third Quarter 2010 from 43.6% in the Third Quarter 2009. This decrease is primarily attributable to higher markdowns of approximately 260 basis points, a de-leveraging of occupancy and warehouse costs of approximately 70 basis points, a lower initial markup of approximately 30 basis points partially offset by the impact of favorable foreign exchange rates of approximately 20 basis points. Gross Margin at The Children's Place U.S. decreased approximately 330 basis points from 41.8% in the Third Quarter 2009 to 38.5% in the Third Quarter 2010. This decrease resulted primarily from higher markdowns, the de-leveraging of occupancy and warehouse costs and a lower initial markup. Gross Margin at The Children's Place Canada decreased approximately 430 basis points from 54.5% in the Third Quarter 2009 to 50.2% in the Third Quarter 2010. This decrease resulted primarily from higher markdowns and the de-leveraging of occupancy, partially offset by the effect of favorable foreign exchange rates.

Selling, general and administrative expenses decreased $4.4 million to $114.2 million during the Third Quarter 2010 from $118.6 million during the Third Quarter 2009. As a percentage of net sales, SG&A decreased approximately 40 basis points to 25.2% during the Third Quarter 2010 from 25.6% during the Third Quarter 2009. This leveraging resulted primarily from a decrease in administrative expenses of approximately 110 basis points, or $6.4 million, partially offset by an increase in store expenses of approximately $1.7 million, or 70 basis points. The decreases in administrative expenses relate primarily to marketing expenses, where we reduced costs in our direct mail and advertising programs, and to reductions in performance based compensation based on our operating results versus our plan. The increase in store expenses is primarily the result of an increase in the number of stores operated in the period while the de-leverage resulted from the decline in our Comparable Store Sales as noted above.

Asset impairment charges were $0.4 million during the Third Quarter 2010, compared to $0.3 million during the Third Quarter 2009. During the Third Quarter 2010 and Third Quarter 2009, we impaired two stores and one store, respectively.

Depreciation and amortization was $17.7 million during the Third Quarter 2010, compared to $18.2 million during the Third Quarter 2009. As a percentage of net sales, depreciation and amortization remained constant at 3.9%.

Interest expense, net was $0.4 million during the Third Quarter 2010, compared to $0.5 million during the Third Quarter 2009.

Provision for income taxes was $18.5 million during the Third Quarter 2010 compared to $26.1 million during the Third Quarter 2009. The decrease of $7.6 million is the result of lower pre-tax earnings from continuing operations and a lower effective tax rate. Our effective tax rate was 37.2% in the Third Quarter 2010 compared to 40.6% in the Third Quarter 2009.

Income (loss) from discontinued operations, net of income taxes was income of $0.2 million in the Third Quarter 2010 compared to a loss of $0.4 million in the Third Quarter 2009. Income (loss) from discontinued operations primarily includes legal and professional fees related to the wind-down of the Company's former subsidiaries that operated the Disney Store business and adjustments to related reserves.

Net income was $31.3 million and $37.8 million during the Third Quarter 2010 and Third Quarter 2009, respectively, due to the factors discussed above. Earnings per diluted share was $1.15 in the Third Quarter 2010 compared to $1.37 in the Third Quarter 2009. This decrease in earnings per share is due to the decrease in net income partially offset by a lower weighted average common shares outstanding of approximately 0.4 million. During the Third Quarter 2010, we repurchased and retired approximately 1.7 million common shares under our share repurchase program.

Table of Contents

Year-To-Date 2010 Compared to Year-To-Date 2009

Net sales increased by $40.0 million, or 3.4%, to $1,220.8 million during Year-To-Date 2010 from $1,180.8 million during Year-To-Date 2009. Our net sales increase resulted from a $37.0 million increase in sales from new stores, as well as other stores that did not qualify as comparable stores and a $15.3 million increase from favorable changes in the Canadian foreign exchange rate, partially offset by a Comparable Retail Sales decrease of 1.1%, or $12.3 million. During Year-To-Date 2010, we opened 62 stores and closed four. During Year-To-Date 2009, we opened 34 stores and closed one. Our 1.1% decrease in Comparable Retail Sales was primarily the result of a 6% decline in the average dollar transaction size mostly offset by a 5% increase in the number of transactions. By department, Comparable Retail Sales were strongest for Accessories and Boys, and negative for Newborn and Girls. Regionally, U.S. Comparable Store Sales were down in all regions except the Southeast.

On a segment basis, The Children's Place U.S. net sales increased $20.4 million, or 2.0%, to $1,059.2 million for Year-To-Date 2010 compared to $1,038.8 million for Year-To-Date 2009. This increase resulted primarily from an increase in our e-commerce sales of $22.7 million and an increase in net sales from new stores and other stores that did not qualify as comparable stores of $26.2 million, partially offset by a decrease in Comparable Store Sales of $28.5 million, or 3.1%. Our decrease in Comparable Store Sales was primarily the result of a 7% decline in the average dollar transaction size mostly offset by a 4% increase in the number of transactions. E-commerce sales, as a percentage of net sales, increased to 8.9% for Year-To-Date 2010 from 7.3% for Year-To-Date 2009. The Children's Place Canada net sales increased $19.7 million, or 13.9%, to $161.7 million for Year-To-Date 2010 compared to $142.0 million for Year-To-Date 2009. This increase resulted primarily from a $15.3 million increase resulting from favorable changes in the Canadian exchange rates and a $10.8 million increase in sales from new stores and other stores that did not qualify as comparable stores partially offset by a decline in Comparable Store Sales of 4.4%, or $6.4 million. The decrease in Comparable Store Sales was primarily the result of a 6% decline in the average dollar transaction size partially offset by a 2% increase in the number of transactions.

Gross profit increased by $1.9 million to $475.6 million during Year-To-Date 2010 from $473.7 million during Year-To-Date 2009. Gross Margin decreased 110 basis points to 39.0% during Year-To-Date 2010 from 40.1% in Year-To-Date 2009. The decrease in Gross Margin resulted primarily from higher markdowns of approximately 230 basis points partially offset by a higher initial mark-up of approximately 80 basis points, and the leveraging of overhead costs of approximately 40 basis points. Gross Margin at The Children's Place U.S. decreased approximately 130 basis points from 39.0% in Year-To-Date 2009 to 37.7% in Year-To-Date 2010 and Gross Margin at The Children's Place Canada decreased approximately 80 basis points from 48.3% in Year-To-Date 2009 to 47.5% in Year-To-Date 2010. Gross Margin in both segments decreased due to higher markdowns partially offset by higher initial markups and leveraging of overhead costs. Gross Margin at The Children's Place Canada was also favorably impacted by foreign exchange rates.

Selling, general and administrative expenses decreased $1.7 million to $334.9 million during Year-To-Date 2010 from $336.6 million during Year-To-Date 2009. As a percentage of net sales, SG&A decreased approximately 110 basis points to 27.4% of net sales during Year-To-Date 2010 from 28.5% during Year-To-Date 2009. Affecting the comparability of our SG&A were the following items, which occurred during Year-To-Date 2009:

- approximately $3.2 million, or 30 basis points, of accrual reversals related to the settlement of an IRS employment tax audit related to stock options;
- approximately $2.9 million, or 20 basis points, of severance charges related to the relocation of our e-commerce fulfillment facility and buyout costs related to the elimination of our auto-lease program; and
- approximately $2.0 million, or 20 basis points, of professional fees associated with a proxy contest.

Excluding the effect of the above items, our SG&A remained flat on a dollar basis and decreased approximately 100 basis points as a percentage of net sales, from 28.4% during Year-To-Date 2009. This decrease resulted primarily from the following:

- marketing expenses decreased approximately $7.2 million, or 70 basis points, due primarily to reductions in our direct mail and advertising programs;
- other administrative expenses increased by approximately $2.1 million; however as a percentage of net sales, it decreased 10 basis points, resulting primarily from savings in medical and other benefit costs; and
- store expenses increased approximately $5.1 million; however, as a percentage of net sales, store expenses decreased 20 basis points. The increase in dollars primarily results from having an average of 43 more stores open during the current year-to-date period. The decrease in basis points resulted from expense savings, primarily in supplies and other store expenses.

Asset impairment charges were $2.5 million during Year-To-Date 2010, compared to $1.7 million during Year-To-Date 2009. During Year-To-Date 2010 and Year-To-Date 2009, we impaired six and four underperforming stores, respectively.

Depreciation and amortization was $53.6 million during Year-To-Date 2010, compared to $53.3 million during Year-To-Date 2009. As a percentage of net sales, depreciation and amortization decreased to 4.4% in Year-To-Date 2010 from 4.5% in Year-To-Date 2009.

Interest expense, net was $1.2 million during Year-To-Date 2010, compared to $5.3 million during Year-To-Date 2009. Year-To-Date 2009 includes $3.9 million of interest expense related to an $85 million term loan that was fully repaid during the third quarter of Fiscal 2009. Also included in the interest expense during Year-To-Date 2009 is a $1.5 million credit related to the reversal of accrued interest resulting from the settlement of an IRS employment tax audit and a $1.5 million charge related to the pre-payment of the remaining balance on our term loan.

Provision for income taxes increased $10.3 million to $32.5 million for Year-To-Date 2010 compared to $22.2 million for Year-To-Date 2009. This increase is the result of higher pre-tax earnings and a higher effective tax rate. Our effective tax rate was 39.0% for Year-To-Date 2010 compared to 28.9% for Year-To-Date 2009. The lower effective tax rate in Year-To-Date 2009 results primarily from a $4.5 million accrual reduction related to the settlement of an IRS income tax audit and a $4.8 million benefit related to the repatriation of foreign cash during the second quarter of Fiscal 2009.

Income (loss) from discontinued operations, net of income taxes was income of $0.1 million during Year-To-Date 2010 compared to a loss of $0.4 million during Year-To-Date 2009. Income (loss) from discontinued operations primarily includes legal and professional fees related to the wind-down of the Company's former subsidiaries that operated the Disney Store business and adjustments to related reserves.

Net income for Year-To-Date 2010 and Year-To-Date 2009 was $51.0 million and $54.2 million, respectively, due to the factors discussed above. Earnings per diluted share was $1.84 during Year-To-Date 2010 compared to $1.87 during Year-To-Date 2009. This decrease in earnings per share is due to the decrease in net income partially offset by a lower weighted average common shares outstanding of approximately 1.3 million. During the Third Quarter 2010, we repurchased and retired approximately 1.7 million common shares under our share repurchase program and during the Third Quarter 2009, we repurchased and retired approximately 2.5 million common shares pursuant to a share repurchase agreement.

LIQUIDITY AND CAPITAL RESOURCES

Debt Service/Liquidity

Our working capital needs follow a seasonal pattern, peaking during the third quarter when inventory is purchased for the back-to-school and winter selling seasons. Our primary uses of cash are the financing of new store openings, other capital projects, working capital requirements, principally inventory purchases, and the repurchase of our common stock.

Our working capital increased $28.2 million to $320.4 million at October 30, 2010 compared to $292.2 million at October 31, 2009. This increase is primarily due to cash generated from operations partially offset by cash paid for share repurchases, lower inventory levels, the utilization of certain deferred tax assets, and increases in accounts payable and accrued expenses. During the Third Quarter 2010, under our $100 million share repurchase program, we repurchased 1.7 million shares for approximately $80 million. Subsequent to October 30, 2010 and through November 30, 2010, we repurchased an additional 0.2 million shares for approximately $10.0 million, which brought the total under the share repurchase program to approximately $90.0 million. As of October 30, 2010, we had no borrowings under our credit facility. Our credit facility provides for borrowings up to the lesser of $200 million or our borrowing base, as defined by the credit facility agreement (see "Credit Facilities" below). At October 30, 2010, our borrowing base was $190.2 million.

We expect to be able to meet our capital requirements principally by using our cash on hand, cash flows from operations and availability under our credit facility.

Credit Facilities

On July 31, 2008, we and certain of our domestic subsidiaries entered into a five year credit agreement (the "2008 Credit Agreement") with Wells Fargo Retail Finance, LLC ("Wells Fargo"), Bank of America, N.A., HSBC Business Credit (USA) Inc., and JPMorgan Chase Bank, N.A. as lenders and Wells Fargo, as Administrative Agent, Collateral Agent and Swing Line Lender.

Table of Contents

The 2008 Credit Agreement consists of a $200 million asset based revolving credit facility, with a $175 million sublimit for standby and documentary letters of credit. Revolving credit loans outstanding under the 2008 Credit Agreement bear interest, at our option, at:

(i) the prime rate plus a margin of 0.0% to 0.5% based on the amount of our average excess availability under the facility; or
(ii) the London InterBank Offered Rate, or "LIBOR", for an interest period of one, two, three or six months, as selected by us, plus a margin of 2.00% to 2.50% based on the amount of our average excess availability under the facility.

An unused line fee of 0.50% or 0.75%, based on total facility usage, will accrue on the unused portion of the commitments under the facility. Letter of credit fees range from 1.25% to 1.75% for commercial letters of credit and range from 2.00% to 2.50% for standby letters of credit. Letter of credit fees are determined based on the daily average undrawn stated amount of such outstanding letters of credit. The 2008 Credit Agreement expires on July 31, 2013. The amount available for loans and letters of credit under the 2008 Credit Agreement is determined by a borrowing base consisting of certain credit card receivables, certain inventory and the fair market value of certain real estate, subject to certain reserves.

The outstanding obligations under the 2008 Credit Agreement may be accelerated upon the occurrence of certain events, including, among others, non-payment, breach of covenants, the institution of insolvency proceedings, defaults under other material indebtedness and a change of control, subject, in the case of certain defaults, to the expiration of applicable grace periods. Since August 1, 2010, we are no longer subject to any early termination fees.

The 2008 Credit Agreement contains covenants, which include limitations on annual capital expenditures, share repurchase programs and the payment of dividends or similar payments. Credit extended under the 2008 Credit Agreement is secured by a first or second priority security interest in substantially all of our assets.

On August 18, 2010, in connection with the approval of our share repurchase, the 2008 Credit Agreement was amended to increase the allowable amount, subject to certain conditions, that we may spend on share repurchases.

We capitalized an aggregate of approximately $2.6 million in deferred financing costs related to the 2008 Credit Agreement, which is being amortized on a straight-line basis over its term.

Term Loan

On July 31, 2008, concurrently with the execution of the 2008 Credit Agreement, we and certain of our domestic subsidiaries and Sankaty Credit Opportunities III, L.P., Sankaty Credit Opportunities IV, L.P., RGIP, LLC, Crystal Capital Fund, L.P., Crystal Capital Onshore Warehouse LLC, 1903 Onshore Funding, LLC, and Bank of America, N.A., all as note purchasers, together with Sankaty Advisors, LLC, as Collateral Agent, and Crystal Capital Fund Management, L.P., as Syndication Agent, entered into a note purchase agreement ("Note Purchase Agreement").

Under the Note Purchase Agreement, we issued $85.0 million of non-amortizing secured notes (the "Notes") which were due and payable on July 31, 2013. Amounts outstanding under the Note Purchase Agreement bore interest at the greater of (i) LIBOR, for an interest period of one, two, three or six months, as selected by the Company, or (ii) 3.00%, plus, in each case, a margin of between 8.50% and 9.75% depending on our leverage ratio.

On April 13, 2009, we prepaid $47.0 million of the Notes, which included a $32.0 million mandatory payment plus a penalty free optional payment of $15.0 million. On August 3, 2009, the remaining principal amount of $38.0 million was prepaid (the "Final Payment"). In accordance with the terms of the Note Purchase Agreement, we were required to pay a prepayment premium of 1.5%, or approximately $0.6 million, on the Final Payment. Also, in connection with the Final Payment, the Note Purchase Agreement and our obligations under the Note Purchase Agreement were terminated.

Cash Flows/Capital Expenditures

During Year-To-Date 2010, cash flows provided by operating activities were $135.8 million compared to $72.3 million in Year-To-Date 2009. The net increase of $63.5 million resulted primarily from the following:

- the timing of payments on accounts payable and other current liabilities, primarily in-transit inventory, payroll and occupancy costs, which resulted in greater cash inflows of $45.3 million; and
- reductions in inventory levels provided greater cash inflow of $11.0 million.

Table of Contents

Cash flows used in investing activities increased to $63.6 million in Year-To-Date 2010 from $47.2 million during Year-To-Date 2009. The increase resulted primarily from additional capital expenditures of approximately $18.3 million resulting from additional store openings and distribution center projects during Year-To-Date 2010. Investing activities in Year-To-Date 2009 include a $2.1 million cash restriction related to a Canadian tax assessment.

Cash flows used in financing activities were $72.1 million in Year-To-Date 2010 compared to $154.3 million in Year-To-Date 2009. Year-To-Date 2010 includes payments of $80.4 million for purchases of our common stock, primarily related to our share repurchase program, partially offset by $8.3 million of proceeds from the exercise of stock options. Year-To-Date 2009 includes payments of $85.0 million on our term loan, $73.9 million for the purchase of our common stock pursuant to a share repurchase agreement and $1.0 million for deferred financing costs associated with an amendment of our credit facility, partially offset by $5.6 million of proceeds from the exercise of stock options.

We anticipate that total capital expenditures will be in the range of approximately $80 to $85 million in fiscal 2010. During Year-To-Date 2010, we opened 62 stores and remodeled 44 at an aggregate cost of approximately $34 million. We have spent approximately $17 million on projects in our distribution centers, primarily our e-commerce warehouse automation project, and approximately $12 million on information technology, our corporate offices and other initiatives. Over the next quarter, we anticipate additional spending of approximately $8 million on store projects and approximately $11 million on information technology initiatives, distribution center projects and equipment and other administrative projects.

Our ability to continue to meet our capital requirements in fiscal 2010 depends on our ability to generate cash flows from operations and our available borrowings under our credit facilities. Cash flow generated from operations depends on our ability to achieve our financial plans. During Year-To-Date 2010, we were able to fund our capital expenditures with cash generated from operating activities. We believe that our existing cash on hand, cash generated from operations and funds available to us through our credit facility will be sufficient to fund our capital and other cash flow requirements over the next 12 months.

Historically, we have funded our capital expenditures primarily from operations, with occasional seasonal advances on our debt facilities. With a cash balance of $170.5 million at October 30, 2010, and approximately $145.5 million of availability on our credit facility, we expect to meet our capital requirements for the remainder of fiscal 2010.

Off-Balance Sheet Arrangements

None.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

In the normal course of business, our financial position and results of operations are routinely subject to market risk associated with interest rate movements on borrowings and investments and currency rate movements on non-U.S. dollar denominated assets, liabilities, income and expenses. We utilize cash from operations and short-term borrowings to fund our working capital and investment needs.

Cash and Cash Equivalents

Cash, and cash equivalents are normally invested in short-term financial instruments that will be used in operations within 90 days of the balance sheet date. Because of the short-term nature of these instruments, changes in interest rates would not materially affect their fair value.

Interest Rates

Our credit facility bears interest at a floating rate equal to the prime rate or LIBOR, plus a calculated spread based on our average excess availability. As of October 30, 2010, we had no borrowings under the credit facility. During Year-To-Date 2010, borrowings were not material and any change in interest rates would not have a material impact on our interest expense.

Table of Contents

Foreign Assets and Liabilities

Assets and liabilities outside the United States are primarily located in Canada and Hong Kong. Our investments in our Canadian subsidiaries are considered long-term; however, we are not deemed to be permanently reinvested in our Hong Kong subsidiary. We do not hedge these net investments nor are we party to any derivative financial instruments. As of October 30, 2010, net assets in Canada and Hong Kong were $93.8 million and $26.9 million, respectively. A 10% increase or decrease in the Canadian and Hong Kong Dollars would increase or decrease the corresponding net investment by $9.4 million and $2.7 million, respectively. All changes in the net investment of our foreign subsidiaries are recorded in other comprehensive income as unrealized gains or losses.

As of October 30, 2010, we had approximately $81.9 million of our cash and cash equivalents held in foreign countries, of which approximately $55.8 million was in Canada, approximately $23.9 million was in Hong Kong and approximately $2.2 million was in China.

Foreign Operations

Approximately 12% of our consolidated net sales and total costs and expenses are transacted in foreign currencies. As a result, fluctuations in exchange rates impact the amount of our reported sales and expenses. Assuming a 10% change in foreign exchange rates during Year-To-Date 2010, net sales and total costs and expenses could have decreased or increased by approximately $16.2 million and $15.7 million, respectively. Additionally, we have foreign currency denominated receivables and payables that when settled, result in transaction gains or losses. At October 30, 2010, we had foreign currency denominated receivables and payables, including inter-company balances, of $2.9 million and $8.4 million, respectively. We have not used derivatives to manage foreign currency exchange risk, and no foreign currency exchange derivatives were outstanding at October 30, 2010.

While we do not have substantial financial assets in China, we import a large percentage of our merchandise from that country. Consequently, any significant or sudden change in China’s political, foreign trade, financial, banking or currency policies and practices could have a material adverse impact on our financial position, results of operations or cash flows.

Item 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Management, including our principal executive officers (our Chief Executive Officer and our Executive Vice President—Finance and Administration, who is also our principal financial officer), evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as of October 30, 2010. Based on that evaluation, our principal executive officers and principal financial officer concluded that our disclosure controls and procedures were effective as of October 30, 2010 to ensure that all information required to be disclosed in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including our principal executive officers and our principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Disclosure controls and procedures are designed only to provide “reasonable assurance” that the controls and procedures will meet their objectives. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. In reviewing those disclosures, our management, including our principal executive officers (our Chief Executive Officer and our Executive Vice President—Finance and Administration, who is also our principal financial officer), have concluded that our disclosure controls and procedures are effective at this “reasonable assurance” level.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect,

Table of Contents

our internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

Certain legal proceedings in which we are involved are discussed in Note 12 to the consolidated financial statements and Part I, Item 3 of our Annual Report on Form 10-K for the year ended January 30, 2010. See Note 9 to the condensed consolidated financial statements for a discussion of certain recent developments concerning our legal proceedings.

Item 1A. RISK FACTORS.

There were no material changes to the risk factors disclosed in Item 1A of Part I in our Form 10-K for the year ended January 30, 2010.

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

On August 18, 2010, the Company’s Board of Directors authorized a share repurchase program in the amount of $100.0 million. Under the program, the Company may repurchase shares in the open market at current market prices at the time of purchase or in privately negotiated transactions. The timing and remaining number of shares repurchased under the program will depend on a variety of factors including price, corporate and regulatory requirements, and other market conditions, and may be suspended or discontinued at any time.

The following table provides a month-to-month summary of our share repurchase activity during the Third Quarter 2010:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value (in thousands) of Shares that May Yet Be Purchased Under the Plans or Programs
8/1/10-8/31/10	635,000	$ 44.33	635,000	$ 71,850
9/1/10-9/30/10	958,525	48.27	958,525	25,584
10/1/10-10/30/10	122,300	45.39	122,300	20,033
Total	1,715,825	$ 46.61	1,715,825	$ 20,033

Table of Contents

Item 6. Exhibits.

The following exhibits are filed with this Quarterly Report on Form 10-Q:

10.1 Fifth Amendment to Credit Agreement, dated August 18, 2010, by and among The Children’s Place Retail Stores, Inc. and The Children’s Place Services Company, LLC, as borrowers, The Children’s Place (Virginia), LLC, The Children’s Place Canada Holdings, Inc., The Childrensplace.com Inc. and Twin Brook Insurance Company, Inc., as guarantors, and Wells Fargo Retail Finance, LLC, as Administrative Agent, Collateral Agent, and SwingLine Lender, Bank of America, N.A., HSBC Bank USA, National Association and JPMorgan Chase Bank, NA, as lenders. (+)

31.1 Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Principal Executive Officer and Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Principal Executive Officers and Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS* XBRL Instance Document.

101.SCH* XBRL Taxonomy Extension Schema.

101.CAL* XBRL Taxonomy Extension Calculation Linkbase.

101.DEF*	XBRL Taxonomy Extension Definition Linkbase.
101.LAB*	XBRL Taxonomy Extension Label Linkbase.
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase.

(+) Filed herewith.

* Pursuant to Rule 406T of Regulation S-T, these interactive data files 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 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

Table of Contents

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.

THE CHILDREN'S PLACE RETAIL STORES, INC.

Date: December 2, 2010

By: /S/ JANE T. ELFERS
JANE T. ELFERS

Chief Executive Officer and President
(A Principal Executive Officer)

Date: December 2, 2010

By: /S/ SUSAN J. RILEY
SUSAN J. RILEY

Executive Vice President, Finance and Administration and Chief Financial Officer
(A Principal Executive Officer and Principal Financial Officer)

FIFTH AMENDMENT TO CREDIT AGREEMENT

This Fifth Amendment to Credit Agreement (this "Fifth Amendment") is made as of this 18th day of August, 2010 by and among:

THE CHILDREN'S PLACE RETAIL STORES, INC., a Delaware corporation, for itself and as agent (in such capacity, the "Lead Borrower") for the other Borrowers party hereto;

the BORROWERS party hereto;

the GUARANTORS party hereto;

the LENDERS party hereto; and

WELLS FARGO RETAIL FINANCE, LLC, as Administrative Agent, Collateral Agent, and Swing Line Lender.

BACKGROUND:

Reference is made to that certain Credit Agreement (as amended, modified, supplemented or restated and in effect from time to time, the "Credit Agreement") dated as of July 31, 2008 by and among (i) the Borrowers, (ii) the Guarantors, (iii) the Lenders, and (iv) Wells Fargo Retail Finance, LLC, as Administrative Agent, Collateral Agent, and Swing Line Lender. The Loan Parties, the Agents, and the Lenders desire to amend certain terms and conditions of the Credit Agreement as set forth herein. Accordingly, it is hereby agreed as follows:

1. Definitions. All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the Credit Agreement.

2. Amendments to Article I. The provisions of Article I of the Credit Agreement are hereby amended as follows:

(a) The definition of "Payment Conditions" in Article I of the Credit Agreement is deleted in its entirety and replaced with the following:

"Payment Conditions" means:

(a) at the time of determination with respect to any payment or prepayment of Indebtedness, that (i) no Default or Event of Default has occurred and is continuing or would arise as a result of making such payment or prepayment, and (ii) at least five (5) days prior to making such payment or prepayment, the Lead Borrower shall have provided to the Administrative Agent a certificate signed by a Responsible Officer of the Lead Borrower, in form and substance reasonably satisfactory to the Administrative Agent, certifying that (A)

in the case of any payment or prepayment of Indebtedness in an aggregate amount not to exceed $20,000,000 in any Fiscal Year, Excess Availability immediately prior to, and projected pro forma Excess Availability (measured as of the end of each Fiscal Month) for the six Fiscal Months immediately following, and after giving effect to, such payment or prepayment shall be equal to or greater than $50,000,000, (B) in the case of any payment or prepayment of Indebtedness in an aggregate amount in excess of $20,000,000 in any Fiscal Year, the sum of Excess Availability plus Cash on Hand immediately prior to, and the sum of projected pro forma Excess Availability plus projected pro forma Cash on Hand (in each case, measured as of the end of each Fiscal Month) for the twelve Fiscal Months immediately following, and after giving effect to, such payment or prepayment shall be equal to or greater than $75,000,000, and (C) the Loan Parties, on a Consolidated basis, are, and will continue to be, Solvent after giving effect to such payment or prepayment; and

(b) at the time of determination with respect to any Stock Repurchase Transaction, that (i) no Default or Event of Default has occurred and is continuing or would arise as a result of entering into such Stock Repurchase Transaction, and (ii) at least five (5) days prior to entering into such Stock Repurchase Transaction (or, in the case of a Stock Repurchase Transaction consisting of a series of related transactions, at least five (5) days prior to the commencement of the first in the series of such transactions), the Lead Borrower shall have provided to the Administrative Agent a certificate signed by a Responsible Officer of the Lead Borrower, in form and substance reasonably satisfactory to the Administrative Agent, certifying that (A) Excess Availability immediately prior to, and projected pro forma Excess Availability (measured as of the end of each Fiscal Month) for the twelve Fiscal Months immediately following, and after giving effect to, such Stock Repurchase Transaction shall be equal to or greater than twenty-five percent (25%) of the Revolving Credit Ceiling, and (B) the Consolidated Fixed Charge Coverage Ratio immediately prior to, and the projected pro forma Consolidated Fixed Charge Coverage Ratio (measured as of the end of each Fiscal Month) for the twelve Fiscal Months immediately following, and after giving effect to, such Stock Repurchase Transaction, shall be equal to or greater than 1.00:1.0. Prior to undertaking any Stock Repurchase Transaction, the Lead Borrower shall have delivered to the Administrative Agent forecasts prepared in good faith by management of the Lead Borrower of Consolidated balance sheets, statements of income or operations and cash flows, and Excess Availability projections on a Fiscal Month basis for the immediately following twelve Fiscal Months, which projected financial information shall give due consideration to results for prior Fiscal Months, shall give effect to the proposed Stock Repurchase Transaction and shall be in a form and based upon assumptions reasonably satisfactory to the Administrative Agent.

(b) The following new definitions are hereby added to Article I of the Credit Agreement in appropriate alphabetical order:

(i) "Consolidated EBITDA" means, at any date of determination, an amount equal to Consolidated Net Income of the Lead Borrower and its Subsidiaries on a Consolidated basis for the most recently completed Measurement Period, plus (a) the following to the extent deducted in calculating such Consolidated Net Income: (i) Consolidated Interest Charges, (ii) the provision for federal, state, local and foreign income Taxes, (iii) depreciation and amortization expense, (iv) non-cash stock-based compensation expense and (v) other non-recurring expenses reducing such Consolidated Net Income which do not represent a cash item in such period or any future period (in each case of or by Lead Borrower and its Subsidiaries for such Measurement Period), minus (b) the following to the extent included in calculating such Consolidated Net Income: (i) federal, state, local and foreign income tax credits and (ii) all non-cash items increasing Consolidated Net Income (in each case of or by the Lead Borrower and its Subsidiaries for such Measurement Period), all as determined on a Consolidated basis in accordance with GAAP.

(ii) "Consolidated Fixed Charge Coverage Ratio" means, at any date of determination, the ratio of (a) (i) Consolidated EBITDA minus (ii) Capital Expenditures, minus (iii) the aggregate amount of federal, state, local and foreign income Taxes paid in cash to (b) the sum of (i) Debt Service Charges plus (ii) the aggregate amount of all Restricted Payments made in cash, in each case, of or by the Lead Borrower and its Subsidiaries for the most recently completed Measurement Period, all as determined on a Consolidated basis in accordance with GAAP.

(iii) "Consolidated Group" means the Lead Borrower and its Subsidiaries which are Consolidated for financial reporting purposes in accordance with GAAP.

(iv) "Consolidated Interest Charges" means, for any Measurement Period, the sum of (a) all interest, premium payments, debt discount, fees, charges and related expenses in connection with borrowed money (including capitalized interest) or in connection with the deferred purchase price of assets, in each case to the extent treated as interest in accordance with GAAP, including, without limitation, all commissions, discounts and other fees and charges owed with respect to letters of credit and bankers' acceptance financing and net costs under Swap Contracts, but excluding any non-cash or deferred interest financing costs, and (b) the portion of Capital Lease Obligations with respect to such period that is treated as interest in accordance with GAAP, in each case of or by the Lead

Borrower and its Subsidiaries for the most recently completed Measurement Period, all as determined on a Consolidated basis in accordance with GAAP.

(v) "Consolidated Net Income" means, as of any date of determination, the net income of the Lead Borrower and its Subsidiaries for the most recently completed Measurement Period, all as determined on a Consolidated basis in accordance with GAAP; provided, however, that there shall be excluded (a) extraordinary gains and extraordinary losses for such Measurement Period, (b) any income (or loss) included in the Consolidated net income of the Lead Borrower during such Measurement Period in which any other Person has a joint interest, except to the extent actually paid in cash to the Lead Borrower or any of its Subsidiaries during such period, (c) with respect to any Person which was not a member of the Consolidated Group throughout such Measurement Period, the income (or loss) of such Person accrued prior to the date it became a member of the Consolidated Group, and (d) the income of any Subsidiary of the Lead Borrower during such Measurement Period to the extent that such Subsidiary is prohibited by its Organization Documents or any agreement, instrument, judgment, decree, order, statute, rule or governmental regulation applicable to such Subsidiary from making a Restricted Payment in cash during such Measurement Period, except that the Lead Borrower's equity in any net loss of any such Subsidiary for such Measurement Period shall be included in determining Consolidated Net Income.

(vi) "Debt Service Charges" means, for any Measurement Period, the sum of (a) Consolidated Interest Charges paid or required to be paid for such Measurement Period, plus (b) principal payments made or required to be made on account of Indebtedness (excluding the Obligations but including, without limitation, Capital Lease Obligations) for such Measurement Period, in each case of or by the Lead Borrower and its Subsidiaries for such Measurement Period, all as determined on a Consolidated basis in accordance with GAAP.

(vii) "Measurement Period" means, at any date of determination, the most recently completed trailing twelve (12) Fiscal Months.

(viii) "Stock Repurchase Transaction" has the meaning provided in Section 7.06(c).

3. Amendment to Article VII. The provisions of Section 7.06, "*Restricted Payments*", are hereby amended by deleting subparagraph (c) in its entirety and inserting the following in its place:

"(c) the Lead Borrower may repurchase its capital stock in any transaction or series of related transactions which are part of a common plan completed on or at any time within sixty (60) days after the commencement thereof (each, a "Stock Repurchase Transaction") so long as the Payment Conditions are satisfied;"

4. Ratification of Loan Documents; Waiver of Claims.

(a) Except as otherwise expressly provided herein, all terms and conditions of the Credit Agreement and the other Loan Documents remain in full force and effect. The Loan Parties hereby ratify, confirm, and reaffirm that all representations and warranties of the Loan Parties contained in the Credit Agreement or any other Loan Document are true and correct in all material respects on and as of the date hereof, except to the extent that such representations and warranties specifically refer to an earlier date, in which case they are true and correct in all material respects as of such earlier date.

(b) Each of the Loan Parties hereby acknowledges and agrees that there is no basis or set of facts on the basis of which any amount (or any portion thereof) owed by the Loan Parties under the Loan Documents could be reduced, offset, waived, or forgiven, by rescission or otherwise; nor is there any claim, counterclaim, offset, or defense (or other right, remedy, or basis having a similar effect) available to the

Loan Parties with regard thereto; nor is there any basis on which the terms and conditions of any of the Obligations could be claimed to be other than as stated on the written instruments which evidence such Obligations.

(c) Each of the Loan Parties hereby acknowledges and agrees that it has no offsets, defenses, claims, or counterclaims against the Agents or any Lender, or any of their respective affiliates, predecessors, successors, or assigns, or any of their respective officers, directors, employees, attorneys, or representatives, with respect to the Obligations, or otherwise, and that if the any Loan Party now has, or ever did have, any offsets, defenses, claims, or counterclaims against the Agents or any Lender, or their respective affiliates, predecessors, successors, or assigns, or their respective officers, directors, employees, attorneys, or representatives, whether known or unknown, at law or in equity, from the beginning of the world through this date and through the time of execution of this Fifth Amendment, all of them are hereby expressly **WAIVED**, and the each of the Loan Parties hereby **RELEASES** the Agents and each Lender and their respective officers, directors, employees, attorneys, representatives, affiliates, predecessors, successors, and assigns from any liability therefor.

5. Conditions to Effectiveness. This Fifth Amendment shall not be effective until each of the following conditions precedent has been fulfilled to the reasonable satisfaction of the Administrative Agent:

(a) The Administrative Agent shall have received counterparts of this Fifth Amendment duly executed and delivered by each of the parties hereto.

(b) All corporate and shareholder action on the part of the Loan Parties necessary for the valid execution, delivery and performance by the Loan Parties of this Fifth Amendment shall have been duly and effectively taken and evidence thereof reasonably satisfactory to the Administrative Agent shall have been provided to the Administrative Agent.

(c) After giving effect to this Fifth Amendment, no Default or Event of Default shall have occurred and be continuing.

6. Miscellaneous.

(a) This Fifth Amendment may be executed in several counterparts and by each party on a separate counterpart, each of which when so executed and delivered shall be an original, and all of which together shall constitute one instrument. Delivery of an executed counterpart of a signature page to this Fifth Amendment by telecopy or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Fifth Amendment.

(b) This Fifth Amendment expresses the entire understanding of the parties with respect to the transactions contemplated hereby. No prior negotiations or discussions shall limit, modify, or otherwise affect the provisions hereof.

(c) Any determination that any provision of this Fifth Amendment or any application hereof is invalid, illegal or unenforceable in any respect and in any instance shall not affect the validity, legality, or enforceability of such provision in any other instance, or the validity, legality, or enforceability of any other provisions of this Fifth Amendment.

(d) The Loan Parties represent and warrant that they have consulted with independent legal counsel of their selection in connection with this Fifth Amendment and are not relying on any representations or warranties of the Agents or the Lenders or their counsel in entering into this Fifth Amendment.

(e) The Loan Parties shall pay all reasonable costs and expenses of the Agents (including, without limitation, reasonable attorneys' fees) in connection with the preparation, negotiation, execution, and delivery of this Fifth Amendment and related documents. The Loan Parties hereby acknowledge and agree that the Administrative Agent may charge the Loan Account to pay such costs and expenses.

(f) THIS FIFTH AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties have hereunto caused this Fifth Amendment to be executed and their seals to be hereto affixed as of the date first above written.

THE CHILDREN'S PLACE RETAIL STORES, INC., as Lead Borrower and as a Borrower

By: /s/ Susan J. Riley
Name: Susan J. Riley
Title: Executive Vice President, Finance & Administration

THE CHILDREN'S PLACE SERVICES COMPANY, LLC, as a Borrower

By: /s/ Susan J. Riley
Name: Susan J. Riley
Title: Executive Vice President

THE CHILDRENSPLACE.COM, INC., as a Guarantor

By: /s/ Adrienne Urban
Name: Adrienne Urban
Title: Treasurer

THE CHILDREN'S PLACE (VIRGINIA), LLC, as a Guarantor

By: /s/ Susan J. Riley
Name: Susan J. Riley
Title: President

THE CHILDREN'S PLACE CANADA HOLDINGS, INC., as a Guarantor

By: /s/ Susan J. Riley
Name: Susan J. Riley
Title: President

WELLS FARGO RETAIL FINANCE, LLC,
as Administrative Agent, Collateral Agent, Swingline Lender and as a Lender

By: /s/ Michele Ayou
Name: Michele Ayou
Title: Vice President

BANK OF AMERICA, N.A., as a Lender

By: /s/ Kathleen Dimock
Name: Kathleen Dimock
Title: Managing Director

HSBC BUSINESS CREDIT (USA) INC.,
as a Lender

By: /s/ Kysha A. Pierre-Louis
Name: Kysha A. Pierre-Louis
Title: Vice President

JPMORGAN CHASE BANK, N.A., as a Lender

By: /s/ Nisha Gupta
Name: Nisha Gupta
Title: Account Executive

EXHIBIT 31.1

<u>Certificate of Principal Executive Officer pursuant to</u>
<u>Section 302 of the Sarbanes-Oxley Act of 2002</u>

I, Jane T. Elfers, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Children's Place Retail Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 2, 2010	By:	/S/ JANE T. ELFERS
		JANE T. ELFERS *Chief Executive Officer and President* *(A Principal Executive Officer)*

EXHIBIT 31.2

Certificate of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Susan J. Riley, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The Children's Place Retail Stores, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the Audit Committee of the registrant's Board of Directors (or persons performing equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: December 2, 2010	By:	/S/ SUSAN J. RILEY
		SUSAN J. RILEY *Executive Vice President, Finance and Administration and* *Chief Financial Officer* *(A Principal Executive Officer and Principal Financial Officer)*

EXHIBIT 32

Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Jane T. Elfers, Chief Executive Officer and President of The Children's Place Retail Stores, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify that to my knowledge:

1. The quarterly report of the Company on Form 10-Q for the quarter ended October 30, 2010 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 2nd day of December, 2010.

By: /S/ JANE T. ELFERS
JANE T. ELFERS
Chief Executive Officer and President
(A Principal Executive Officer)

I, Susan J. Riley, Executive Vice President, Finance and Administration and Chief Financial Officer of The Children's Place Retail Stores, Inc. (the "Company"), pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, do hereby certify that to my knowledge:

1. The quarterly report of the Company on Form 10-Q for the quarter ended October 30, 2010 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in such quarterly report fairly presents, in all material respects, the financial condition and results of operations of the Company.

IN WITNESS WHEREOF, I have executed this Certification this 2nd day of December, 2010.

By: /S/ SUSAN J. RILEY
SUSAN J. RILEY

Executive Vice President, Finance and Administration and Chief Financial Officer
(A Principal Executive Officer and Principal Financial Officer)