

AMERICAN EAGLE OUTFITTERS INC

Form 10-Q

November 19, 2010

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

**FORM 10-Q**

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

**For the quarterly period ended October 30, 2010**

**OR**

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

**Commission File Number: 1-33338**

**American Eagle Outfitters, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**No. 13-2721761**  
(I.R.S. Employer  
Identification No.)

**77 Hot Metal Street, Pittsburgh, PA**  
(Address of principal executive offices)

**15203-2329**  
(Zip Code)

**Registrant's telephone number, including area code: (412) 432-3300**

**Former name, former address and former fiscal year, if changed since last report:**

**N/A**

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES  NO

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

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company

(Do not check if a smaller reporting company)

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

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Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 195,687,722 Common Shares were outstanding at November 12, 2010.

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CONSOLIDATED BALANCE SHEETS**

<i>(In thousands, except per share amounts)</i>	October 30, 2010 (Unaudited)	January 30, 2010	October 31, 2009 (Unaudited)
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 630,775	\$ 693,960	\$ 512,603
Short-term investments	3,700	4,675	3,300
Merchandise inventory	409,509	326,454	425,415
Accounts receivable	40,346	34,746	46,584
Prepaid expenses and other	52,757	47,039	52,188
Deferred income taxes	50,910	60,156	54,362
Total current assets	1,187,997	1,167,030	1,094,452
Property and equipment, at cost, net of accumulated depreciation and amortization	652,361	713,142	741,019
Goodwill	11,395	11,210	11,165
Long-term investments	5,915	197,773	203,152
Non-current deferred income taxes	27,475	27,305	22,719
Other assets, net	23,981	21,688	23,401
Total assets	\$ 1,909,124	\$ 2,138,148	\$ 2,095,908
<b>Liabilities and Stockholders Equity</b>			
Current liabilities:			
Accounts payable	\$ 196,504	\$ 158,526	\$ 198,978
Notes payable		30,000	50,000
Accrued compensation and payroll taxes	30,289	55,144	23,932
Accrued rent	71,133	68,866	67,983
Accrued income and other taxes	11,620	20,585	22,574
Unredeemed gift cards and gift certificates	20,266	39,389	19,632
Current portion of deferred lease credits	16,465	17,388	17,605
Other liabilities and accrued expenses	21,285	19,057	20,293
Total current liabilities	367,562	408,955	420,997
Non-current liabilities:			
Deferred lease credits	81,730	89,591	93,607
Non-current accrued income taxes	36,302	38,618	36,265
Other non-current liabilities	22,246	22,467	21,734
Total non-current liabilities	140,278	150,676	151,606
Commitments and contingencies			
Stockholders equity:			

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Preferred stock, \$0.01 par value; 5,000 shares authorized; none issued and outstanding

Common stock, \$0.01 par value; 600,000 shares authorized; 249,559, 249,561 and 249,561 shares issued; 195,683, 206,832 and 206,781 shares outstanding, respectively

	2,496	2,486	2,486
Contributed capital	543,265	554,399	538,007
Accumulated other comprehensive income	26,751	16,838	16,478
Retained earnings	1,745,912	1,764,049	1,726,531
Treasury stock, 53,876, 41,737 and 41,789 shares, respectively	(917,140)	(759,255)	(760,197)
Total stockholders' equity	1,401,284	1,578,517	1,523,305
Total liabilities and stockholders' equity	\$ 1,909,124	\$ 2,138,148	\$ 2,095,908

Refer to Notes to Consolidated Financial Statements

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(Unaudited)**

	13 Weeks Ended		39 Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
<i>(In thousands, except per share amounts)</i>				
Net sales	\$ 751,507	\$ 736,011	\$ 2,051,471	\$ 1,984,488
Cost of sales, including certain buying, occupancy and warehousing expenses	439,198	431,836	1,241,758	1,202,812
Gross profit	312,309	304,175	809,713	781,676
Selling, general and administrative expenses	185,050	184,948	519,188	497,594
Depreciation and amortization expense	35,804	34,653	107,378	101,072
Operating income	91,455	84,574	183,147	183,010
Realized loss on sale of investment securities	(24,201)		(24,426)	(2,749)
Other income (expense), net	1,986	(451)	2,470	(3,939)
Total other-than-temporary impairment losses		(129)	(5,089)	(3,068)
Portion of loss recognized in other comprehensive income, before tax		129	3,841	2,843
Net impairment loss recognized in earnings			(1,248)	(225)
Income before income taxes	69,240	84,123	159,943	176,097
Provision for income taxes	36,049	16,175	65,047	42,316
Income from continuing operations	33,191	67,948	94,896	133,781
Loss from discontinued operations, net of tax	(167)	(8,789)	(41,287)	(24,083)
Net income	\$ 33,024	\$ 59,159	\$ 53,609	\$ 109,698
Basic income per common share				
Income from continuing operations	\$ 0.17	\$ 0.33	\$ 0.47	\$ 0.65
Loss from discontinued operations	(0.00)	(0.04)	(0.20)	(0.12)
Net income per basic share	\$ 0.17	\$ 0.29	\$ 0.27	\$ 0.53
Diluted income per common share				
Income from continuing operations	\$ 0.17	\$ 0.32	\$ 0.46	\$ 0.64
Loss from discontinued operations	(0.00)	(0.04)	(0.20)	(0.11)
Net income per diluted share	\$ 0.17	\$ 0.28	\$ 0.26	\$ 0.53



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Cash dividends per common share	\$ 0.11	\$ 0.10	\$ 0.32	\$ 0.30
Weighted average common shares outstanding - basic	195,590	206,517	201,678	206,169
Weighted average common shares outstanding - diluted	197,323	209,393	203,539	208,663
Retained earnings, beginning	\$ 1,735,503	\$ 1,692,990	\$ 1,764,049	\$ 1,694,161
Net income	33,024	59,159	53,609	109,698
Cash dividends and dividend equivalents	(21,697)	(20,875)	(65,214)	(62,526)
Reissuance of treasury stock	(918)	(4,743)	(6,532)	(14,802)
Retained earnings, ending	\$ 1,745,912	\$ 1,726,531	\$ 1,745,912	\$ 1,726,531

Refer to Notes to Consolidated Financial Statements

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(Unaudited)

	39 Weeks Ended	
	October 30, 2010	October 31, 2009
<i>(In thousands)</i>		
Operating activities:		
Net income	\$ 53,609	\$ 109,698
Loss from discontinued operations	41,287	24,083
Income from continuing operations	\$ 94,896	\$ 133,781
Adjustments to reconcile income from continuing operations to net cash provided by operating activities:		
Depreciation and amortization	110,247	102,616
Share-based compensation	21,929	18,985
Provision for deferred income taxes	5,222	(24,765)
Tax benefit from share-based payments	12,848	8,880
Excess tax benefit from share-based payments	(4,265)	(2,729)
Foreign currency transaction loss	44	6,537
Net impairment loss recognized in earnings	1,248	225
Realized loss on sale of investment securities	24,426	2,749
Changes in assets and liabilities:		
Merchandise inventory	(89,988)	(128,156)
Accounts receivable	(7,454)	(5,080)
Prepaid expenses and other	(4,879)	8,580
Other assets, net	(677)	(1,317)
Accounts payable	40,326	50,025
Unredeemed gift cards and gift certificates	(18,916)	(23,028)
Deferred lease credits	(2,868)	8,748
Accrued compensation and payroll taxes	(24,379)	(5,161)
Accrued income and other taxes	(13,647)	12,342
Accrued liabilities	2,336	1,622
Total adjustments	51,553	31,073
<b>Net cash provided by operating activities from continuing operations</b>	<b>146,449</b>	<b>164,854</b>
Investing activities:		
Capital expenditures	(65,363)	(105,955)
Sale of available-for-sale securities	177,472	77,014
Other investing activities	(1,849)	(1,108)
<b>Net cash provided by (used for) by investing activities from continuing operations</b>	<b>110,260</b>	<b>(30,049)</b>
Financing activities:		
Payments on capital leases	(1,774)	(1,337)
Repayment of notes payable	(30,000)	(25,000)

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Repurchase of common stock as part of publicly announced programs	(192,268)	
Repurchase of common stock from employees	(18,024)	(230)
Net proceeds from stock options exercised	5,762	8,736
Excess tax benefit from share-based payments	4,265	2,729
Cash used to net settle equity awards	(6,434)	(1,414)
Cash dividends paid	(64,659)	(62,117)
<b>Net cash used for financing activities from continuing operations</b>	<b>(303,132)</b>	<b>(78,633)</b>
Effect of exchange rates changes on cash	1,553	2,846
<b>Cash flows from discontinued operations</b>		
Net cash used for operating activities	(18,309)	(19,458)
Net cash used for investing activities	(6)	(299)
Net cash used for financing activities		
Effect of exchange rate on cash		
Net cash used for discontinued operations	(18,315)	(19,757)
<b>Net (decrease) increase in cash and cash equivalents</b>	<b>(63,185)</b>	<b>39,261</b>
Cash and cash equivalents beginning of period	693,960	473,342
Cash and cash equivalents end of period	<b>\$ 630,775</b>	<b>\$ 512,603</b>
Supplemental disclosure of cash flow information:		
Cash paid during the period for income taxes	\$ 36,262	\$ 17,246
Cash paid during the period for interest	\$ 191	\$ 1,778

Refer to Notes to Consolidated Financial Statements

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**AMERICAN EAGLE OUTFITTERS, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

**1. Interim Financial Statements**

The accompanying Consolidated Financial Statements of American Eagle Outfitters, Inc. (the Company) at October 30, 2010 and October 31, 2009 and for the 13 and 39 week periods ended October 30, 2010 and October 31, 2009 have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. Certain notes and other information have been condensed or omitted from the interim Consolidated Financial Statements presented in this Quarterly Report on Form 10-Q. Therefore, these Consolidated Financial Statements should be read in conjunction with the Company's Fiscal 2009 Annual Report. In the opinion of the Company's management, all adjustments (consisting of normal recurring adjustments and those further described in the footnotes that follow) considered necessary for a fair presentation have been included.

As used in this report, all references to we, our, and the Company refer to American Eagle Outfitters, Inc. and its wholly owned subsidiaries. American Eagle Outfitters, American Eagle, AE, and the AE Brand refer to our U.S. and Canadian American Eagle Outfitters stores. AEO Direct refers to our e-commerce operations, ae.com, aerie.com and 77kids.com. MARTIN+OSA or M+O refers to the MARTIN+OSA stores and e-commerce operation which we operated until its closure during the 13 weeks ended July 31, 2010.

The Company's business is affected by the pattern of seasonality common to most retail apparel businesses. The results for the current and prior periods are not necessarily indicative of future financial results.

**2. Summary of Significant Accounting Policies**

***Principles of Consolidation***

The Consolidated Financial Statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation. At October 30, 2010, the Company operated in one reportable segment.

On March 5, 2010, the Company's Board of Directors approved management's recommendation to proceed with the closure of the M+O brand. The Company notified employees and issued a press release announcing this decision on March 9, 2010. The decision to take this action resulted from an extensive evaluation of the brand and review of strategic alternatives, which revealed that it was not achieving performance levels that warranted further investment. The Company completed the closure of the M+O stores and e-commerce operation during the 13 weeks ended July 31, 2010 and the Consolidated Financial Statements reflect the presentation of M+O as a discontinued operation. Refer to Note 12 to the Consolidated Financial Statements for additional information regarding the discontinued operations for M+O.

***Fiscal Year***

The Company's financial year is a 52/53 week year that ends on the Saturday nearest to January 31. As used herein, Fiscal 2011 and Fiscal 2010 refer to the 52 week periods ending January 28, 2012 and January 29, 2011, respectively. Fiscal 2009 and Fiscal 2008 refer to the 52 week periods ended January 30, 2010 and January 31, 2009, respectively.

***Estimates***

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of our contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. On an ongoing basis, our management reviews its estimates based on currently available information. Changes in facts and circumstances may result in revised estimates.

***Recent Accounting Pronouncements***

In September 2009, the Financial Accounting Standards Board (FASB) approved the consensus on Emerging Issues Task Force (EITF) 08-1, *Revenue Arrangements with Multiple Deliverables*, primarily codified under Accounting Standards



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Codification ( ASC ) 605, *Revenue Recognition*, as Accounting Standards Update ( ASU ) 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements* ( ASU 2009-13 ). ASU 2009-13 requires entities to allocate revenue in an arrangement using estimated selling prices of the delivered goods and services based on a selling price hierarchy. The amendments eliminate the residual method of revenue allocation and require revenue to be allocated among the various deliverables in a multi-element transaction using the relative selling price method. This guidance is effective for revenue arrangements entered into or materially modified in fiscal years beginning after June 15, 2010. The Company is currently evaluating the impact that the adoption of ASU 2009-13 will have on its Consolidated Financial Statements.

In January 2010, the FASB issued ASU 2010-06, *Fair Value Measurements and Disclosures Topic 820: Improving Disclosures about Fair Value Measurements* ( ASU 2010-06 ). ASU 2010-06 requires new disclosures regarding transfers in and out of the Level 1 and 2 and activity within Level 3 fair value measurements and clarifies existing disclosures of inputs and valuation techniques for Level 2 and 3 fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosure of activity within Level 3 fair value measurements, which is effective for fiscal years beginning after December 15, 2010, and for interim reporting periods within those years. The Company adopted the new disclosures effective January 31, 2010, except for the disclosure of activity within Level 3 fair value measurements. The Level 3 disclosures are effective for the Company at the beginning of Fiscal 2011. The adoption of ASU 2010-06 did not have a material impact on the disclosures within the Company's Consolidated Financial Statements.

**Foreign Currency Translation**

The Canadian dollar is the functional currency for the Canadian business. In accordance with ASC 830, *Foreign Currency Matters*, assets and liabilities denominated in foreign currencies were translated into U.S. dollars (the reporting currency) at the exchange rate prevailing at the balance sheet date. Revenues and expenses denominated in foreign currencies were translated into U.S. dollars at the monthly average exchange rate for the period. Gains or losses resulting from foreign currency transactions are included in the results of operations, whereas, related translation adjustments are reported as an element of other comprehensive income in accordance with ASC 220, *Comprehensive Income* (refer to Note 8 to the Consolidated Financial Statements).

**Revenue Recognition**

Revenue is recorded for store sales upon the purchase of merchandise by customers. The Company's e-commerce operation records revenue upon the estimated customer receipt date of the merchandise. Shipping and handling revenues are included in net sales. Sales tax collected from customers is excluded from revenue and is included as part of accrued income and other taxes on the Company's Consolidated Balance Sheets.

Revenue is recorded net of estimated and actual sales returns and deductions for coupon redemptions and other promotions. The Company records the impact of adjustments to its sales return reserve quarterly within net sales and cost of sales. The sales return reserve reflects an estimate of sales returns based on projected merchandise returns determined through the use of historical average return percentages.

Revenue is not recorded on the purchase of gift cards. A current liability is recorded upon purchase, and revenue is recognized when the gift card is redeemed for merchandise. Additionally, the Company recognizes revenue on unredeemed gift cards based on an estimate of the amounts that will not be redeemed ( gift card breakage ), determined through historical redemption trends. Gift card breakage revenue is recognized in proportion to actual gift card redemptions as a component of net sales. For further information on the Company's gift card program, refer to the Gift Cards caption below.

The Company sells off end-of-season, overstock, and irregular merchandise to a third-party. The proceeds from these sales are presented on a gross basis, with proceeds and cost of sell-offs recorded in net sales and cost of sales, respectively.

**Cost of Sales, Including Certain Buying, Occupancy and Warehousing Expenses**

Cost of sales consists of merchandise costs, including design, sourcing, importing and inbound freight costs, as well as markdowns, shrinkage and certain promotional costs (collectively merchandise costs ) and buying, occupancy, and warehousing costs. Buying, occupancy and warehousing costs consist of compensation, employee benefit expenses

and travel for our buyers and certain senior merchandising executives; rent and utilities related to our stores, corporate headquarters, distribution centers and other office space; freight from our distribution centers to the stores; compensation and supplies for our distribution centers, including purchasing, receiving and inspection costs; and shipping and handling costs related to our e-commerce operation. Merchandise margin is the difference between net sales and merchandise costs. Gross profit is the difference between net sales and cost of sales.

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Selling, general and administrative expenses consist of compensation and employee benefit expenses, including salaries, incentives and related benefits associated with our stores and corporate headquarters. Selling, general and administrative expenses also include advertising costs, supplies for our stores and home office, communication costs, travel and entertainment, leasing costs and services purchased. Selling, general and administrative expenses do not include compensation, employee benefit expenses and travel for our design, sourcing and importing teams, our buyers and our distribution centers as these amounts are recorded in cost of sales.

***Other Income (Expense), Net***

Other income (expense), net consists primarily of interest income/expense and foreign currency transaction gain/loss.

***Other-than-Temporary Impairment***

The Company evaluates its investments for impairment in accordance with ASC 320, *Investments – Debt and Equity Securities* ( ASC 320 ). ASC 320 provides guidance for determining when an investment is considered impaired, whether impairment is other-than-temporary, and measurement of an impairment loss. An investment is considered impaired if the fair value of the investment is less than its cost. If, after consideration of all available evidence to evaluate the realizable value of its investment, impairment is determined to be other-than-temporary, then an impairment loss is recognized in the Consolidated Statement of Operations equal to the difference between the investment's cost and its fair value. As of May 3, 2009, the Company adopted ASC 320-10-65, *Transition Related to FSP FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary-Impairments* ( ASC 320-10-65 ), which modifies the requirements for recognizing other-than-temporary impairment ( OTTI ) and changes the impairment model for debt securities. In addition, ASC 320-10-65 requires additional disclosures relating to debt and equity securities both in the interim and annual periods as well as requires the Company to present total OTTI in the Consolidated Statements of Operations, with an offsetting reduction for any non-credit loss impairment amount recognized in other comprehensive income ( OCI ). During the 39 weeks ended October 30, 2010, the Company recorded OTTI charges in earnings related to credit losses on its investment securities of \$1.2 million. There was \$0.2 million of net impairment loss recognized in earnings during the 39 weeks ended October 31, 2009.

Refer to Notes 3 and 4 to the Consolidated Financial Statements for additional information regarding net impairment losses recognized in earnings.

***Cash and Cash Equivalents, Short-term Investments and Long-term Investments***

Cash includes cash equivalents. The Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

As of October 30, 2010, short-term investments included auction rate securities ( ARS ) classified as available for sale that the Company expects to be redeemed at par within 12 months, based on notice from the issuer.

As of October 30, 2010, long-term investments included investments with remaining maturities of greater than 12 months and consisted of ARS classified as available-for-sale that have experienced failed auctions or have long-term auction resets and the Company's ARS Call Option related to investment sales during the 13 weeks ended October 30, 2010. The remaining contractual maturities of our long-term ARS investments are approximately 20 months and the ARS Call Option expires on October 29, 2013.

Unrealized gains and losses on the Company's available-for-sale securities are excluded from earnings and are reported as a separate component of stockholders' equity, within accumulated other comprehensive income, until realized. The components of OTTI losses related to credit losses, as defined by ASC 320, are considered by the Company to be realized losses. When available-for-sale securities are sold, the cost of the securities is specifically identified and is used to determine any realized gain or loss. Realized gains or losses are recognized separately on the Company's Consolidated Statements of Operations as a realized gain or loss on sale of investment securities.

Refer to Note 3 to the Consolidated Financial Statements for information regarding cash and cash equivalents, short-term investments and long-term investments.



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Merchandise inventory is valued at the lower of average cost or market, utilizing the retail method. Average cost includes merchandise design and sourcing costs and related expenses. The Company records merchandise receipts at the time merchandise is delivered to the foreign shipping port by the manufacturer (FOB port). This is the point at which title and risk of loss transfer to the Company.

The Company reviews its inventory levels to identify slow-moving merchandise and generally uses markdowns to clear merchandise. Additionally, the Company estimates a markdown reserve for future planned permanent markdowns related to current inventory. Markdowns may occur when inventory exceeds customer demand for reasons of style, seasonal adaptation, changes in customer preference, lack of consumer acceptance of fashion items, competition, or if it is determined that the inventory in stock will not sell at its currently ticketed price. Such markdowns may have a material adverse impact on earnings, depending on the extent and amount of inventory affected. The Company also estimates a shrinkage reserve for the period between the last physical count and the balance sheet date. The estimate for the shrinkage reserve, based on historical results, can be affected by changes in merchandise mix and changes in actual shrinkage trends.

***Income Taxes***

The Company calculates income taxes in accordance with ASC 740, *Income Taxes* ( ASC 740 ), which requires the use of the asset and liability method. Under this method, deferred tax assets and liabilities are recognized based on the difference between the Consolidated Financial Statement carrying amounts of existing assets and liabilities and their respective tax bases as computed pursuant to ASC 740. Deferred tax assets and liabilities are measured using the tax rates, based on certain judgments regarding enacted tax laws and published guidance, in effect in the years when those temporary differences are expected to reverse. A valuation allowance is established against the deferred tax assets when it is more likely than not that some portion or all of the deferred taxes may not be realized. Changes in the Company's level and composition of earnings, tax laws or the deferred tax valuation allowance, as well as the results of tax audits may materially impact our effective tax rate.

The Company evaluates its income tax positions in accordance with ASC 740 which prescribes a comprehensive model for recognizing, measuring, presenting and disclosing in the financial statements tax positions taken or expected to be taken on a tax return, including a decision whether to file or not to file in a particular jurisdiction. Under ASC 740, a tax benefit from an uncertain position may be recognized only if it is more likely than not that the position is sustainable based on its technical merits.

The calculation of the deferred tax assets and liabilities, as well as the decision to recognize a tax benefit from an uncertain position and to establish a valuation allowance require management to make estimates and assumptions. The Company believes that its assumptions and estimates are reasonable, although actual results may have a positive or negative material impact on the balances of deferred tax assets and liabilities, valuation allowances, or net income.

***Property and Equipment***

Property and equipment is recorded on the basis of cost with depreciation computed utilizing the straight-line method over the assets' estimated useful lives. The useful lives of our major classes of assets are as follows:

Buildings	25 years
Leasehold Improvements	Lesser of 10 years or the term of the lease
Fixtures and equipment	5 years

In accordance with ASC 360, *Property, Plant, and Equipment* ( ASC 360 ), the Company's management evaluates the value of leasehold improvements and store fixtures associated with retail stores, which have been open longer than one year. The Company evaluates long-lived assets for impairment at the individual store level, which is the lowest level at which individual cash flows can be identified. Impairment losses are recorded on long-lived assets used in operations when events and circumstances indicate that the assets might be impaired and the undiscounted cash flows estimated to be generated by those assets are less than the carrying amounts of the assets. When events such as these occur, the impaired assets are adjusted to their estimated fair value and an impairment loss is recorded separately as a component of operating income under loss on impairment of assets. During the 26 weeks ended July 31, 2010, the Company recorded asset impairment charges of \$18.0 million related to the impairment of M+O stores. Based on the

Company's decision to close all M+O stores in Fiscal 2010, the Company determined that the stores not previously impaired would not be able to generate sufficient cash flow

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over the life of the related leases to recover the Company's initial investment in them. No asset impairment charges were recorded in the 13 weeks ended October 30, 2010.

Refer to Note 12 to the Consolidated Financial Statements for additional information regarding the discontinued operations for M+O.

***Goodwill***

As of October 30, 2010, the Company had approximately \$11.4 million of goodwill compared to \$11.2 million as of January 30, 2010. The Company's goodwill is primarily related to the acquisition of its importing operations on January 31, 2000, as well as the acquisition of its Canadian business on November 29, 2000. The increase in goodwill is due to the fluctuation in the foreign exchange spot rate at which the Canadian goodwill is translated. In accordance with ASC 350, *Intangibles- Goodwill and Other*, the Company evaluates goodwill for possible impairment on at least an annual basis and last performed an annual impairment test as of January 30, 2010. As a result of the Company's annual goodwill impairment test, the Company concluded that its goodwill was not impaired.

***Gift Cards***

The value of a gift card is recorded as a current liability upon purchase, and revenue is recognized when the gift card is redeemed for merchandise. The Company estimates gift card breakage and recognizes revenue in proportion to actual gift card redemptions as a component of net sales. The Company determines an estimated gift card breakage rate by continuously evaluating historical redemption data and the time when there is a remote likelihood that a gift card will be redeemed. During the 13 weeks ended October 30, 2010 and October 31, 2009, the Company recorded \$0.7 million and \$1.0 million, respectively, of revenue related to gift card breakage. During the 39 weeks ended October 30, 2010 and October 31, 2009, the Company recorded \$2.5 million and \$4.2 million, respectively, of revenue related to gift card breakage.

***Deferred Lease Credits***

Deferred lease credits represent the unamortized portion of construction allowances received from landlords related to the Company's retail stores. Construction allowances are generally comprised of cash amounts received by the Company from its landlords as part of the negotiated lease terms. The Company records a receivable and a deferred lease credit liability at the lease commencement date (date of initial possession of the store). The deferred lease credit is amortized on a straight-line basis as a reduction of rent expense over the term of the original lease (including the pre-opening build-out period) and any subsequent renewal terms. The receivable is reduced as amounts are received from the landlord.

***Co-branded Credit Card and Customer Loyalty Program***

The Company offers a co-branded credit card (the AE Visa Card) and a private label credit card (the AE Credit Card) under both the American Eagle and aerie brands. Both of these credit cards are issued by a third-party bank (the Bank), and the Company has no liability to the Bank for bad debt expense, provided that purchases are made in accordance with the Bank's procedures. Once a customer is approved to receive the AE Visa Card and the card is activated, the customer is eligible to participate in the Company's credit card rewards program. On January 1, 2010, the Company modified the benefits of the AE Visa and AE Credit Card programs to make both credit cards a part of the rewards program. Customers who make purchases at AE, aerie and 77kids earn discounts in the form of savings certificates when certain purchase levels are reached. Also, AE Visa Card customers, who make purchases at other retailers where the card is accepted, earn additional discounts. Savings certificates are valid for 90 days from issuance. Points earned under the credit card rewards program on purchases at AE and aerie are accounted for by analogy to ASC 605-25, *Revenue Recognition, Multiple Element Arrangements* (ASC 605-25). The Company believes that points earned under its point and loyalty programs represent deliverables in a multiple element arrangement rather than a rebate or refund of cash. Accordingly, the portion of the sales revenue attributed to the award points is deferred and recognized when the award is redeemed or when the points expire. Additionally, credit card reward points earned on non-AE or aerie purchases are accounted for in accordance with ASC 605-25. As the points are earned, a current liability is recorded for the estimated cost of the award, and the impact of adjustments is recorded in cost of sales. Through December 31, 2009, the Company offered its customers the AE All-Access Pass (the Pass), a customer loyalty program. On January 1, 2010, the Company replaced the Pass, with the AEReward\$<sup>sm</sup> Loyalty Program (the Program). Under either loyalty program, customers accumulate points based on purchase activity and earn

rewards by reaching certain point thresholds during three-month earning periods. Rewards earned during these periods are valid through the stated expiration date, which is approximately one month from the mailing date. These rewards can be redeemed for a discount on a

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purchase of merchandise. Rewards not redeemed during the one-month redemption period are forfeited. The Company determined that rewards earned using the Pass and the Program should be accounted for in accordance with ASC 605-25. Accordingly, the portion of the sales revenue attributed to the award credits is deferred and recognized when the awards are redeemed or expire.

***Stock Repurchases***

During Fiscal 2007, the Company's Board authorized a total of 60.0 million shares of our common stock for repurchase under our share repurchase program with expiration dates extending into Fiscal 2010. The Company repurchased 18.7 million shares during Fiscal 2007 and the authorization related to 11.3 million shares expired in Fiscal 2009. At the beginning of Fiscal 2010, the Company had 30.0 million shares remaining authorized for repurchase.

The Company repurchased 14.0 million shares as part of its publicly announced repurchase programs during the 39 weeks ended October 30, 2010 for approximately \$192.3 million, at a weighted average price of \$13.73 per share. As of October 30, 2010, the Company had 16.0 million shares remaining authorized for repurchase. These shares may be repurchased at the Company's discretion. The authorization relating to the 16.0 million shares remaining under the program expires at the end of Fiscal 2010.

During the 39 weeks ended October 30, 2010 and October 31, 2009, the Company repurchased approximately 1.0 million and 16,000 shares, respectively, from certain employees at market prices totaling \$18.0 million and \$0.2 million, respectively. These shares were repurchased for the payment of taxes in connection with the vesting of share-based payments, as permitted under the 2005 Stock Award and Incentive Plan (the 2005 Plan).

The aforementioned share repurchases have been recorded as treasury stock.

***Segment Information***

In accordance with ASC 280, *Segment Reporting* (ASC 280), the Company has identified three operating segments (American Eagle Brand US and Canadian stores, aerie by American Eagle retail stores and AEO Direct) that reflect the basis used internally to review performance and allocate resources. All of the operating segments have been aggregated and are presented as one reportable segment, as permitted by ASC 280.

***Reclassification***

Certain reclassifications have been made to the Consolidated Financial Statements for prior periods in order to conform to the current period presentation.

**Table of Contents****3. Cash and Cash Equivalents, Short-term Investments and Long-term Investments**

The following table summarizes the fair market values for the Company's cash and marketable securities, which are recorded as cash and cash equivalents, short-term investments and long-term investments on the Consolidated Balance Sheets:

<i>(In thousands)</i>	October 30, 2010	January 30, 2010	October 31, 2009
Cash and cash equivalents:			
Cash	\$ 157,921	\$ 144,391	\$ 82,942
Commercial paper	61,697	25,420	
Treasury bills	100,393	119,988	100,000
Money-market	310,764	404,161	329,661
<b>Total cash and cash equivalents</b>	<b>\$ 630,775</b>	<b>\$ 693,960</b>	<b>\$ 512,603</b>
Short-term investments:			
Student-loan backed ARS	\$	\$ 400	\$
State and local government ARS	3,700	4,275	3,300
<b>Total short-term investments</b>	<b>\$ 3,700</b>	<b>\$ 4,675</b>	<b>\$ 3,300</b>
Long-term investments:			
Student-loan backed ARS	\$	\$ 149,031	\$ 151,048
State and local government ARS	5,500	35,969	38,724
Auction rate preferred securities		12,773	13,380
ARS call option	415		
<b>Total long-term investments</b>	<b>\$ 5,915</b>	<b>\$ 197,773</b>	<b>\$ 203,152</b>
<b>Total</b>	<b>\$ 640,390</b>	<b>\$ 896,408</b>	<b>\$ 719,055</b>

Proceeds from the sale of available-for-sale securities were \$177.5 million and \$77.0 million for the 39 weeks ended October 30, 2010 and October 31, 2009, respectively. There were no purchases of available-for-sale securities during the 39 weeks ended October 30, 2010 or October 31, 2009.

The following table presents the unrealized losses and fair value of available-for-sale securities for which OTTI has not been recognized in earnings and the length of time that the securities were in a continuous unrealized loss position.

<i>(In thousands)</i>	Less Than 12 Months		Greater Than or Equal to 12 Months	
	Gross Unrealized Holding Losses	Fair Value	Gross Unrealized Holding Losses	Fair Value
<b>October 30, 2010</b>				
State and local government ARS	\$	\$	\$	\$
<b>Total (1)</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>October 31, 2009</b>				
Student-loan backed ARS	\$(4,841)	\$28,275	\$(3,711)	\$31,173

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State and local government ARS	(220)	9,230	(206)	11,494
Auction rate preferred securities			(1,395)	13,380
Total (1)	\$(5,061)	\$37,505	\$(5,312)	\$56,047

(1) Fair value excludes \$9.2 million as of October 30, 2010 and \$112.9 million as of October 31, 2009 of securities whose fair value approximates par.

As of October 30, 2010, the Company had a total of \$640.4 million in cash and cash equivalents, short-term and long-term investments, including \$9.2 million of investments in ARS whose fair value approximates par.

During the 13 weeks ended October 30, 2010, the Company liquidated \$176.4 million par value (\$163.3 million carrying value) of its available-for-sale securities. The Company received proceeds of \$149.6 million plus accrued interest and recognized a net loss in its Consolidated Statements of Operations for the 13 weeks ended October 30, 2010 of \$24.2 million, of which \$10.9 million was previously included in OCI on the Company's Consolidated Balance Sheet.

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Relating to \$119.7 million of the ARS securities sold during the 13 weeks ended October 30, 2010, the Company entered into a settlement agreement under which a financial institution (the purchaser) purchased the ARS at a discount to par, plus accrued interest. Additionally, under this agreement, the Company retained a right (the ARS Call Option), for a period ending October 29, 2013 to: (a) repurchase any or all of the ARS securities sold at the agreed upon purchase prices received from the purchaser plus accrued interest; and/or (b) receive additional proceeds from the purchaser upon certain redemptions of the ARS securities sold. The ARS Call Option is cancelable by the purchaser for additional cash consideration.

The Company is required to assess the value of the ARS Call Option at the end of each reporting period, with any changes in fair value recorded within the Consolidated Statement of Operations. As of October 30, 2010, the Company determined that the fair value was \$0.4 million. The fair value of the ARS Call Option is included as an offsetting amount within the net loss on liquidation of \$24.2 million referenced above and is classified as a long-term investment on the Consolidated Balance Sheet as of October 30, 2010.

The Company continues to monitor the market for ARS and consider the impact, if any, on the fair value of its investments. If current market conditions deteriorate further, or the anticipated recovery in market values does not occur, the Company may be required to record impairment charges on its remaining ARS investments.

Refer to Note 4 to the Consolidated Financial Statements for additional information regarding the fair value measurement of our investment securities.

**4. Fair Value Measurements**

ASC 820, *Fair Value Measurement Disclosures* (ASC 820), defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. Fair value is defined under ASC 820 as the exit price associated with the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date.

***Financial Instruments***

Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

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

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

Level 3 Unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of October 30, 2010 and October 31, 2009, the Company held certain assets that are required to be measured at fair value on a recurring basis. These include cash equivalents and short and long-term investments, including ARS, ARPS and the ARS Call Option as described in Note 3 to the Consolidated Financial Statements.

In accordance with ASC 820, the following table represents the Company's fair value hierarchy for its financial assets (cash equivalents and investments) measured at fair value on a recurring basis as of October 30, 2010 and October 31, 2009:



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## Fair Value Measurements at October 30, 2010

		Quoted Market Prices in Active	Significant Other Observable Inputs	Significant Unobservable Inputs
	Markets for Identical Assets			
	Carrying Amount	(Level 1)	(Level 2)	(Level 3)
<i>(In thousands)</i>				
Cash and Cash Equivalents				
Cash	\$ 157,921	\$ 157,921	\$	\$
Commercial Paper	61,697	61,697		
Treasury bills	100,393	100,393		
Money-market	310,764	310,764		
Total cash and cash equivalents	\$ 630,775	\$ 630,775	\$	\$
Short-term Investments				
State and local government ARS	\$ 3,700	\$	\$	\$ 3,700
Total Short-term Investments	\$ 3,700	\$	\$	\$ 3,700
Long-term Investments				
State and local government ARS	\$ 5,500	\$	\$	\$ 5,500
ARS call option	415			415
Total Long-term Investments	\$ 5,915	\$	\$	\$ 5,915
Total	\$ 640,390	\$ 630,775	\$	\$ 9,615

## Fair Value Measurements at October 31, 2009

		Quoted Market Prices in Active	Significant Other Observable Inputs	Significant Unobservable Inputs
	Markets for Identical Assets			
	Carrying Amount	(Level 1)	(Level 2)	(Level 3)
<i>(In thousands)</i>				
Cash and Cash Equivalents				
Cash	\$ 82,942	\$ 82,942	\$	\$
Treasury bills	100,000	100,000		
Money-market	329,661	329,661		
Total cash and cash equivalents	\$ 512,603	\$ 512,603	\$	\$

Short-term Investments				
State and local government ARS	\$ 3,300	\$	\$	\$ 3,300
Total Short-term Investments	\$ 3,300	\$	\$	\$ 3,300
Long-term Investments				
Student-loan backed ARS	\$151,048	\$	\$	\$151,048
State and local government ARS	38,724			38,724
Auction rate preferred securities	13,380			13,380
Total Long-term Investments	\$203,152	\$	\$	\$203,152
Total	\$719,055	\$ 512,603	\$	\$206,452

The Company uses a discounted cash flow model to value its Level 3 investments. At October 30, 2010, the assumptions in the Company's model included different recovery periods, ranging from 8 to 20 months, depending on the type of security and varying discount factors for yield, ranging from 0.3% to 0.4%, and illiquidity of 0.5%. At October 31, 2009, the assumptions in the Company's model included different recovery periods, ranging from 12 months to 11 years, depending on the type of security and varying discount factors for yield, ranging from 0.3% to 7.5%, and illiquidity, ranging from 0.3% to 1.0%. These assumptions are subjective. They are based on the Company's current judgment and its view of current market conditions. The use of different assumptions would result in a different valuation and related charge.

As a result of the discounted cash flow analysis, during the 39 weeks ended October 30, 2010, the Company recognized a net impairment of \$0.6 million. The total cumulative impairment recognized in OCI prior to the Company's liquidation of \$176.4 million par value (\$163.3 million carrying value) available-for-sale securities during the 13 weeks ended October 30,

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2010 was \$10.9 million (\$6.8 million, net of tax). Total cumulative impairment recognized in OCI at the end of Fiscal 2009 was \$10.3 million (\$6.4 million, net of tax). The increase in temporary impairment was primarily driven by unfavorable changes in the discount rate. These amounts were previously recorded in OCI and resulted in a decrease in the investments' estimated fair values. As a result of a credit rating downgrade on a student-loan backed ARS, the Company also recorded a net impairment loss in earnings of \$1.2 million during the 39 weeks ended October 30, 2010.

As previously described in Note 3 to the Consolidated Financial Statements, the Company liquidated \$176.4 million par value (\$163.3 million carrying value) of its available-for-sale securities. Through the liquidation, the Company received proceeds of \$149.6 million plus accrued interest and recognized a loss in its consolidated financial statements of operations for the 13 weeks ended October 30, 2010 of \$24.2 million, net of the ARS Call Option gain of \$0.4 million. The recognized loss included all \$10.9 million of cumulative impairment which was previously included in OCI on the Consolidated Balance Sheet.

The fair value of the ARS Call Option described in Note 3 to the Consolidated Financial Statements was also estimated using a discounted cash flow model. The model considered potential changes in yields for securities with similar characteristics to the underlying ARS and evaluated possible future refinancing opportunities for the issuers of the ARS. The analysis then assessed the likelihood that the options would be exercisable as a result of the underlying ARS being redeemed or traded in a secondary market at an amount greater than the exercise price prior to the end of the option term. Future changes in the fair values of the ARS Call Option will be recorded within the Consolidated Statements of Operations.

The following table presents a rollforward of the amount of OTTI related to credit losses that has been recognized in earnings:

	39 Weeks Ended October 30, 2010
<i>(In thousands)</i>	
Beginning balance of credit losses previously recognized in earnings	\$ 940
Year-to-date OTTI credit losses recognized in earnings	1,248
Ending balance of cumulative credit losses recognized in earnings	\$ 2,188

The reconciliation of the Company's assets measured at fair value on a recurring basis using unobservable inputs (Level 3) is as follows:

<i>(In thousands)</i>	Total	Level 3 (Unobservable inputs)			ARS Call Option
		Auction- Rate Municipal Securities	Student Loan- Backed Auction- Rate Securities	Auction- Rate Preferred Securities	
Carrying Value at January 30, 2010	\$ 202,448	\$ 40,244	\$ 149,431	\$ 12,773	\$
Settlements	(177,472)	(29,101)	(141,246)	(7,125)	
Gains and (losses):					
Reported in earnings	(25,674)	(2,399)	(16,755)	(6,935)	415
Reported in OCI	10,313	456	8,570	1,287	

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Balance at October 30, 2010	\$ 9,615	\$ 9,200	\$	\$	\$415
Carrying Value at January 31, 2009	\$ 251,007	\$ 69,970	\$ 169,254	\$ 11,783	\$
Settlements	(69,250)	(28,150)	(41,100)		
Gains and (losses):					
Reported in earnings	(225)			(225)	
Reported in OCI	24,920	204	22,894	1,822	
Balance at October 31, 2009	\$ 206,452	\$ 42,024	\$ 151,048	\$ 13,380	\$

***Non-Financial Assets and Liabilities***

The Company's non-financial assets, which include goodwill and property and equipment, are not required to be measured at fair value on a recurring basis. However, if certain triggering events occur, or if an annual impairment test is required and the Company is required to evaluate the non-financial instrument for impairment, a resulting asset impairment would require that the non-financial asset be recorded at the estimated fair value. As a result of the Company's annual goodwill impairment test

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performed as of January 30, 2010, the Company concluded that its goodwill was not impaired. During the 13 and 39 weeks ended October 30, 2010, there were no triggering events that prompted an asset impairment test of the Company's goodwill.

Certain long-lived assets were measured at fair value on a nonrecurring basis using Level 3 inputs as defined in ASC 820. Based on the decision to close all M+O stores in Fiscal 2010, the Company determined that the M+O stores not previously impaired would not be able to generate sufficient cash flow over the life of the related leases to recover the Company's initial investment in them. Therefore, during the 26 weeks ended July 31, 2010, the M+O stores not previously impaired were written down to their fair value, resulting in a loss on impairment of assets of \$18.0 million. The loss on impairment of assets was recorded within Loss from Discontinued Operations for the 39 weeks ended October 30, 2010. The fair value of those stores were determined by estimating the amount and timing of net future cash flows and discounting them using a risk-adjusted rate of interest. The Company estimates future cash flows based on its experience and knowledge of the market in which the store is located.

Refer to Note 12 to the Consolidated Financial Statements for additional information regarding the discontinued operations for M+O.

**5. Earnings per Share**

ASC 260-10-45, *Participating Securities and the Two-Class Method* (ASC 260-10-45), addresses whether awards granted in unvested share-based payment transactions that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and therefore are included in computing earnings per share under the two-class method, as described in ASC 260, *Earnings Per Share* (ASC 260). Participating securities are securities that may participate in dividends with common stock and the two-class method is an earnings allocation formula that treats a participating security as having rights to earnings that would otherwise have been available to common shareholders. Under the two-class method, earnings for the period are allocated between common shareholders and other shareholders, based on their respective rights to receive dividends. Restricted stock awards granted to certain employees under the Company's 2005 Plan are considered participating securities as these employees receive non-forfeitable dividends at the same rate as common stock. For the 13 and 39 weeks ended October 30, 2010 and October 31, 2009, the application of ASC 260-10-45 resulted in no change to basic EPS or diluted EPS.

The following is a reconciliation between basic and diluted weighted average shares outstanding:

	13 Weeks Ended		39 Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
<i>(In thousands, except per share amounts)</i>				
Weighted average common shares outstanding:				
Basic number of common shares outstanding	195,590	206,517	201,678	206,169
Dilutive effect of stock options and non-vested restricted stock	1,733	2,876	1,861	2,494
Dilutive number of common shares outstanding	197,323	209,393	203,539	208,663
Basic net income per common share				
Net income	\$ 33,024	\$ 59,159	\$ 53,609	\$ 109,698
Less: Income allocated to participating securities		194	93	219
Net income available to common shareholders	\$ 33,024	\$ 58,965	\$ 53,516	\$ 109,479
Basic net income per common share	\$ 0.17	\$ 0.29	\$ 0.27	\$ 0.53

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Dilutive net income per common share				
Net income	\$ 33,024	\$ 59,159	\$ 53,609	\$ 109,698
Less: Income allocated to participating securities		191	93	149
Net income available to common shareholders	\$ 33,024	\$ 58,968	\$ 53,516	\$ 109,549
Dilutive net income per common share	\$ 0.17	\$ 0.28	\$ 0.26	\$ 0.53

Equity awards to purchase approximately 6.9 million and 7.9 million shares of common stock during the 13 and 39 weeks ended October 30, 2010, respectively, and approximately 6.6 million and 6.7 million shares of common stock during the 13

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and 39 weeks ended October 31, 2009, respectively, were outstanding, but were not included in the computation of weighted average diluted common share amounts as the effect of doing so would have been anti-dilutive. Approximately 0.8 million shares of restricted stock units for both the 13 and 39 weeks ended October 30, 2010 and approximately 1.4 million shares of restricted stock for both the 13 and 39 weeks ended October 31, 2009 were not included in the computation of weighted average diluted common share amounts because the number of shares ultimately issued is contingent on the Company's performance compared to pre-established annual performance goals. Additionally, there were approximately 27,000 shares for the 39 weeks ended October 30, 2010 of time-based restricted stock units that were outstanding, but not included in the computation of weighted average diluted common share amounts as the effect of doing so would have been anti-dilutive.

**6. Property and Equipment**

Property and equipment consists of the following:

<i>(In thousands)</i>	October 30, 2010	January 30, 2010	October 31, 2009
Property and equipment, at cost	\$ 1,414,453	\$ 1,394,806	\$ 1,397,961
Less: Accumulated depreciation and amortization	(762,092)	(681,664)	(656,942)
Net property and equipment	\$ 652,361	\$ 713,142	\$ 741,019

**7. Note Payable and Other Credit Arrangements**

The Company has borrowing agreements with four separate financial institutions under which it may borrow an aggregate of \$310.0 million United States Dollars ( USD ) and \$25.0 million Canadian Dollars ( CAD ). Of this amount, \$200.0 million USD can be used for demand letter of credit facilities, \$50.0 million USD and \$25.0 million CAD can be used for demand line borrowings and the remaining \$60.0 million USD can be used for either letters of credit or demand line borrowings at the Company's discretion. The expiration dates of the USD demand line facilities are April 20, 2011 and May 22, 2011 and the \$25.0 million CAD demand line has an expiration date of November 20, 2010.

As of October 30, 2010, the Company had outstanding demand letters of credit of \$42.1 million USD and no demand line borrowings.

The availability of any future borrowings is subject to acceptance by the respective financial institutions. The average borrowing rate on the demand line for outstanding borrowings during Fiscal 2010 was 2.1%.

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Comprehensive income is comprised of the following:

<i>(In thousands)</i>	13 Weeks Ended		39 Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Net income	\$33,024	\$59,159	\$53,609	\$109,698
Other comprehensive income:				
Temporary impairment reversal (loss) related to auction-rate securities, net of tax (1)		3,369	(1,180)	15,318
Reclassification adjustment for realized losses in net income related to ARS, net of tax (2)	6,722		6,722	
Reclassification adjustment for OTTI charges realized in net income related to ARS, net of tax (3)			819	139
Foreign currency translation adjustment	779	(2,458)	3,552	15,410
Other comprehensive income:	7,501	911	9,913	30,867
Total comprehensive income	\$40,525	\$60,070	\$63,522	\$140,565

(1) Amounts are shown net of tax of (\$2.1) million for the 13 weeks ended October 31, 2009. Amounts are shown net of tax of \$0.6 million and (\$9.5) million for the 39 weeks ended October 30, 2010 and October 31, 2009, respectively.

(2) Amounts are shown net of tax of (\$4.2) million for both the 13 and 39 weeks ended October 30, 2010.

(3) Amounts are shown net of tax of (\$0.4) million and (\$0.1) million for the 39 weeks ended October 30, 2010 and October 31, 2009, respectively.

**9. Share-Based Compensation**

The Company accounts for share-based compensation under the provisions of ASC 718, *Compensation - Stock Compensation* ( ASC 718 ), which requires companies to measure and recognize compensation expense for all share-based payments at fair value.

Total share-based compensation expense from continuing operations included in the Consolidated Statements of Operations for the 13 and 39 weeks ended October 30, 2010 was \$3.5 million (\$2.2 million, net of tax) and \$21.9 million (\$13.5 million, net of tax) and for the 13 and 39 weeks ended October 31, 2009 was \$9.8 million (\$6.0 million, net of tax) and \$19.0 million (\$11.7 million, net of tax), respectively.

**Stock Option Grants**

The Company grants both time-based and performance-based stock options under its 2005 Plan. Time-based stock option awards vest over the requisite service period of the award or to an employee's eligible retirement date, if earlier. Performance-based stock option awards vest over three years and are earned if the Company meets pre-established performance goals during each year.



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A summary of the Company's stock option activity for the 39 weeks ended October 30, 2010 follows:

		39 Weeks Ended October 30, 2010			Aggregate Intrinsic Value (in thousands)
		Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (in years)	
Outstanding	January 30, 2010	14,904,942	\$ 15.01		
Granted		1,381,246	\$ 17.04		
Exercised (1)		1,149,208	\$ 8.46		
Cancelled		3,011,303	\$ 15.28		
Outstanding	October 30, 2010	12,125,677	\$ 15.79	3.9	\$ 40,703
Vested and expected to vest	October 30, 2010	11,873,169	\$ 15.82	3.8	\$ 39,950
Exercisable	October 30, 2010	3,619,178	\$ 7.37	2.4	\$ 31,304

(1) Options exercised during the 39 weeks ended October 30, 2010 had exercise prices ranging from \$4.68 to \$17.51. The weighted-average grant date fair value of stock options granted during the 39 weeks ended October 30, 2010 and October 31, 2009 was \$5.19 and \$3.55, respectively. The aggregate intrinsic value of options exercised during the 39 weeks ended October 30, 2010 and October 31, 2009 was \$10.7 million and \$11.4 million, respectively. Cash received from the exercise of stock options was \$5.8 million for the 39 weeks ended October 30, 2010 and \$8.7 million for the 39 weeks ended October 31, 2009. The actual tax benefit realized from stock option exercises totaled \$12.8 million for the 39 weeks ended October 30, 2010 and \$8.9 million for the 39 weeks ended October 31, 2009.

The fair value of stock options was estimated based on the closing market price of the Company's common stock on the date of the grant using a Black-Scholes option pricing model with the following weighted-average assumptions:

Black-Scholes Option Valuation Assumptions	39 Weeks Ended	
	October 30 2010	October 31, 2009
Risk-free interest rate (1)	2.3%	1.7%
Dividend yield	2.1%	3.9%
Volatility factor (2)	40.2%	62.1%
Weighted-average expected term (3)	4.5 years	4.5 years
Expected forfeiture rate (4)	8.0%	8.0%

(1) Based on the U.S. Treasury yield curve in effect at the time of grant with a term consistent with the expected life of our stock options.

(2) Based on a combination of historical volatility of the Company's common stock and implied volatility.

(3) Represents the period of time options are expected to be outstanding, based on historical experience.

(4) Based upon historical experience.

As of October 30, 2010, there was \$5.4 million of unrecognized compensation expense related to non-vested stock option awards that is expected to be recognized over a weighted average period of 1.5 years.

***Restricted Stock Grants***

Time-based restricted stock awards include two types of awards; time-based restricted stock and time-based restricted stock units. Time-based restricted stock awards vest over three years and participate in nonforfeitable dividends. Time-based restricted stock units vest over three years; however, they may be accelerated to vest over one year if the Company meets pre-established performance goals in the year of grant. Time-based restricted stock units receive dividend equivalents in the form of additional time-based restricted stock units, which are subject to the same restrictions and forfeiture provisions as the original award.

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Performance-based restricted stock awards include two types of awards; performance-based restricted stock and performance-based restricted stock units. Performance-based restricted stock awards vest over one year based upon the Company's achievement of pre-established goals and participate in nonforfeitable dividends. Performance-based restricted stock units cliff vest at the end of a three year period based upon the Company's achievement of pre-established goals. Performance-based restricted stock units receive dividend equivalents in the form of additional performance-based restricted stock units, which are subject to the same restrictions as the original award.

The grant date fair value of restricted stock awards is based on the closing market price of the Company's common stock on the date of grant. The Company grants to its employees both restricted stock awards, which entitles the holders to receive nonforfeitable dividends prior to vesting, and restricted stock unit awards. The restricted stock unit awards differ from the restricted stock awards in that they do not contain nonforfeitable rights to dividends and are therefore not considered participating securities in accordance with ASC 260-10-45.

A summary of the Company's restricted stock activity is presented in the following tables:

		Time-Based Restricted Stock 39 Weeks Ended October 30, 2010		Performance-Based Restricted Stock 39 Weeks Ended October 30, 2010	
		Weighted-Average Grant		Weighted-Average Grant	
		Shares	Date Fair Value	Shares	Date Fair Value
Nonvested	January 30, 2010	1,883	\$ 13.28	989,664	\$ 9.66
Granted					
Vested				(989,664)	9.66
Cancelled		1,883	13.28		

Nonvested October 30, 2010

		Time-Based Restricted Stock Units 39 Weeks Ended October 30, 2010		Performance-Based Restricted Stock Units 39 Weeks Ended October 30, 2010	
		Weighted-Average Grant		Weighted-Average Grant	
		Shares	Date Fair Value	Shares	Date Fair Value
Nonvested	January 30, 2010	1,668,092	\$ 9.79	406,231	\$ 9.82
Granted		1,098,844	17.39	312,363	17.24
Vested		(1,650,077)	9.79		
Cancelled		(92,487)	17.46	(77,465)	15.45

Nonvested October 30, 2010

As of October 30, 2010, there was \$15.3 million of unrecognized compensation expense related to non-vested restricted stock awards that is expected to be recognized over a weighted average period of 2.4 years.

As of October 30, 2010, the Company had 25.9 million shares available for all equity grants.

**10. Income Taxes**

The provision for income taxes from continuing operations is based on the current estimate of the annual effective income tax rate and is adjusted as necessary for quarterly events. The effective income tax rate from continuing operations based on actual operating results for the 13 weeks ended October 30, 2010 was 52.1% compared to 19.2% for the 13 weeks ended October 31, 2009. The effective income tax rate from continuing operations based on actual operating results for the 39 weeks ended October 30, 2010 was 40.7% compared to 24.0% for the 39 weeks ended October 31, 2009. The increase in the effective income tax rate for Fiscal 2010 was primarily due to losses on the sale

of certain ARS investments in which no income tax benefit was recognized. Additionally, the effective income tax rate was lower in Fiscal 2009 due to the tax benefit associated with the repatriation of foreign earnings as well as federal and state income tax settlements and other changes in income tax reserves.

The Company records accrued interest and penalties related to unrecognized tax benefits in income tax expense.

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The Company recognizes income tax liabilities related to unrecognized tax benefits in accordance with ASC 740 and adjusts these liabilities when its judgment changes as the result of the evaluation of new information not previously available. There were no significant changes in unrecognized tax benefits during the 39 weeks ended October 30, 2010. Unrecognized tax benefits decreased by \$7.3 million during the 39 weeks ended October 31, 2009, primarily due to federal and state income tax settlements and other changes in income tax reserves. The Company does not anticipate any significant changes to the unrecognized tax benefits recorded at the balance sheet date within the next 12 months.

**11. Legal Proceedings**

The Company is subject to certain legal proceedings and claims arising out of the conduct of its business. In accordance with ASC 450, *Contingencies* ( ASC 450 ), management records a reserve for estimated losses when the loss is probable and the amount can be reasonably estimated. If a range of possible loss exists and no anticipated loss within the range is more likely than any other anticipated loss, the Company records the accrual at the low end of the range, in accordance with ASC 450. As the Company believes that it has provided adequate reserves, it anticipates that the ultimate outcome of any matter currently pending against the Company will not materially affect the consolidated financial position or results of operations of the Company.

**12. Discontinued Operations**

On March 5, 2010, the Company's Board of Directors approved management's recommendation to proceed with the closure of the M+O brand. The Company notified employees and issued a press release announcing this decision on March 9, 2010. The decision to take this action resulted from an extensive evaluation of the brand and review of strategic alternatives, which revealed that it was not achieving performance levels that warranted further investment. The Company completed the closure of the M+O stores and e-commerce operation during the 13 weeks ended July 31, 2010 and the Consolidated Financial Statements reflect the presentation of M+O as a discontinued operation. Costs associated with exit or disposal activities are recorded when incurred. A summary of the exit and disposal costs recognized within Loss from Discontinued Operations on the Consolidated Income Statement for the 39 weeks ended October 30, 2010 are included in the table as follows. Results from discontinued operations were nominal for the 13 weeks ended October 30, 2010.

<i>(In thousands)</i>	39 Weeks Ended October 30, 2010
Non-cash charges	
Asset impairments	\$ 17,980
Cash charges	
Lease-related charges (1)	15,377
Inventory charges	2,422
Severance charges	7,660
Total charges	\$ 43,439

(1) Presented net of the reversal of non-cash lease credits.

A rollforward of the liabilities recognized in the Consolidated Balance Sheet is as follows:

<i>(In thousands)</i>	October 30, 2010
Accrued liability as of January 30, 2010	\$
Add: Costs incurred, excluding non-cash charges	30,879
Less: Cash payments	(28,398)

Accrued liability as of October 30, 2010 (1) \$ 2,481

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(1) Accrued liability at October 30, 2010 consists of \$0.1 million of severance and employee related charges recorded as a current liability within Accrued Compensation and Payroll Taxes and \$2.4 million of lease-related charges recorded as a current liability within Accrued Rent. These amounts are expected to be paid during Fiscal 2010.

The table below presents the significant components of M+O's results included in Loss from Discontinued Operations on the Consolidated Statements of Operations for 13 and 39 weeks ended October 30, 2010 and October 31, 2009, respectively.

	13 Weeks Ended		39 Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
<i>(In thousands)</i>				
Net sales	\$	\$ 12,951	\$ 21,881	\$ 34,056
Loss from discontinued operations, before income taxes	(271)	(14,268)	(66,959)	(39,041)
Income tax benefit	104	5,479	25,672	14,958
Loss from discontinued operations, net of tax	\$ (167)	\$ (8,789)	\$ (41,287)	\$ (24,083)
Loss per common share from discontinued operations:				
Basic	\$	\$ (0.04)	\$ (0.20)	\$ (0.12)
Diluted	\$	\$ (0.04)	\$ (0.20)	\$ (0.11)

The major classes of assets and liabilities included in the Consolidated Balance Sheets for M+O as of October 30, 2010, January 30, 2010 and October 31, 2009 is as follows.

	October 30, 2010	January 30, 2010	October 31, 2009
<i>(In thousands)</i>			
Current assets	\$ 226	\$ 13,378	\$ 18,051
Non-current assets		21,227	41,095
Total assets	\$ 226	\$ 34,605	\$ 59,146
Total current liabilities	\$ 2,793	\$ 6,110	\$ 7,436
Total non-current liabilities		4,604	4,728
Total liabilities	\$ 2,793	\$ 10,714	\$ 12,164

**13. Subsequent Events**

The Company has evaluated the existence of subsequent events through the filing date of this Quarterly Report on Form 10-Q.

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**Review by Independent Registered Public Accounting Firm**

Ernst & Young LLP, our independent registered public accounting firm, has performed a limited review of the unaudited Consolidated Financial Statements as of and for the 13 and 39 week periods ended October 30, 2010 and October 31, 2009, as indicated in their report on the limited review included below. Since they did not perform an audit, they express no opinion on the unaudited Consolidated Financial Statements referred to above.

**Report of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders

American Eagle Outfitters, Inc.

We have reviewed the consolidated balance sheets of American Eagle Outfitters, Inc. (the Company) as of October 30, 2010 and October 31, 2009, and the related consolidated statements of operations and retained earnings for the thirteen and thirty-nine week periods ended October 30, 2010 and October 31, 2009 and the consolidated statements of cash flows for the thirty-nine week periods ended October 30, 2010 and October 31, 2009. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the consolidated financial statements referred to above for them to be in conformity with U.S. generally accepted accounting principles. We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of American Eagle Outfitters, Inc. as of January 30, 2010, and the related consolidated statements of operations, comprehensive income, stockholder's equity, and cash flows for the year then ended not presented herein, and in our report dated March 26, 2010, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet as of January 30, 2010, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Ernst & Young LLP  
Pittsburgh, Pennsylvania  
November 19, 2010



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

The following discussion and analysis of financial condition and results of operations should be read in conjunction with our Fiscal 2009 Management's Discussion and Analysis of Financial Condition and Results of Operations which can be found in our Fiscal 2009 Annual Report on Form 10-K.

In addition, the following discussion and analysis of financial condition and results of operations are based upon our Consolidated Financial Statements and should be read in conjunction with these statements and notes thereto. This report contains various forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which represent our expectations or beliefs concerning future events, including the following:

- the planned opening of 14 new American Eagle stores, 11 new aerie stores, and nine new 77kids stores in the United States and Canada during Fiscal 2010;

- the selection of approximately 25 to 35 American Eagle stores in the United States and Canada for remodeling during Fiscal 2010;

- the planned closure of 15 to 25 American Eagle stores in the United States and Canada during Fiscal 2010;

- the success of aerie by American Eagle and aerie.com;

- the success of 77kids by american eagle stores and 77kids.com;

- the expected payment of a dividend in future periods;

- the possibility of growth through acquisitions, internally developing additional new brands, and/or engaging in future franchise agreements;

- the possibility that we may be required to take temporary or other-than-temporary impairment charges relating to our investment securities;

- the possibility that our credit facilities may not be available for future borrowings; and

- the possibility that we may be required to take store impairment charges related to underperforming stores.

We caution that these forward-looking statements, and those described elsewhere in this report, involve material risks and uncertainties and are subject to change based on factors beyond our control as discussed within Item 1A of this Quarterly Report on Form 10-Q and Item 1A of our Fiscal 2009 Annual Report on Form 10-K. Accordingly, our future performance and financial results may differ materially from those expressed or implied in any such forward-looking statements.

**Key Performance Indicators**

Our management evaluates the following items, which are considered key performance indicators, in assessing our performance:

*Comparable store sales* Comparable store sales provide a measure of sales growth for stores open at least one year over the comparable prior year period. In fiscal years following those with 53 weeks, the prior year period is shifted by one week to compare similar calendar weeks. A store is included in comparable store sales in the thirteenth month of operation. However, stores that have a gross square footage increase of 25% or greater due to a remodel are removed from the comparable store sales base, but are included in total sales. These stores are returned to the comparable store sales base in the thirteenth month following the remodel. Sales from American Eagle and aerie stores are included in comparable store sales. Sales from AEO Direct are not included in comparable store sales.

Our management considers comparable store sales to be an important indicator of our current performance. Comparable store sales results are important to achieve leveraging of our costs, including store payroll, store supplies, rent, etc. Comparable store sales also have a direct impact on our total net sales, cash and working capital.

*Gross profit* Gross profit measures whether we are optimizing the price and inventory levels of our merchandise and achieving an optimal level of sales. Gross profit is the difference between net sales and cost of sales. Cost of sales consists of: merchandise costs, including design, sourcing, importing and inbound freight costs, as well as markdowns, shrinkage, certain promotional costs and buying, occupancy and warehousing costs. Buying, occupancy and warehousing costs consist of: compensation, employee benefit expenses and travel for our buyers; rent and utilities related to our stores, corporate headquarters, distribution centers and other office space; freight from our distribution centers to the stores; compensation and supplies for our distribution centers, including purchasing, receiving and inspection costs; and shipping and handling costs related to our e-commerce operation. The inability to obtain acceptable levels of sales, initial markups or any significant increase in our use of markdowns could have an adverse effect on our gross profit and results of operations.

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*Operating income* Our management views operating income as a key indicator of our success. The key drivers of operating income are comparable store sales, gross profit, our ability to control selling, general and administrative expenses, and our level of capital expenditures.

*Store productivity* Store productivity, including net sales per average square foot, sales per productive hour, average unit retail price, conversion rate, the number of transactions per store, the number of units sold per store and the number of units per transaction, is evaluated by our management in assessing our operational performance.

*Inventory turnover* Our management evaluates inventory turnover as a measure of how productively inventory is bought and sold. Inventory turnover is important as it can signal slow moving inventory. This can be critical in determining the need to take markdowns on merchandise.

*Cash flow and liquidity* Our management evaluates cash flow from operations, investing and financing in determining the sufficiency of our cash position. Cash flow from operations has historically been sufficient to cover our uses of cash. Our management believes that cash flow from operations will be sufficient to fund anticipated capital expenditures and working capital requirements.

**Results of Operations**

**Overview**

The third quarter demonstrated progress toward driving our brands forward, while enhancing overall profitability. The increase in operating income reflects the initial positive impact of recent activities including improved merchandising, efficient inventory management, organizational streamlining and expense reductions.

We experienced growth in both sales and gross margin during the quarter. Strong sales performance during the peak back-to-school selling period resulted in a 1% increase in comparable store sales. Merchandise margin was improved over last year resulting from lower markdown activity.

Operating income for the 13 weeks ended October 30, 2010 was \$91.5 million compared to \$84.6 million last year. As a rate to sales, operating income was 12.2% for the 13 weeks ended October 30, 2010 compared to 11.5% for the 13 weeks ended October 31, 2009. The 70 basis point increase in operating margin is due to our positive comparable store sales for the 13 weeks ended October 30, 2010, our improved gross margin and the positive impact of our expense reduction initiatives.

Income from continuing operations for the 13 weeks ended October 30, 2010 was \$33.2 million, or \$0.17 per diluted share, and includes a \$0.12 per diluted share realized loss from the sale of investment securities related to our ARS liquidation. This compares to income from continuing operations for the 13 weeks ended October 31, 2009 of \$67.9 million, or \$0.32 per diluted share, and includes a \$0.07 per diluted share tax benefit related to the repatriation of earnings from Canada.

Net income for the 13 weeks ended October 30, 2010 was \$33.0 million compared to \$59.2 million for the 13 weeks ended October 31, 2009. Net income for the 13 weeks ended October 30, 2010 and October 31, 2009 includes the Loss from Discontinued Operations related to MARTIN+OSA ( M+O ) of \$0.2 million and \$8.8 million, respectively. We had \$640.4 million in cash and cash equivalents, short-term and long-term investments as of October 30, 2010. This includes \$9.2 million of investments in auction rate securities ( ARS ).

Our business is affected by the pattern of seasonality common to most retail apparel businesses. The results for the current and prior periods are not necessarily indicative of future financial results.

The following table shows the percentage relationship to net sales of the listed line items included in our Consolidated Statements of Operations.

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	13 Weeks Ended		39 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, including certain buying, occupancy and warehousing expenses	58.4	58.7	60.5	60.6
Gross profit	41.6	41.3	39.5	39.4
Selling, general and administrative expenses	24.6	25.1	25.3	25.1
Depreciation and amortization expense	4.8	4.7	5.3	5.1
Operating income	12.2	11.5	8.9	9.2
Realized loss on sale of investment securities	(3.2)		(1.2)	(0.1)
Other income (expense), net	0.2	(0.1)	0.1	(0.2)
Net impairment loss recognized in earnings				
Income before income taxes	9.2	11.4	7.8	8.9
Provision for income taxes	4.8	2.2	3.2	2.2
Income from continuing operations	4.4	9.2	4.6	6.7
Loss from discontinued operations, net of tax		(1.2)	(2.0)	(1.2)
Net income	4.4%	8.0%	2.6%	5.5%

The following table shows our consolidated store data for the 39 weeks ended October 30, 2010 and October 31, 2009.

	13 Weeks Ended		39 Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
Number of stores:				
Beginning of period	1,083	1,114	1,103	1,098
Opened	10	5	28	28
Closed (1)	(4)	(2)	(42)	(9)
End of Period	1,089	1,117	1,089	1,117
Total gross square feet at end of period	6,323,099	6,462,921	6,323,099	6,462,921

(1) Closed stores during the 39 weeks ended October 30, 2010 include all 28 M+O stores.

Our operations are conducted in one reportable segment, which includes 935 U.S. and Canadian AE retail stores, 147 aerie stand-alone retail stores, seven 77kids retail stores and AEO Direct.

**Comparison of the 13 weeks ended October 30, 2010 to the 13 weeks ended October 31, 2009***Net Sales*

Net sales for the 13 weeks ended October 30, 2010 increased 2% to \$751.5 million compared to \$736.0 million for the 13 weeks ended October 31, 2009.

Our comparable store sales increased 1% for the 13 weeks ended October 30, 2010. The increase in comparable store sales was primarily a result of strong performance during the peak back-to-school selling period. For the AE brand, improved assortments translated to an increase in the number of transactions and average transaction value. This was driven by both average unit retail price and unit sales increases. AE women's comparable store sales increased in the low single-digits while AE men's comparable store sales declined in the low single-digits.

*Gross Profit*

Gross profit for the 13 weeks ended October 30, 2010 increased to \$312.3 million, or 41.6% as a rate to net sales, compared to \$304.2 million, or 41.3% as a rate to net sales last year. Merchandise margin improved by 90 basis points, driven by lower

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markdowns. Buying occupancy and warehousing expense increased 60 basis points, primarily due to new stores, which included our newest flagship store in the SoHo district of Manhattan.

There was \$1.1 million of share-based payment expense for the 13 weeks ended October 30, 2010 included in gross profit compared to \$2.3 million for the 13 weeks ended October 31, 2009.

Our gross profit may not be comparable to that of other retailers, as some retailers include all costs related to their distribution network as well as design costs in cost of sales and others may exclude a portion of these costs from cost of sales, including them in a line item such as selling, general and administrative expenses. Refer to Note 2 to the Consolidated Financial Statements for a description of our accounting policy regarding cost of sales, including certain buying, occupancy and warehousing expenses.

*Selling, General and Administrative Expenses*

Selling, general and administrative expense for the 13 weeks ended October 30, 2010, was \$185.1 million compared to \$184.9 million last year and improved by 50 basis points to 24.6% as a percent to net sales from 25.1% last year. The lower rate is due to the positive impact of expense reductions, partially offset by severance and related charges, as well as our investment in mall and outdoor advertising to support the strength of our AE denim assortment during the fall and holiday seasons.

There was \$2.4 million of share-based payment expense included in selling, general and administrative expenses compared to \$7.5 million last year.

*Depreciation and Amortization Expense*

Depreciation and amortization expense as a percent to net sales was 4.8% for the 13 weeks ended October 30, 2010, compared to 4.7% for the corresponding period last year. Depreciation and amortization expense increased to \$35.8 million compared to \$34.7 million last year. The increase in expense is primarily due to a greater property and equipment base driven by our level of capital expenditures related to new stores, as well as the completion of information technology, distribution centers and other home office projects. As a rate to net sales, the increase is attributed to the factors noted above, partially offset by the impact of positive comparable store sales.

*Other Income (Expense), Net*

Other income, net was \$2.0 million for the 13 weeks ended October 30, 2010 compared to net expense of \$0.5 million for the 13 weeks ended October 31, 2009. The change is primarily due to fluctuations in foreign currency transactions.

*Realized Loss on Sale of Investment Securities*

The realized loss on the sale of investment securities was \$24.2 million, or \$0.12 per diluted share, for the 13 weeks ended October 30, 2010.

During the 13 weeks ended October 30, 2010, we liquidated 95% of our ARS investment portfolio. Our ARS investment portfolio was originally purchased as highly liquid short-term instruments. Due to the deterioration of the ARS market and ARS investments experiencing failed auctions or long-term auction resets, our ARS investment portfolio was subsequently classified as long-term, with a weighted average contractual maturity of approximately 26 years. This liquidation allowed us to convert substantially our entire ARS investment portfolio to short-term liquid assets, with total cash proceeds of \$149.6 million plus accrued interest and a net realized loss of \$24.2 million for the liquidation.

*Provision for Income Taxes*

The provision for income taxes from continuing operations is based on the current estimate of the annual effective income tax rate and is adjusted as necessary for quarterly events. The effective income tax rate based on actual operating results for the 13 weeks ended October 30, 2010 was 52.1% compared to 19.2% for the 13 weeks ended October 31, 2009. The increase in the effective income tax rate for the 13 weeks ended October 30, 2010 was primarily due to losses on the sale of certain ARS investments in which no income tax benefit was recognized. Additionally, the effective income tax rate was lower in the 13 weeks ended October 31, 2009 due to the tax benefit associated with the repatriation of foreign earnings as well as federal and state income tax settlements and other changes in income tax reserves.

**Table of Contents***Income from Continuing Operations*

Income from continuing operations for the 13 weeks ended October 30, 2010 was \$33.2 million, or \$0.17 per diluted share, and includes a \$0.12 per diluted share realized loss from the sale of investment securities related to our ARS liquidation as noted previously. Income from continuing operations for the 13 weeks ended October 31, 2009 was \$67.9 million, or \$0.32 per diluted share, which includes a \$0.07 per diluted share tax benefit related to the repatriation of earnings from Canada last year.

*Loss from Discontinued Operations*

We completed the closure of M+O stores and related e-commerce operations during the 13 weeks ended July 31, 2010. Accordingly, the after-tax operating results and closure charges appear in Loss from Discontinued Operations on the Consolidated Statements of Operations for all periods presented. Loss from Discontinued Operations, net of tax, was \$0.2 million and \$8.8 million for the 13 weeks ended October 30, 2010 and October 31, 2009, respectively. Refer to the *Closure of MARTIN+OSA* caption below for additional information regarding the discontinued operations for M+O.

*Net Income*

Net income decreased to \$33.0 million, or 4.4% as a percent to net sales, from \$59.2 million, or 8.0% as a percent to net sales last year. Net income per diluted share decreased to \$0.17 from \$0.28 in the prior year. The decreases are attributable to the factors noted above.

**Comparison of the 39 weeks ended October 30, 2010 to the 39 weeks ended October 31, 2009***Net Sales*

Net sales for the 39 weeks ended October 30, 2010 increased 3% to \$2.051 billion compared to \$1.984 billion for the 39 weeks ended October 31, 2009. The increase in net sales resulted primarily from a 1% increase in comparable store sales during the 13 weeks ended October 30, 2010 as a result of strong sales performance during the peak back-to-school shopping period and the 2% increase in comparable store sales in the first half of Fiscal 2010.

*Gross Profit*

Gross profit for the 39 weeks ended October 30, 2010 increased 4% to \$809.7 million, or 39.5% as a rate to net sales, compared to \$781.7 million, or 39.4% as a rate to net sales last year. Merchandise margin increased 50 basis points due to a decrease in merchandise markdowns. Buying, occupancy and warehousing expense increased 40 basis points primarily due to new stores.

There was \$6.3 million of share-based payment expense for the 39 weeks ended October 30, 2010 included in gross profit compared to \$6.1 million for the 39 weeks ended October 31, 2009.

Our gross profit may not be comparable to that of other retailers, as some retailers include all costs related to their distribution network as well as design costs in cost of sales and others may exclude a portion of these costs from cost of sales, including them in a line item such as selling, general and administrative expenses. Refer to Note 2 to the Consolidated Financial Statements for a description of our accounting policy regarding cost of sales, including certain buying, occupancy and warehousing expenses.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses for the 39 weeks ended October 30, 2010, increased to \$519.2 million from \$497.6 million and increased 20 basis points to 25.3% as a percent to net sales from 25.1% last year. The higher rate is primarily due to the impact of the timing of contract-based equity grants incurred in the first half of Fiscal 2010 as well as severance and related charges incurred.

There was \$15.6 million of share-based payment expense included in selling, general and administrative expenses compared to \$12.9 million last year.

**Table of Contents***Depreciation and Amortization Expense*

Depreciation and amortization expense as a percent to net sales was 5.3% for the 39 weeks ended October 30, 2010 compared to 5.1% for the corresponding period last year. Depreciation and amortization expense increased to \$107.4 million compared to \$101.1 million last year. The increase is primarily due to a greater property and equipment base driven by our level of capital expenditures related to new stores, as well as the completion of information technology, distribution centers and other home office projects. As a rate to net sales, the increase is attributed to the factors noted above, partially offset by the impact of positive comparable store sales.

*Other Income (Expense), Net*

Other income, net was \$2.5 million for the 39 weeks ended October 30, 2010 compared to net expense of \$3.9 million for the 39 weeks ended October 31, 2009, primarily due to the impact of a non-cash, non-operating foreign currency loss related to holding U.S. dollars in our Canadian subsidiary in anticipation of repatriation last year.

*Realized Loss on Sale of Investment Securities*

Realized loss on sale of investment securities was \$24.4 million for the 39 weeks ended October 30, 2010, compared to \$2.7 million for the 39 weeks ended October 31, 2009.

During the 13 and 39 weeks ended October 30, 2010, we liquidated 95% of our ARS investment portfolio. Our ARS investment portfolio was originally purchased as highly liquid short-term instruments. Due to the deterioration of the ARS market and ARS investments experiencing failed auctions or long-term auction resets, our ARS investment portfolio was subsequently classified as long-term, with a weighted average contractual maturity of approximately 26 years. This liquidation allowed us to convert substantially our entire ARS investment portfolio to short-term liquid assets, with total cash proceeds of \$149.6 million plus accrued interest and a net realized loss of \$24.2 million for the liquidation.

Additionally, in the first half of Fiscal 2010 we liquidated \$28.1 million of ARS investments for proceeds of \$27.9 million and a total realized loss of \$0.2 million.

*Net Impairment Loss Recognized in Earnings*

Net impairment loss recognized in earnings relating to our investment securities was \$1.2 million for the 39 weeks ended October 30, 2010, compared to \$0.2 million for the 39 weeks ended October 31, 2009.

Refer to the Fair Value Measurements caption below for additional information.

*Provision for Income Taxes*

The provision for income taxes from continuing operations is based on the current estimate of the annual effective income tax rate and is adjusted as necessary for quarterly events. The effective income tax rate based on actual operating results for the 39 weeks ended October 30, 2010 was 40.7% compared to 24.0% for the 39 weeks ended October 31, 2009. The increase in the effective income tax rate for the 39 weeks ended October 30, 2010 was primarily due to losses on the sale of certain ARS investments in which no income tax benefit was recognized.

Additionally, the effective income tax rate was lower in the 39 weeks ended October 31, 2009 due to the tax benefit associated with the repatriation of foreign earnings as well as federal and state income tax settlements and other changes in income tax reserves.

*Income from Continuing Operations*

Income from continuing operations for the 39 weeks ended October 30, 2010 was \$94.9 million, or \$0.46 per diluted share, and includes a \$0.12 per diluted share loss from the sale of investment securities related to our ARS liquidation as discussed above. Income from continuing operations for the 39 weeks ended October 31, 2009 was \$133.8 million, or \$0.64 per diluted share, and includes \$0.11 per diluted share of tax benefits and a \$0.01 per diluted share realized loss on the sale of investment securities last year.

*Loss from Discontinued Operations*

We completed the closure of M+O stores and related e-commerce operation during the 13 weeks ended July 31, 2010. Accordingly, the after-tax operating results appear in Loss from Discontinued Operations on the Consolidated Statements of



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Operations for all periods presented. Loss from Discontinued Operations, net of tax, was \$41.3 million and \$24.1 million for the 39 weeks ended October 30, 2010 and October 31, 2009, respectively. Loss from Discontinued Operations for the 39 weeks ended October 30, 2010 includes pre-tax closure charges of \$43.4 million. Included in the pre-tax charges were lease-related items of \$15.4 million and \$7.6 million for severance and other employee-related charges, \$2.4 million in inventory charges and a non-cash asset impairment charge of \$18.0 million.

Refer to the Closure of MARTIN+OSA caption below for additional information regarding the discontinued operations for M+O.

**Net Income**

Net income decreased to \$53.6 million from \$109.7 million. Net income per diluted share decreased to \$0.26 from \$0.53 in the prior year. The decreases are attributable to the factors noted above.

**Closure of MARTIN+OSA**

On March 5, 2010, our Board of Directors approved management's recommendation to proceed with the closure of the M+O brand. We notified employees and issued a press release announcing this decision on March 9, 2010. The decision to take this action resulted from an extensive evaluation of the brand and review of strategic alternatives, which revealed that it was not achieving performance levels that warranted further investment. We completed the closure of the M+O stores and e-commerce operation during the 13 weeks ended July 31, 2010 and the Consolidated Financial Statements reflect the presentation of M+O as a discontinued operation.

The table below presents the significant components of M+O's results included in Loss from Discontinued Operations on the Consolidated Statements of Operations for 13 and 39 weeks ended October 30, 2010 and October 31, 2009, respectively.

	13 Weeks Ended		39 Weeks Ended	
	October 30, 2010	October 31, 2009	October 30, 2010	October 31, 2009
<i>(In thousands)</i>				
Net sales	\$	\$ 12,951	\$ 21,881	\$ 34,056
Loss from discontinued operations, before income taxes	(271)	(14,268)	(66,959)	(39,041)
Income tax benefit	104	5,479	25,672	14,958
Loss from discontinued operations, net of tax	\$ (167)	\$ (8,789)	\$ (41,287)	\$ (24,083)
Loss per common share from discontinued operations:				
Basic	\$	\$ (0.04)	\$ (0.20)	\$ (0.12)
Diluted	\$	\$ (0.04)	\$ (0.20)	\$ (0.11)

**International Expansion**

In Fiscal 2009, we entered into an international franchise agreement with Alshaya Trading Co., to open a series of American Eagle stores in the Middle East, Northern Africa and Eastern Europe over the next several years. The first two franchised stores opened during the 13 weeks ended May 1, 2010 in Dubai and Kuwait City.

During the first half of Fiscal 2010, we entered a franchise arrangement with Dickson Concepts (International) Limited to open a series of American Eagle stores in Hong Kong, China and Macau. Also in Fiscal 2010, we entered into a separate franchise arrangement with Fox-Wizel, Ltd. to open a series of stores in Israel. These franchise arrangements do not involve a capital investment from AEO and require minimal operational involvement.

**Fair Value Measurements**

ASC 820, *Fair Value Measurement Disclosures* (ASC 820), defines fair value, establishes a framework for measuring fair value in accordance with GAAP, and expands disclosures about fair value measurements. Fair value is defined

under ASC 820 as the exit price associated with the sale of an asset or transfer of a liability in an orderly transaction between market participants at the measurement date.

**Table of Contents****Financial Instruments**

Valuation techniques used to measure fair value under ASC 820 must maximize the use of observable inputs and minimize the use of unobservable inputs. In addition, ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include:

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

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

Level 3 Unobservable inputs (i.e. projections, estimates, interpretations, etc.) that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

As of October 30, 2010, we held certain assets that are required to be measured at fair value on a recurring basis.

These include cash equivalents and short and long-term investments, including ARS, auction rate preferred securities and the ARS Call Option as described in Note 3 to the Consolidated Financial Statements.

In accordance with ASC 820, the following table represents our fair value hierarchy for our financial assets (cash equivalents and investments) measured at fair value on a recurring basis as of October 30, 2010:

Fair Value Measurements at October 30, 2010				
	Carrying Amount	Quoted Market Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<i>(In thousands)</i>				
Cash and Cash Equivalents				
Cash	\$ 157,921	\$ 157,921	\$	\$
Commercial Paper	61,697	61,697		
Treasury bills	100,393	100,393		
Money-market	310,764	310,764		
Total cash and cash equivalents	\$ 630,775	\$ 630,775	\$	\$
Short-term Investments				
State and local government ARS	\$ 3,700	\$	\$	\$ 3,700
Total Short-term Investments	\$ 3,700	\$	\$	\$ 3,700
Long-term Investments				
State and local government ARS	\$ 5,500	\$	\$	\$ 5,500
ARS call option	415			415
Total Long-term Investments	\$ 5,915	\$	\$	\$ 5,915
Total	\$ 640,390	\$ 630,775	\$	\$ 9,615

We use a discounted cash flow model to value our Level 3 investments. At October 30, 2010, the assumptions in our model included different recovery periods, ranging from 8 months to 20 months, depending on the type of security and varying discount factors for yield, ranging from 0.3% to 0.4%, and illiquidity of 0.5%. These assumptions are subjective. They are based on our current judgment and our view of current market conditions. The use of different assumptions would result in a different valuation and related charge. For example, an increase in the recovery period by one year would reduce the fair value of our investment in ARS by approximately \$0.6 million. An increase to the discount rate and illiquidity premium of 100 basis points would reduce the estimated fair value of our investment in ARS by approximately \$0.4 million.

The fair value of the ARS Call Option described in Note 3 to the Consolidated Financial Statements was also estimated using a discounted cash flow model. The model considered potential changes in yields for securities with similar characteristics to the underlying ARS and evaluated possible future refinancing opportunities for the issuers of the ARS. The analysis then assessed the likelihood that the options would be exercisable as a result of the underlying ARS being redeemed or traded in a secondary market at an amount greater than the exercise price prior to the end of the option term. Future changes in the fair values of the ARS Call Option will be recorded within the Consolidated Statements of Operations.

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

Our uses of cash are generally for working capital, the construction of new stores and remodeling of existing stores, information technology upgrades, distribution center improvements and expansion, the repurchase of common stock and the payment of dividends. Historically, these uses of cash have been funded with cash flow from operations and existing cash on hand. Additionally, our uses of cash include the development of aerie by American Eagle and 77kids by American Eagle. We expect to be able to fund our future cash requirements through current cash holdings as well as cash generated from operations. In the future, we expect that our uses of cash will also include new brand concept development, including the further development of 77kids by American Eagle.

Our growth strategy includes internally developing new brands and the possibility of further franchising arrangements or acquisitions. We periodically consider and evaluate these options to support future growth. In the event we do pursue such options, we could require additional equity or debt financing. There can be no assurance that we would be successful in closing any potential transaction, or that any endeavor we undertake would increase our profitability.

The following sets forth certain measures of our liquidity:

	October 30, 2010	January 30, 2010	October 31, 2009
Working Capital (in 000 \$)	\$820,435	\$758,075	\$673,455
Current Ratio	3.23	2.85	2.60

The increase in working capital as of October 30, 2010, compared to January 30, 2010, resulted primarily from the cash provided from operations for the 39 weeks ended October 30, 2010 and the proceeds from the sale of our available-for-sale securities of \$177.5 million. This was partially offset by the use of cash for the repurchase of common stock as part of our publicly announced programs, capital expenditures and dividends, as well as the use of cash for the elimination of our notes payable balance due to the voluntary repayment of \$30.0 million on our demand line borrowings.

*Cash Flows from Operating Activities of Continuing Operations*

Net cash provided by operating activities totaled \$146.4 million and \$164.9 million for the 39 weeks ended October 30, 2010 and October 31, 2009, respectively. For both periods, our major source of cash from operations was merchandise sales and our primary outflows of cash for operations were for the payment of operational costs.

*Cash Flows from Investing Activities of Continuing Operations*

Cash provided by investing activities for the 39 weeks ended October 30, 2010 included \$177.5 million of proceeds from the sale of investments classified as available for sale, partially offset by \$65.4 million used for capital expenditures. Cash used for investing activities for the 39 weeks ended October 31, 2009 included \$106.0 million used for capital expenditures, partially offset by \$77.0 million of proceeds from the sale of investments classified as available-for-sale.

*Cash Flows from Financing Activities of Continuing Operations*

Cash used for financing activities for the 39 weeks ended October 30, 2010 consisted primarily of \$192.3 million for the repurchase of 14.0 million shares as part of our publicly announced repurchase program, \$64.7 million for the payment of dividends, \$30.0 million for the full repayment of our demand line borrowings and \$18.0 million for the repurchase of common stock from employees for the payment of taxes in connection with the vesting of share-based payments. Cash used for financing activities for the 39 weeks ended October 31, 2009 primarily included \$62.1 million used for the payment of dividends and \$25.0 million for the partial repayment of our \$75.0 million demand line borrowings.

*Credit Facilities*

We have borrowing agreements with four separate financial institutions under which we may borrow an aggregate of \$310.0 million United States Dollars ( USD ) and \$25.0 million Canadian Dollars ( CAD ). Of this amount, \$200.0 million USD can be used for demand letter of credit facilities, \$50.0 million USD and \$25.0 million CAD can be used for demand line borrowings and the remaining \$60.0 million USD can be used for either letters of credit or demand line borrowings at the Company's discretion. The expiration dates of the USD demand line facilities are April 20, 2011 and May 22, 2011 and the \$25.0 million CAD demand line has an expiration date of November 20,

2010.

As of October 30, 2010, we had outstanding demand letters of credit of \$42.1 million USD and no demand line borrowings.

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The availability of any future borrowings is subject to acceptance by the respective financial institutions. The average borrowing rate on the demand line for outstanding borrowings during Fiscal 2010 was 2.1%.

### *Capital Expenditures*

Capital expenditures for the 39 weeks ended October 30, 2010 were \$65.4 million and included \$42.3 million related to investments in our stores, including 21 new AE and aerie stores in the United States and Canada, seven new 77kids stores in the United States and 20 remodeled stores in the United States and Canada. Additionally, we continued to support our infrastructure growth by investing in the improvement and expansion of our distribution centers (\$13.1 million), information technology initiatives (\$7.3 million) and other home office projects (\$2.7 million).

For Fiscal 2010, we expect capital expenditures to be in the range of \$90 million to \$100 million, with approximately half of the amount relating to investments in our stores.

### *Stock Repurchases*

During Fiscal 2007, our Board authorized a total of 60.0 million shares of our common stock for repurchase under our share repurchase program with expiration dates extending into Fiscal 2010. We repurchased 18.7 million shares during Fiscal 2007 and the authorization related to 11.3 million shares expired in Fiscal 2009. At the beginning of Fiscal 2010, the Company had 30.0 million shares remaining authorized for repurchase.

We repurchased 14.0 million shares as part of our publicly announced repurchase programs during the 39 weeks ended October 30, 2010 for approximately \$192.3 million, at a weighted average price of \$13.73 per share. As of October 30, 2010, we had 16.0 million shares remaining authorized for repurchase. These shares may be repurchased at our discretion. The authorization relating to the 16.0 million shares remaining under the program expires at the end of Fiscal 2010.

During the 39 weeks ended October 30, 2010 and October 31, 2009, we repurchased approximately 1.0 million and 16,000 shares, respectively, from certain employees at market prices totaling \$18.0 million and \$0.2 million, respectively. These shares were repurchased for the payment of taxes in connection with the vesting of share-based payments, as permitted under the 2005 Stock Award and Incentive Plan.

The aforementioned share repurchases have been recorded as treasury stock.

### *Dividends*

During the 13 weeks ended October 30, 2010, our Board declared a quarterly cash dividend of \$0.11 per share, which was paid on October 8, 2010.

### **Critical Accounting Policies**

Our critical accounting policies are described in Item 7, *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and in the notes to our Consolidated Financial Statements for the year ended January 30, 2010 contained in our Fiscal 2009 Annual Report on Form 10-K. Any new accounting policies or updates to existing accounting policies as a result of new accounting pronouncements have been discussed in the notes to our Consolidated Financial Statements in this Quarterly Report on Form 10-Q. The application of our critical accounting policies may require management to make judgments and estimates about the amounts reflected in the Consolidated Financial Statements. Management uses historical experience and all available information to make these estimates and judgments, and different amounts could be reported using different assumptions and estimates.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

There were no material changes in our exposure to market risk from January 30, 2010. Our market risk profile as of January 30, 2010 is disclosed in Item 7A, *Quantitative and Qualitative Disclosures About Market Risk*, of our Fiscal 2009 Annual Report on Form 10-K.

### **ITEM 4. CONTROLS AND PROCEDURES.**

#### *Disclosure Controls and Procedures*

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in our reports under the Securities Exchange Act of 1934, as amended (the Exchange Act), is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management including our Principal Executive Officer and our Principal Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.





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In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

In connection with the preparation of this Quarterly Report on Form 10-Q, as of October 30, 2010, an evaluation was performed under the supervision and with the participation of our management, including the Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act). Based upon that evaluation, our Principal Executive Officer and our Principal Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this Quarterly Report on Form 10-Q.

*Changes in Internal Control over Financial Reporting*

There were no changes in our internal control over financial reporting that occurred during the 13 weeks ended October 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II OTHER INFORMATION****ITEM 1A. RISK FACTORS.**

Risk factors that affect our business and financial results are discussed within Item 1A of our Fiscal 2009 Annual Report on Form 10-K. There have been no material changes to the disclosures relating to this item from those set forth in our Fiscal 2009 Annual Report on Form 10-K.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.****Issuer Purchases of Equity Securities**

The following table provides information regarding our repurchases of our common stock during the 13 weeks ended October 30, 2010.

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share (2)	Total Number of Shares Purchased as Part of Publicly Announced Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Program (1) (3)
Month #1 (August 1, 2010 through August 28, 2010)	1,190	\$ 17.45		16,000,000
Month #2 (August 29, 2010 through October 2, 2010)	1,163	\$ 15.05		16,000,000
Month #3 (October 3, 2010 through October 30, 2010)		\$		16,000,000
Total	2,353	\$ 16.26		16,000,000

- (1) Shares purchased during Months #1 and #2 were all repurchased from employees for the payment of taxes in connection with the vesting of share-based payments.
- (2) Average price paid per share excludes any broker commissions paid.
- (3) In January 2008, our Board authorized the repurchase of 30.0 million shares of our common stock. The authorization of the remaining 16.0 million shares that may yet be purchased under the program expires at the end of Fiscal 2010.

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**ITEM 6. EXHIBITS.**

- \* Exhibit 15 Acknowledgment of Independent Registered Public Accounting Firm
- \* Exhibit 31.1 Certification by James V. O Donnell pursuant to Rule 13a-14(a) or Rule 15d-14(a)
- \* Exhibit 31.2 Certification by Joan Holstein Hilson pursuant to Rule 13a-14(a) or Rule 15d-14(a)
- \*\*Exhibit 32.1 Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*\*Exhibit 32.2 Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- \*\*Exhibit 101 Interactive Data File
- \* Filed with this report.
- \*\* Furnished with this report.

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**SIGNATURES**

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

Dated: November 19, 2010

American Eagle Outfitters, Inc.  
(Registrant)

By: /s/ James V. O Donnell

James V. O Donnell  
Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Joan Holstein Hilson

Joan Holstein Hilson  
Executive Vice President and Chief Financial Officer  
(Principal Financial Officer and Principal Accounting Officer)

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