CAPITAL AUTOMOTIVE REIT
Form 10-Q
August 10, 2001

FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark One)

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

For quarterly period ended June 30, 2001

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

For the transition period from ____________ to ____________.

COMMISSION FILE NUMBER 000-23733

CAPITAL AUTOMOTIVE REIT
(Exact name of registrant as specified in its charter)

Maryland	54-1870224
(State of organization) (I.R.S. Employer Identification Number)	

1420 Spring Hill Road, Suite 525, McLean, Virginia 22102
(Address of principal executive offices and zip code)

(703) 288-3075
(Registrant s telephone Number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No ___

Number of common shares of beneficial interest outstanding as of August 9, 2001 was 25,839,426.

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PART I FINANCIAL INFORMATION
ITEM I FINANCIAL STATEMENTS
CAPITAL AUTOMOTIVE REIT
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	June 30, 2001 (Unaudited)	December 31, 2000
ASSETS		
Real estate:		
Land	$464,133	$446,418
Buildings and improvements	625,251	591,452
Accumulated depreciation	(48,711)	(38,644)
	1,040,673	999,226
Cash and cash equivalents	1,723	6,298
Other assets, net	17,881	16,065
Total Assets	$1,060,277	$1,021,589
LIABILITIES AND SHAREHOLDERS EQUITY		
Liabilities:		
Mortgage debt	$564,707	$571,519
Borrowings		

under credit
facilities62,14014,200Accounts
payable and accrued
expenses6,03824,254Security
deposits payable6,1975,855

**Total
Liabilities**639,082615,828

Minority
Interest118,687115,728 **Shareholders
Equity**Preferred shares, par
value $.01 per share;
20 million shares authorized,no
shares issued or
outstanding Common shares,
par value $.01 per share;
100 million shares
authorized,21,661,583 shares
issued and outstanding at
June 30, 2001 and21,185,240
shares issued and outstanding
at December 31,
2000217212Additional
paid-in-capital314,755307,715Accumulated
deficit(12,464)(17,894)

**Total Shareholders
Equity**302,508290,033

**Total Liabilities and
Shareholders
Equity**$1,060,277$1,021,589

See accompanying Notes to Consolidated Financial Statements.

CAPITAL AUTOMOTIVE REIT
UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2001	2000	2001	2000

Revenue:
Rental$28,389$25,048$56,388$49,766Interest and other3221793674

Total revenue28,42125,26556,48150,440

Expenses:Depreciation and amortization5,1204,34310,1558,654General and administrative1,7261,6593,4453,324Interest11,62110,38523,49520,632

Total expenses18,46716,38737,09532,610

Net income before minority interest9,9548,87819,38617,830Minority interest(2,825)(2,533)(5,449)(5,092)

Net income$7,129$6,345$13,937$12,738

Shares of common stock outstanding used tocompute basic earnings per share21,65820,72121,57220,896

Basic earnings per share$0.33$0.31$0.65$0.61

Shares of common stock outstanding used tocompute diluted earnings per share22,54120,93122,20321,040

Diluted earnings per share$0.32$0.30$0.63$0.61

See accompanying Notes to Consolidated Financial Statements.

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CAPITAL AUTOMOTIVE REIT
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Six Months Ended June 30,	
	2001	**2000**

Cash flows from operating activities:
Net income$13,937$12,738Adjustments to reconcile net income to net cashprovided by operating activities:Depreciation and amortization10,6929,191Income applicable to minority interest5,4495,092Increase in other assets(2,419)(398)Decrease in accounts payable and accrued expenses(6,393)(3,245)Increase in security deposits payable342244

Net cash provided by operating activities21,60823,622

Cash flows from investing activities: Purchase of furniture and equipment, net of disposals(22)(13)Real estate acquisitions(50,302)(20,634)Proceeds from the dispositions of real estate 4,775

Net cash used in investing activities(50,324)(15,872)

Cash flows from financing activities: Proceeds from borrowings under credit facilities91,33814,200Proceeds from mortgage debt66112,400Repayment of borrowings under credit facilities(43,398)(4,700)Mortgage principal payments(7,473)(5,279)Payment of cash dividend(16,553)(15,365)Payment of partner distribution(6,516)(6,033)Repurchase of common shares(142)(9,863)Issuance of common shares, net of fees6,224472

Net cash provided by (used in) financing activities24,141(14,168)

Net decrease in cash and cash equivalents(4,575)(6,418) **Cash and cash equivalents at beginning of period**6,29811,886

Cash and cash equivalents at end of period$1,723$5,468

Supplemental Data: Real estate acquisitions in exchange for equity issuance$1,212$

Interest paid during the period	$28,899	$25,059

See accompanying Notes to Consolidated Financial Statements.

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CAPITAL AUTOMOTIVE REIT
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. ORGANIZATION AND BASIS OF PRESENTATION

Organization

Capital Automotive REIT (the Company) is a Maryland real estate investment trust formed in October 1997. The Company owns interests in real estate through Capital Automotive L.P. (the Operating Partnership) and its subsidiaries. The Company is the sole general partner of the Operating Partnership, and as of June 30, 2001 owned approximately 71.8% of the units of limited partnership interest in the Operating Partnership (Units). The Company completed its initial public offering of common shares and began generating rental income in February 1998. References to we, us and our refer to the Company or, if the context otherwise requires, the Operating Partnership and our business and operations conducted through the Operating Partnership and/or directly or indirectly owned subsidiaries.

Our primary business strategy is to purchase real estate (land, buildings and other improvements), which we simultaneously lease to operators of franchised automobile dealerships and motor vehicle service, repair, parts or other related businesses under long-term, triple-net leases. We focus on buying properties from dealer groups that have a long history of operating multi-site, multi-franchised dealerships, generally targeting the largest dealer groups in terms of revenues in the largest metropolitan areas in the U.S. in terms of population. In addition, we also provide facility improvement and expansion funding, construction financing and takeout commitments in certain situations. We use (i) the term dealerships to refer to these types of businesses that are operated on our properties, (ii) the term dealer group to refer to a group of related persons and companies who sell us properties, and (iii) the term dealer group, tenant, lessee or operators of dealerships to refer to the related persons and companies that lease our properties.

Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared by our management in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and in conformity with the rules and regulations of the Securities and Exchange Commission (the SEC). Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. The results of operations for the three months and six months ended June 30, 2001, are not necessarily indicative of the results that may be expected for the full year. These financial statements should be read in conjunction with our audited consolidated financial statements and footnotes thereto, included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2000.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements of the Company have been prepared in accordance with GAAP and include the accounts of the Company, its wholly owned subsidiaries, and other entities where the Company has a majority ownership, all of which it controls. The equity interests of other investors are reflected as minority interest. All significant intercompany transactions and balances are

eliminated in consolidation.

Real Estate and Depreciation

Real estate assets are recorded at cost. External acquisition costs directly related to each property are capitalized as a cost of the respective property. The cost of real estate properties acquired is allocated between land and buildings based upon estimated market values at the time of acquisition. Depreciation is computed using the straight-line method over an estimated useful life of 20 to 30 years for the buildings and improvements.

Cash and Cash Equivalents

Cash and cash equivalents are comprised of highly liquid instruments purchased with original maturities of three months or less.

Deferred Loan Costs

Certain costs incurred in connection with obtaining our revolving secured credit facilities and issuance of mortgage notes are capitalized and generally amortized over the terms of the respective credit facilities or notes on a straight-line basis (which approximates the effective interest method).

Capitalized Leasing Costs

Certain initial direct costs incurred by us in negotiating and consummating a successful lease are capitalized and generally amortized over the initial base term of the lease. These costs, net of accumulated amortization, are included in other assets. Capitalized leasing costs include employee compensation and payroll related fringe benefits directly related to time spent performing leasing related activities. Such activities include evaluating the prospective tenant s financial condition, evaluating and recording guarantees, collateral and other security arrangements, negotiating lease terms, preparing lease documents and closing the transaction.

Income Taxes

We are qualified as a real estate investment trust under the provisions of the Internal Revenue Code of 1986, as amended (the Code). As a real estate investment trust, we are generally not subject to federal income tax to the extent that we distribute annually at least 90% of our taxable income to our shareholders and comply with certain other requirements.

Rental Revenue Recognition

We lease our real estate pursuant to long-term, triple-net leases that typically require the tenants to pay substantially all operating expenses of a property, including, but not limited to, real estate taxes, assessments and other government charges, insurance, utilities, repairs, maintenance and other expenses. All leases are accounted for as operating leases. Rental income attributable to our leases is generally fixed per the lease agreement and recorded monthly when due from tenants. However, under our variable rate lease program, monthly base rent is calculated based on a fixed spread over an applicable index, generally LIBOR, and is recorded monthly as rental income when due from tenants.

Our leases typically provide for upward periodic adjustments in base rent due from our tenants, usually based on a factor of the change in the consumer price index (CPI). Certain of our leases also or alternatively provide for a fixed minimum and/or maximum periodic adjustment during the initial lease term, generally based on a fixed percentage of the base rent. We straight-line the fixed minimum escalator rental income over the initial lease term. Any rent adjustments above the fixed minimum

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escalators are recorded as revenue in the period they are due from the tenants. Straight-lined rents are included in other assets.

In December 1999, the SEC issued Staff Accounting Bulletin (SAB) No. 101, Revenue Recognition in Financial Statements. This SAB summarizes certain views in applying GAAP to revenue recognition in financial statements. We adopted SAB 101 in the fourth quarter of 2000. The adoption and implementation of the policies of SAB 101 has not had any impact on our revenue recognition policies, financial condition or results of operations.

Use of 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 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.

3. ACQUISITIONS

During the three months ended June 30, 2001, we completed a total of approximately $32.5 million of acquisitions in six separate transactions. These acquisitions included three dealership properties, two of which are operated by an existing tenant, and facility improvements and two construction fundings with existing tenants. Consideration for the properties was approximately $31.8 million from funds drawn down on our short-term credit facilities and the issuance of approximately 44,000 Units valued at $0.7 million at the time of the acquisitions. These acquistions added approximately 181,000 square feet of buildings and improvements on approximately 24 acres of land in five states (California, New Jersey, Oregon, Texas and Virginia). These properties have initial lease terms ranging from 10 to 20 years, with a weighted average initial lease term of 12.1 years. The leases, in general, have renewal options exercisable at the option of the tenant ranging from a total of 20 to 40 years.

As of June 30, 2001, we had invested approximately $1.1 billion in 251 properties located in 27 states, comprising approximately 1,644 acres of land and containing approximately 9.2 million square feet of buildings and improvements. Our tenants operate 376 motor vehicle franchises on our properties, representing 39 brands of motor vehicles. The initial lease terms generally range from 10 to 20 years, with a weighted average initial lease term of approximately 13.6 years, and have options to renew under the same terms and conditions for one or more additional periods of five to 10 years exercisable at the option of the tenant (ranging from a total of five to 40 years).

4. MORTGAGE LOANS AND CREDIT FACILITIES

As of June 30, 2001, we had total debt outstanding of $626.8 million. Of this debt, approximately $564.7 million (consisting of $476.3 million of fixed rate and $88.4 million of variable rate debt) was mortgage debt secured by approximately 210 of our properties. In addition, we had $62.1 million outstanding on our revolving credit facilities.

The following is a summary of our total debt outstanding as of June 30, 2001 and December 31, 2000 (dollars in thousands):

Description of Debt		**Original Debt Issued**	**Principal Balance as of June 30, 2001**	**Principal Balance as of December 31, 2000**	**Effective Interest Rate***	**Term/Amortization Schedule**
7.59% fixed rate debt due 12/1/08		$ 38,050	$ 36,502	$ 37,103	7.99%	10 yr/17 yr
7.635% fixed rate debt due 10/1/14111,950101,646103,7497.93%15 yr/15 yr8.05% fixed rate debt due 10/1/1485,00079,96481,5608.33%15 yr/15 yr7.54% fixed rate debt due 7/6/11100,00096,91598,0937.71%12 yr/25 yr8.03% fixed rate debt due 9/29/11150,000150,000150,0008.08%12 yr/25 yr(4)7.50% fixed rate debt due 1/20/0312,00011,26411,4217.76%4.25 yr/20 yr						
Total Mortgage Fixed Rate Debt$497,000$476,291$481,9268.00%Various variable rate debt (1)90,76288,41689,5937.12%10 to 12 yr/25 to 30 yr, level principal						
TOTAL MORTGAGE DEBT$587,762$564,707$571,5197.86% revolving partially secured facility (2)26,50014,1986.95%3 yr$100 million revolving secured facility (3)35,64026.94%1 yr	$50 million					
TOTAL CREDIT FACILITIES$62,140$14,2006.94%						
TOTAL DEBT OUTSTANDING$626,847$585,7197.81%						

* Includes deferred loan fees amortized over the life of the loans.

(1) These loans bear interest at variable rates ranging from 200 to 215 basis points per annum above the A1-P1 Commercial Paper Rate and have maturity dates ranging from December 22, 2009 to December 18, 2012. The terms of the various loans require quarterly interest payments and level principal payments.(2) This facility bears interest equal to the 30-day LIBOR rate plus 175 basis points and requires the repayment of secured borrowings within 12 months and unsecured borrowings within 150 days. The facility

matures on March 3, 2002.(3) This facility bears interest equal to the 30-day LIBOR rate plus 225 basis points and requires the repayment of principal within 150 days. The facility has a one-year term, which terminates on March 21, 2002, and is renewable annually.(4) Payments are interest only until January 2002.

As of June 30, 2001, we were in compliance with all of the loan covenants related to our mortgage debt and credit facilities.

Aggregate annual principal maturities (which includes principal amortization) of mortgage debt as of June 30, 2001 are as follows (in thousands):

For the Year Ended December 31,	
2001	$5,836
200216,910200328,410200418,694200520,031Thereafter474,826	
Total$564,707	

5. NEW ACCOUNTING PRONOUNCEMENTS

In June 1998, the Financial Accounting Standards Board ("FASB) issued Statement of Financial Accounting Standards ("SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities. This statement was originally effective for all fiscal quarters of fiscal years beginning after June 15, 1999; however, during the second quarter of 1999 the FASB issued SFAS No. 137, Accounting for Derivative Instruments and Hedging Activities Deferral of the Effective Date of FASB Statement No. 133, which deferred the effective date until June 15, 2000. In June 2000, the FASB issued SFAS No. 138, Accounting for Certain Derivative Instruments and Certain Hedging Activities, an amendment to SFAS No. 133, which required that all companies be in compliance with SFAS No. 133

as of January 1, 2001. SFAS No. 133 does not require restatement of financial statements from prior periods. SFAS No. 133 requires an entity to recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. The adoption of SFAS No. 133 and its related amendments has not had a significant impact on our consolidated financial position, results of operations or cash flows as we currently do not maintain any derivative instruments.

In June 2001, FASB issued SFAS No. 141, Business Combinations (effective July 1, 2001) and SFAS No. 142, Goodwill and Other Intangible Assets (effective for the Company on January 1, 2002). SFAS No. 141 prohibits pooling-of-interests accounting for acquisitions. SFAS No. 142 specifies that goodwill and some intangible assets will no longer be amortized but instead will be subject to periodic impairment testing. We do not expect the adoption of SFAS No. 142 to have a significant impact on our financial condition or results of operations.

6. MINORITY INTEREST

Minority interest represents the Units of the Operating Partnership owned by limited partners (other than the Company) of the Operating Partnership. Minority interest is calculated at approximately 28.2% of the Operating Partnership s partners capital as of June 30, 2001 and approximately 28.4% of the Operating Partnership s partners net income for the three months ended June 30, 2001 and 28.1% for the six months ended June 30, 2001. The ownership of the Operating Partnership as of June 30, 2001 is as follows (Units in thousands):

	Units	**Percent**
Partners capital:		
Limited Partners	8,498.8	28.2%
The Company	21,661.6	71.8%
Total	30,160.3	100.0%

7. EARNINGS PER SHARE

Basic earnings per share is computed as net income divided by the weighted average common shares outstanding for the period. Diluted earnings per share is computed as net income, adjusted to reflect the change in the Company s share of income based on an ownership calculation that includes weighted average common share equivalents, divided by the weighted average common shares outstanding for the period plus the effect of dilutive common equivalent shares outstanding for the period, based on the treasury stock method. Dilutive common equivalent shares include restricted shares, restricted phantom shares, options and warrants. A reconciliation of net income and weighted average common shares used to calculate basic and diluted earnings per share for the three months and six months ended June 30, 2001 and 2000 is as follows (in thousands, except per share data):

	2001	**2000**

	Net Income	Weighted Average Shares	Earnings Per Share	Net Income	Weighted Average Shares	Earnings Per Share
Three Months Ended June 30:						
Earnings per share basic	$7,129	21,658	$0.33	$6,345	20,721	$0.31
Adjustments (1)	112	883	0.01		210	0.01
Earnings per share diluted	$7,241	22,541	$0.32	$6,345	20,931	$0.30
Six Months Ended June 30:						
Earnings per share basic	$13,937	21,572	$0.65	$12,738	20,896	$0.61
Adjustments (1)	112	631	0.02		144	
Earnings per share diluted	$14,049	22,203	$0.63	$12,738	21,040	$0.61

(1) Adjustment to net income reflects change in the Company s share of income based on an ownership calculation including weighted average common share equivalents. Adjustment to weighted average shares reflects the effect of dilutive common equivalent shares outstanding for the period, based on the treasury stock method.

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8. 401(K) PLAN

During 1998, we adopted the Capital Automotive L.P. Employee 401(k) Plan (the 401(k) Plan). Employees who are at least 21 years of age are eligible to participate in the 401(k) Plan after three months of service. Participants may contribute up to 20% of their earnings, on a pre-tax basis, subject to annual limitations imposed by the Code. We may make matching or discretionary contributions to the 401(k) Plan at the discretion of our management. These contributions will vest ratably over five years from each employee s date of service. During December 2000, we approved a 20% match of the participant s elected deferral contribution during 2001 (subject to maximum limits).

9. COMMITMENTS

During the second quarter of 2001, we received a commitment for $150.0 million of long-term secured financing from Toyota Financial Services. The commitment can be drawn down in multiple fundings under one or more debt instruments, and each funding is subject to customary conditions precedent and lender s satisfaction with the loan documentation. We anticipate drawing upon this commitment beginning in the third quarter of 2001 and expect to use the proceeds from the commitment to fund a portion of the purchase price of the pending acquisition as described in Note 10 herein, as well as future acquisitions, and to repay amounts outstanding under our short-term credit facilities.

10. SUBSEQUENT EVENTS

Declaration of Dividend

On July 17, 2001, our Board of Trustees declared a cash dividend of $0.3870 per share, which will be paid on August 21, 2001 to shareholders of record as of August 10, 2001.

On July 20, 2001, we entered into an agreement with a seller to purchase nine automotive retail properties located in seven states for approximately $102.4 million (the Pending Acquisition). We expect to close on the Pending Acquisition during the third quarter of 2001. We expect to fund the Pending Acquisition with the net proceeds from our underwritten public equity offering as described below and a draw down on our commitment from Toyota Financial Services as described in Note 9 herein.

On August 8, 2001, we sold 3,852,500 common shares (which includes the full exercise of the underwriters over-allotment option to purchase 502,500 common shares) in an underwritten public offering at a price to the public of $17.00 per share under our shelf registration statement filed with the SEC on March 2, 1999 (the Shelf Registration Statement). Net proceeds to the Company, after deducting the discounts and commissions to the underwriters and other expenses of this offering, totaled approximately $61.8 million. After the offering, $134.5 million remains available under the Shelf Registration Statement for the issuance of securities. The Company contributed the net proceeds of the offering to the Operating Partnership in exchange for Units in the Operating Partnership and will use them to fund a portion of the purchase price of the Pending Acquisition. Pending their application, we will use the net proceeds to temporarily reduce amounts outstanding under our short-term credit facilities and invest the net proceeds in short-term, income-producing investments.

CAPITAL AUTOMOTIVE REIT
ITEM II MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS THREE MONTHS AND SIX MONTHS ENDED JUNE 30, 2001 AND JUNE 30, 2000

The following discussion should be read in conjunction with the accompanying unaudited consolidated financial statements and notes thereto.

This Quarterly Report on Form 10-Q contains 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 (the Exchange Act). Also, documents that we subsequently file with the Securities and Exchange Commission (the SEC) will contain forward-looking statements. When we refer to forward-looking statements or information, sometimes we use words such as may, will, could, should, plans, intends, expects, believes, estimates, anticipates particular, Item II and Item III of Part I of this Form 10-Q describe forward-looking information. The statements made herein are not all inclusive, particularly with respect to possible future events, and should be read together with other filings made by the Company under the Securities Act and the Exchange Act, including the risks and other risk factors contained in the Company s Form 8-K/A filed on January 19, 2001. Other parts of this Form 10-Q may also describe forward-looking information. Many things can happen that can cause our actual results to be very different than those described. These factors include:

- risks that our growth will be limited if we cannot obtain additional capital;

- risks of financing, such as our ability to consummate additional financings on terms which are acceptable to us and the ability to meet existing financial covenants;

risks that acquisitions may not be consummated;

risks that our tenants will not pay rent or that our operating costs will be higher than expected;

risks related to the automotive industry, such as the ability of our tenants to compete effectively in the automotive retail industry and the ability of our tenants to perform their lease obligations as a result of changes in manufacturer s production, inventory, marketing or other practices;

environmental and other risks associated with the acquisition and leasing of automotive properties; and

risks related to our status as a real estate investment trust, commonly referred to as a REIT, for federal income tax purposes, such as the existence of complex regulations relating to our status as a REIT, the effect of future changes in REIT requirements as a result of new legislation and the adverse consequences if we fail to qualify as a REIT.

Given these uncertainties, readers are cautioned not to place undue reliance on these forward-looking statements. We also make no promise to update any of the forward-looking statements, or to publicly release the results if we revise any of them.

OVERVIEW

Our primary business strategy is to purchase real estate (land, buildings and other improvements), which we simultaneously lease to operators of franchised automobile dealerships and motor vehicle service, repair, parts or other related businesses under long-term, triple-net leases. We focus on buying properties from dealer groups that have a long history of operating multi-site, multi-franchised dealerships, generally targeting the largest dealer groups in terms of revenues in the largest metropolitan areas in the

U.S. in terms of population. In addition, we also provide facility improvement and expansion funding, construction financing and takeout commitments in certain situations. As of June 30, 2001, we had invested approximately $1.1 billion in 251 properties located in 27 states, comprising approximately 1,644 acres of land and containing approximately 9.2 million square feet of buildings and improvements. Our tenants operate 376 motor vehicle franchises on our properties, representing 39 brands of motor vehicles.

Substantially all of our properties are leased pursuant to long-term, triple-net leases that typically require the tenants to pay substantially all operating expenses of a property, including, but not limited to, real estate taxes, assessments and other government charges, insurance, utilities, repairs, maintenance and other expenses. The initial lease terms generally range from 10 to 20 years, with a weighted average initial lease term of approximately 13.6 years, and have options to renew under the same terms and conditions for one or more additional periods of five to 10 years exercisable at the option of the tenant (ranging from a total of five to 40 years).

Substantially all of our revenues are derived from (1) rents received or accrued under long-term, triple-net leases; and (2) interest earned from the temporary investment of funds in short-term investments.

We incur general and administrative expenses including, principally, compensation expense for our executive officers and other employees, professional fees and various expenses incurred in the process of identifying and acquiring additional properties. We are self-administered and managed by our trustees, executive officers and other employees. Our primary non-cash expense is the depreciation of our properties. For tax purposes, we depreciate buildings on our properties over a 40-year period and site improvements on our properties over a 15-year period. We depreciate both buildings and improvements over a 20-year to 30-year period for financial reporting purposes. We do not own or lease any significant personal property, furniture or equipment at any property we currently own.

RECENT EVENTS

On July 20, 2001, we entered into an agreement with a seller to purchase nine automotive retail properties located in seven states for approximately $102.4 million (the Pending Acquisition). We expect to close on the Pending Acquisition during the third quarter of 2001. We expect to fund the Pending Acquisition with net proceeds from our underwritten public equity offering and a draw down on our commitment from Toyota Financial Services as further described in the Liquidity and Capital Resources section herein.

SECOND QUARTER ACQUISITIONS

During the three months ended June 30, 2001, we completed a total of approximately $32.5 million of acquisitions in six separate transactions. These acquisitions included three dealership properties, two of which are operated by an existing tenant, and facility improvements and two construction fundings with existing tenants. Consideration for the properties was approximately $31.8 million from funds drawn down on our short-term credit facilities and the issuance of approximately 44,000 Units valued at $0.7 million at the time of the acquisitions. These acquisitions added approximately 181,000 square feet of buildings and improvements on approximately 24 acres of land in five states (California, New Jersey, Oregon, Texas and Virginia). These properties have initial lease terms ranging from 10 to 20 years, with a weighted average initial lease term of 12.1 years. The leases, in general, have renewal options exercisable at the option of the tenant ranging from a total of 20 to 40 years.

RESULTS OF OPERATIONS

Rental revenue for the three months ended June 30, 2001 increased 13% to $28.4 million from $25.0 million for the same quarter in 2000. Rental revenue for the six months ended June 30, 2001 increased 13% to $56.4 million from $49.8 million for the same period in 2000. The increase was primarily attributable to the growth of our real estate portfolio and the timing of our property acquisitions, from which we generate our rental income. We owned 251 properties as of June 30, 2001 versus 231 properties as of June 30, 2000. In addition, included in rental revenue for the three months and six months ended June 30, 2001 were straight-lined rents totaling $858,000 and $1.6 million, respectively, as compared to straight-lined rents of $519,000 and $1.0 million, respectively, for the three months and six months ended June 30, 2000.

Interest and other income for the three months ended June 30, 2001 decreased 85% to $32,000 from $217,000 for the same quarter in 2000. The decrease was the result of a decrease in interest earned on temporary investments. Interest and other income for the six months ended June 30, 2001 decreased 86% to $93,000 from $674,000 for the same period in 2000. The decrease was the result of no property dispositions in the first half of 2001 versus total gain on the sale of properties of $311,000 in the same period of 2000, as well as a decrease in interest earned on temporary investments.

Depreciation and amortization for the three months ended June 30, 2001 increased 18% to $5.1 million from $4.3 million for the same quarter in 2000. Depreciation and amortization for the six months ended June 30, 2001 increased 17% to $10.2 million from $8.7 million for the same period in 2000. Depreciation and amortization consisted primarily of depreciation on buildings and improvements owned during those periods. The increase is attributable to the growth of our real estate portfolio, resulting in an increase in our depreciable assets.

General and administrative expenses for the three months ended June 30, 2001 increased 4% to $1.73 million from $1.66 million for the same quarter in 2000. General and administrative expenses for the six months ended June 30, 2001 increased 4% to $3.4 million from $3.3 million for the same period in 2000. The increase in general and administrative expenses was primarily due to: (1) an increase in payroll and related expenses attributable to the issuance of additional stock based compensation awarded to employees; (2) an increase in state income taxes due to the growth in our real estate portfolio during 1999 and 2000; and (3) additional costs associated with our marketing and investor relations program. The increase was partially offset by a $150,000 write-down of our investment in BBCN, a start-up, on-line procurement company for the automotive retail industry, during the second quarter of 2000. During 2000, we wrote off our investment in BBCN as they ceased operations due to their inability to secure the necessary capital to fund their business.

Interest expense for the three months ended June 30, 2001 increased 12% to $11.6 million from $10.4 million for the same quarter in 2000. Interest expense for the six months ended June 30, 2001 increased 14% to $23.5 million from $20.6 million for the same period in 2000. The increase was due to an increase in debt outstanding during that time period (including mortgage debt and borrowings under our credit facilities), which was obtained to finance the acquisition of properties. Debt outstanding as of June 30, 2001 was approximately $626.8 million (consisting of approximately $564.7 million of mortgage debt and approximately $62.1 million of borrowings under our credit facilities) compared to approximately $518.1 million (consisting of approximately $508.6 million of mortgage debt and approximately $9.5 million of borrowings under our credit facilities) as of June 30, 2000.

LIQUIDITY AND CAPITAL RESOURCES

Cash and cash equivalents were $1.7 million and $5.5 million at June 30, 2001 and June 30, 2000, respectively. The changes in cash and cash equivalents during the six months ended June 30, 2001 and

2000 were attributable to operating, investing and financing activities, as described below.

Operating Activities
Cash provided by operating activities for the six months ended June 30, 2001 and June 30, 2000 was $21.6 million and $23.6 million, respectively, and represents, in both years, cash received primarily from rents under long-term, triple-net leases, plus interest and other income, less normal recurring general and administrative expenses and interest payments on debt outstanding.

Investing Activities
Cash used in investing activities for the six months ended June 30, 2001 and June 30, 2000 was $50.3 million and $15.9 million, respectively, and primarily reflects the acquisition of dealership properties and facility improvements and expansions, net of sales, during those periods.

Financing Activities
Cash provided by financing activities for the six months ended June 30, 2001 was $24.1 million and cash used in financing activities for the six months ended June 30, 2000 was $14.2 million.

Cash provided by financing activities for the six months ended June 30, 2001 primarily reflects:

$91.3 million of proceeds received from borrowings on our short-term credit facilities;

$661,000 of proceeds received from long-term mortgage debt closed during the period; and

- $6.2 million of proceeds received from the issuance of common shares through our Dividend Reinvestment and Share Purchase Plan, net of fees.

The cash provided by financing activities was partially offset by:

- the repayment of borrowings on our short-term credit facilities totaling $43.4 million;
- payments of principal on outstanding long-term mortgage debt totaling $7.5 million;
- distributions made to shareholders and limited partners during the period totaling $23.1 million; and
- the repurchase of common shares totaling $142,000.

Cash used in financing activities for the six months ended June 30, 2000 primarily reflects:

- the repayment of borrowings on our short-term credit facilities totaling $4.7 million;
- payments of principal on outstanding long-term mortgage debt totaling $5.3 million;
- distributions made to shareholders and limited partners during the period totaling $21.4 million; and
- the repurchase of common shares totaling $9.9 million.

The cash used in financing activities was partially offset by:

- $14.2 million of proceeds received from borrowings on our short-term credit facilities;

- $12.4 million of proceeds received from long-term mortgage debt closed during the period; and
- $472,000 of proceeds received from the issuance of common shares through our Dividend Reinvestment and Share Purchase Plan and through the exercise of share options by former employees, net of fees.

Mortgage Indebtedness and Credit Facilities

As of June 30, 2001, we had total debt outstanding of $626.8 million. Of this debt, approximately $564.7 million (consisting of $476.3 million of fixed rate and $88.4 million of variable rate debt) was mortgage debt secured by approximately 210 of our properties. In addition, we had $62.1 million outstanding on our revolving credit facilities.

The following is a summary of our total debt outstanding as of June 30, 2001 and December 31, 2000 (dollars in thousands):

Description of Debt	Original Debt Issued	Principal Balance as of June 30, 2001	Principal Balance as of December 31, 2000	Effective Interest Rate*	Term/Amortization Schedule
7.59% fixed rate debt due 12/1/08	$ 38,050	$ 36,502	$ 37,103	7.99%	10 yr/17 yr
7.635% fixed rate debt due 10/1/14111,950101,646103,7497.93%15 yr/15 yr8.05% fixed rate debt due 10/1/1485,00079,96481,5608.33%15 yr/15 yr7.54% fixed rate debt due					

7/6/11100,00096,91598,0937.71%12 yr/25
yr8.03% fixed rate debt due
9/29/11150,000150,000150,0008.08%12
yr/25 yr(4)7.50% fixed rate debt due
1/20/0312,00011,26411,4217.76%4.25 yr/20
yr

Total Mortgage Fixed Rate
Debt$497,000$476,291$481,9268.00%Various
variable rate debt
(1)90,76288,41689,5937.12%10 to 12 yr/25 to
30
yr, level principal

TOTAL MORTGAGE
DEBT$587,762$564,707$571,5197.86% $50 million
revolving partially secured facility
(2)26,50014,1986.95%3 yr$100 million
revolving secured
facility (3)35,64026.94%1 yr

TOTAL CREDIT
FACILITIES$62,140$14,2006.94%

TOTAL DEBT
OUTSTANDING$626,847$585,7197.81%

* Includes deferred loan fees amortized over the life of the loans.

(1) These loans bear interest at variable rates ranging from 200 to 215 basis points per annum above the A1-P1 Commercial Paper Rate and have maturity dates ranging from

December 22, 2009 to December 18, 2012. The terms of the various loans require quarterly interest payments and level principal payments.(2) This facility bears interest equal to the 30-day LIBOR rate plus 175 basis points and requires the repayment of secured borrowings within 12 months and unsecured borrowings within 150 days. The facility matures on March 3, 2002.(3) This facility bears interest equal to the 30-day LIBOR rate plus 225 basis points and requires the repayment of principal within 150 days. The facility has a one-year term, which terminates on March 21, 2002, and is renewable annually.

(4) Payments are interest only until January 2002.

As of June 30, 2001, we were in compliance with all of the loan covenants related to our mortgage debt and credit facilities.

Liquidity Requirements

Short-term liquidity requirements consist primarily of normal recurring operating expenses, regular debt service requirements (including debt service relating to additional and replacement debt), recurring corporate expenditures, distributions to shareholders and holders of Units (Unitholders), and amounts required for additional property acquisitions and facility improvements and expansions. We expect to meet these requirements (other than amounts required for additional property acquisitions and facility improvements and expansions) through cash provided by operating and financing activities. We anticipate that any additional acquisition of properties or facility improvements and expansions during the next 12 months will be funded with amounts available under our existing credit facilities, existing long-term debt commitments, future long-term secured and unsecured debt and the issuance of common or preferred equity or Units. Acquisitions of property and facility improvements and expansions will be made subject to our investment objectives and policies with the intention of maximizing both current income and long-term growth in income.

As of June 30, 2001, long-term liquidity requirements consisted primarily of maturities under our long-term debt. We anticipate that long-term liquidity requirements will also include amounts required for acquisition of properties and facility improvements and expansions. We expect to meet long-term liquidity requirements through long-term secured and unsecured borrowings and other debt and equity financing alternatives. The availability and terms of any such financing will depend upon market and other conditions.

Our liquidity requirements with respect to future acquisitions of properties and facility improvements and expansions may be reduced to the extent that we use Units as consideration for such purchases.

During the second quarter of 2001, we received a commitment for $150.0 million of long-term secured financing from Toyota Financial Services. The commitment can be drawn down in multiple fundings under one or more debt agreements, and each funding is subject to customary conditions precedent and lender s satisfaction with the loan documentation. We anticipate drawing upon this commitment beginning in the third quarter of 2001 and expect to use the proceeds from the commitment to fund a portion of the purchase price of the Pending Acquisition as described in the Recent Events section herein, as well as future acquisitions, and to repay amounts outstanding under our short-term credit facilities.

On August 8, 2001, we sold 3,852,500 common shares (which includes the full exercise of the underwriters over-allotment option to purchase 502,500 common shares) in an underwritten public offering at a price to the public of $17.00 per share under our shelf registration statement filed with the SEC on March 2, 1999 (the Shelf Registration Statement). Net proceeds to the Company, after deducting the discounts and commissions to the underwriters and other expenses of this offering, totaled approximately $61.8 million. After the offering, $134.5 million remains available under the Shelf Registration Statement for the issuance of securities. The Company contributed the net proceeds of the offering to the Operating Partnership in exchange for Units in the Operating Partnership and will use them to fund a portion of the purchase price of the Pending Acquisition as described in the Recent Events section herein. Pending their application, we will use the net proceeds to temporarily reduce amounts outstanding under our short-term credit facilities and invest the net proceeds in short-term, income-producing investments.

We offer our tenants the option of utilizing our variable rate lease program. Under this program, base rent changes monthly based upon a fixed spread over an applicable index, generally LIBOR. In addition, the monthly base rent is typically adjusted upward periodically, usually based on a factor of the change the CPI. The tenant has the ability to fix the base rent during the initial lease term. The fixed base rent typically continues to be adjusted upward periodically based on a factor of the change in the CPI. Such leases generally are or will be financed with long-term, variable rate debt thereby fixing our investment spread. As of June 30, 2001, approximately $94.4 million of our total real estate investments were leased by tenants utilizing our variable rate lease program.

We have adopted a policy to limit debt to approximately 65% of our assets (calculated as total assets plus accumulated depreciation). As of June 30, 2001, our debt was approximately 56.5% of our assets. This policy may be changed by our Board of Trustees at any time without shareholder approval. In addition, to minimize interest rate risk, we generally match the term of our long-term leases with that of our debt as well as the type of leases with the type of debt (fixed or variable) in order to maintain an investment spread over the lease term. We describe this process as match-funding. Our previous intent was to substantially match-fund at least 85% of our total outstanding debt with long-term leases. Due to the current divergence between interest rates for fixed and floating rate debt, we have elected to reduce our match-funding guideline to at least 70%. This reduction provides us with additional flexibility. We may further change the guideline at any time without shareholder approval. As of June 30, 2001, approximately 83% of our debt outstanding was substantially match-funded and non-recourse to us. As of June 30, 2001, our long-term debt had a weighted average remaining term of 10.9 years, and our leases had a weighted average remaining lease term of 11.4 years.

In light of our current balance sheet position, we believe that we are able to obtain additional financing for our short-term and long-term capital needs without exceeding our debt to asset ratio policy. However, there can be no assurance that additional financing or capital will be available, or that the terms will be acceptable or advantageous to us.

Common Share Repurchase Program

During 1998, we announced that our Board of Trustees had authorized the repurchase of up to 6.0 million common shares. Purchases have been and will be made from time to time in open market transactions at prevailing prices or in negotiated private transactions at the discretion of our management. During the three months ended June 30, 2001, we did not repurchase any common shares. During the six months ended June 30, 2001, we repurchased 10,000 common shares at an average price of $14.19 per common share. From the inception of the share repurchase program through June 30, 2001, a total of 4,094,700 common shares have been repurchased at an average price of $10.62 per share. In conjunction with the common share repurchases, the Operating Partnership redeemed an equivalent number of Units from the Company for equivalent purchase prices.

Dividend Reinvestment and Share Purchase Plan

During April 2000, the Company implemented a Dividend Reinvestment and Share Purchase Plan, which was subsequently amended in March 2001 (the DRIP). Under the DRIP, current shareholders and Unitholders are permitted to elect to reinvest all, a portion or none of their cash dividends or distributions to purchase common shares. The DRIP also allows both new investors and existing shareholders and Unitholders to make optional cash payments to purchase common shares.

The DRIP permits current shareholders, Unitholders and new investors to invest a minimum of $500 up to a maximum of $10,000 in common shares per month. The DRIP also allows us to raise additional capital by waiving the limitations on the $10,000 maximum per month, as more fully described in the Prospectus relating to the DRIP. Shares purchased under the DRIP through reinvestment of dividends are purchased at a discount (currently 3%). Shares purchased under the DRIP through optional cash payments of $10,000 or less are purchased at market price.

Common shares may be purchased directly from the Company or in open market or privately negotiated transactions, as determined from time to time by the Company, to fulfill the requirements for the DRIP.

For the three months ended June 30, 2001, we issued approximately 8,000 common shares under the DRIP and received approximately $126,000 in net proceeds. For the six months ended June 30, 2001, we issued approximately 451,000 common shares under the DRIP and received approximately $6.3 million in net proceeds.

FUNDS FROM OPERATIONS

Funds From Operations (FFO) is defined under the revised definition adopted in October 1999 by the National Association of Real Estate Investment Trusts (NAREIT) as net income (loss) before minority interest (computed in accordance with generally accepted accounting principles) excluding gains (or losses) from sales of property plus depreciation and amortization of assets unique to the real estate industry, and after adjustments for unconsolidated partnerships and joint ventures.

NAREIT developed FFO as a relative measure of performance and liquidity of an equity REIT in order to recognize that income-producing real estate historically has not depreciated on the basis determined under GAAP. FFO does not represent cash flows from operating activities in accordance with generally accepted accounting principles (which, unlike FFO, generally reflects all cash effects of transactions and other events in the determination of net income) and should not be considered an alternative to net income as an indication of our performance or to cash flow as a measure of liquidity or ability to make distributions. We consider FFO a meaningful, additional measure of operating performance because it primarily excludes the assumption that the value of the real estate assets diminishes predictably over time, and because industry analysts have accepted it as a performance measure. Comparison of our presentation of FFO, using the NAREIT definition, to similarly titled measures for other REITs may not necessarily be meaningful due to possible differences in the application of the NAREIT definition used by such REITs.

FFO for the three months and six months ended June 30, 2001 and June 30, 2000 is computed as follows (in thousands):

	Three Months Ended June 30,		**Six Months Ended June 30,**	
	2001	**2000**	**2001**	**2000**
Net Income before Minority Interest	$9,954	$8,878	$19,386	$17,830
Real Estate Depreciation and Amortization	5,104	4,318	10,120	8,605
Gain on Sale of Assets		(17)		(311)
Funds From Operations	$15,058	$13,179	$29,506	$26,124

Weighted Average Number of Common Shares and Units Used to Compute Basic FFO per Share30,13529,04330,04229,217

Weighted Average Number of Common Shares and Units Used to Compute Fully Diluted FFO per Share31,01929,25330,67329,361

20

ITEM III. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to certain financial market risks, the most predominant being fluctuations in interest rates. Interest rate fluctuations are monitored by our management as an integral part of our overall risk management program, which recognizes the unpredictability of financial markets and seeks to reduce the potentially adverse effect on our results of operations.

Since December 31, 2000, there have been no material changes in the information regarding market risk that was provided in the Company s Annual Report on Form 10-K for the year ended December 31, 2000.

During the six months ended June 30, 2001, our fixed rate debt decreased from $481.9 million at December 31, 2000 to $476.3 million as of June 30, 2001. Interest rate fluctuations may affect the fair value of our fixed rate debt instruments. If interest rates on our fixed rate debt instruments at June 30, 2001 had been one percentage point higher or lower, the fair value of those debt instruments on that date would have decreased or increased, respectively, by approximately $27.5 million.

During the six months ended June 30, 2001, our variable rate debt increased from $103.8 million as of December 31, 2000 to $150.6 million as of June 30, 2001. In addition, our real estate investments which are leased by tenants utilizing our variable lease rate program increased from $78.8 million as of December 31, 2000 to $94.4 million as of June 30, 2001. Interest rate fluctuations may affect our annual interest expense on our variable rate debt as well as our annual rental income on our variable rate leases. Because the interest rates on our short-term and long-term variable rate debt and the base rents on our variable rate leases are based on a spread over an applicable index, the increase or decrease in interest expense as a result of a one percentage point increase or decrease in the interest rate on our variable rate debt would be substantially offset by the increase or decrease in the rental income from our variable rate leases as a result of the increase or decrease in the index used to calculate the base rent. Therefore, we exclude the $94.4 million from our total variable rate debt of $150.6 million in calculating the effect of a change in interest rates on our variable rate debt. A change in interest rates would, however, affect the interest due on our remaining $56.2 million of variable rate debt. If interest rates on this portion of our variable rate debt had been one percentage point higher or lower, our annual interest expense relating to those debt instruments would have increased or decreased, respectively, by approximately $562,000, based on balances at June 30, 2001.

CAPITAL AUTOMOTIVE REIT
PART II-OTHER INFORMATION

Item 1. Legal Proceedings

Not applicable.

Item 2. Changes in Securities

On May 3, 2001, the Operating Partnership issued 25,300 Units to James D. Plummer, as partial consideration for the acquisition of a parcel of real property and improvements located thereon in Medford, Oregon. The Units will be eligible for redemption beginning on July 31, 2002 for cash by the Operating Partnership, or at the option of the Company, common shares on a one for one basis. The issuance of such Units was effected in reliance on an exemption from registration under Section 4(2) of the Securities Act.

On June 1, 2001, the Operating Partnership issued 18,634 Units to the Spizzirri Family Trust, established under that Declaration of Trust dated as of November 11, 1997, Marc J. Spizzirri and Candee C. Spizzirri, Trustees, as partial consideration for the acquisition of a parcel of real property and improvements located thereon in Rancho Santa Margarita, California. The Units will be eligible for redemption beginning on July 31, 2002 for cash by the Operating Partnership, or at the option of the Company, common shares on a one for one basis. The issuance of such Units was effected in reliance on an exemption from registration under Section 4(2) of the Securities Act.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to Vote of Security Holders

The annual meeting of shareholders of Capital Automotive REIT (the Meeting) was held on May 10, 2001. The matters voted upon at the meeting were: (1) Election of Trustees and (2) Ratification of the appointment of Arthur Andersen LLP as Independent Public Accountants for 2001. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities and Exchange Act of 1934, as amended, and the regulations promulgated thereunder. There was no solicitation in opposition to management s solicitations. All of management s nominees for trust managers were elected. The following table sets forth the results of these votes:

Proposal	**Results**

(1) A proposal to elect ten Board of Trustee members:
Thomas D. Eckert For:18,594,442 Withheld:607,458 Craig L. Fuller For:19,010,760 Withheld:191,140 David Gladstone For:19,010,760 Withheld:191,140

William E. Hoglund For:19,009,960 Withheld:191,940 R. Michael McCullough For:19,010,760 Withheld:191,140 Lee P. Munder For:19,011,160 Withheld:190,740 John J. Pohanka For:19,010,000 Withheld:191,900 John E. Reilly For:19,009,100 Withheld:192,800 Robert

M. Rosenthal For:19,009,370 Withheld:192,530 Vincent A. Sheehy For:19,011,160 Withheld:190,740(2) Ratification of the Appointment of Arthur Andersen LLP as Independent Public Accountants: For:19,164,470 Against:34,610 Abstain:2,819 Broker No Vote:1

Item 5. Other Information

Not applicable.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

Not applicable.

(b) Reports on Form 8-K

Not applicable.

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.

CAPITAL AUTOMOTIVE REIT (Registrant)

BY: /s/ Thomas D. Eckert
Thomas D. Eckert
President and Chief Executive Officer
(principal executive officer)

BY: /s/ David S. Kay
David S. Kay
Vice President and Chief Financial Officer
(principal financial and accounting officer)

Dated: August 10, 2001

>$0.81

Effect of dilutive stock-based awards

2,566

Diluted

$86,827 109,782 $0.79

Thirty-nine weeks ended November 1, 2009

Basic	$(10,979)	105,706	$(0.10)
Effect of dilutive stock-based awards[1]		0	
Diluted	$(10,979)	105,706	$(0.10)

[1] Due to the net loss recognized for the thirty-nine weeks ended November 1, 2009, all stock-based awards were excluded from the calculation of diluted earnings (loss) per share as their inclusion would be anti-dilutive.

Stock-based awards of 1,576,000 and 2,419,000 for the thirteen weeks ended and 1,613,000 and 10,312,000 for the thirty-nine weeks ended October 31, 2010 and November 1, 2009, respectively, were not included in the computation of diluted earnings (loss) per share, as their inclusion would be anti-dilutive.

NOTE F. ASSET IMPAIRMENT AND LEASE TERMINATION CHARGES

We review the carrying value of all long-lived assets for impairment, primarily at a store level, whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. We review for impairment all stores for which current or projected cash flows from operations are not sufficient to recover the carrying value of the assets. Impairment results when the carrying value of the assets exceeds the store s undiscounted future cash flows over the remaining life of the lease. Our estimate of undiscounted future cash flows over the store lease term (generally 5 to 22 years) is based upon our experience, historical operations of the stores and estimates of future store profitability and economic conditions. The future estimates of store profitability and economic conditions require estimating such factors as sales growth, gross margin, employment rates, lease escalations, inflation on operating expenses and the overall economics of the retail industry, and are therefore subject to variability and difficult to predict. If a long-lived asset is found to be impaired, the amount recognized for impairment is equal to the difference between the net carrying value and the asset s fair value. Long-lived assets are measured at fair value on a nonrecurring basis using Level 3 inputs as defined in the fair value hierarchy. The fair value is estimated based upon future cash flows (discounted at a rate that is commensurate with the risk and approximates our weighted average cost of capital).

For any store or facility closure where a lease obligation still exists, we record the estimated future liability associated with the rental obligation on the cease use date.

During the thirteen and thirty-nine weeks ended October 31, 2010, we recorded expense of approximately $3,356,000 (of which $3,082,000 is recorded within selling, general and administrative expenses and the remainder within cost of goods sold) and $13,673,000 (of which $12,771,000 is recorded within selling, general and administrative expenses and the remainder within cost of goods sold), respectively, associated with asset impairment and early lease termination charges for underperforming retail stores. We also recorded a net benefit in selling, general and administrative expenses of $403,000 during the thirty-nine weeks ended October 31, 2010 related to the exit of excess distribution capacity.

During the thirteen and thirty-nine weeks ended November 1, 2009, we recorded expense of approximately $12,156,000 (of which $11,036,000 is recorded within selling, general and administrative expenses and the remainder within cost of goods sold) and $25,529,000 (of which $24,250,000 is recorded within selling, general and administrative expenses and the remainder within cost of goods sold), respectively, associated with asset impairment and early lease termination charges for underperforming retail stores. In addition, during the thirteen and thirty-nine weeks ended November 1, 2009, we recorded expense of approximately $6,245,000 (of which $5,665,000 is recorded within selling, general and administrative expenses and the remainder within cost of goods sold) and $7,580,000 (of which $5,981,000 is recorded within selling, general and administrative expenses and the remainder within cost of goods sold), respectively, associated with the exit of excess distribution capacity.

NOTE G. SEGMENT REPORTING

We have two reportable segments, retail and direct-to-customer. The retail segment has five merchandising concepts which sell products for the home (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, West Elm and Williams-Sonoma Home). The five retail merchandising concepts are operating segments, which have been aggregated into one reportable segment, retail. The direct-to-customer segment has six merchandising concepts (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, PBteen, West Elm and Williams-Sonoma Home) and sells similar products through our seven direct mail catalogs (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, Pottery Barn Bed and Bath, PBteen, West Elm and Williams-Sonoma Home) and six e-commerce websites (williams-sonoma.com, potterybarn.com, potterybarnkids.com, pbteen.com, westelm.com and wshome.com). Management s expectation is that the overall economic characteristics of each of our major concepts within each reportable segment will be similar over time based on management s judgment that the operating segments have had similar historical economic characteristics and are expected to have similar long-term financial performance in the future.

These reportable segments are strategic business units that offer similar home-centered products. They are managed separately because the business units utilize two distinct distribution and marketing strategies. Based on management s best estimate, our operating segments include allocations of certain expenses, including advertising and employment costs, to the extent they have been determined to benefit both channels. These operating segments are aggregated at the channel level for reporting purposes due to the fact that our brands are interdependent for economies of scale and we do not maintain fully allocated income statements at the brand level. As a result, material financial decisions related to the brands are made at the channel level. Furthermore, it is not practicable for us to report revenue by product group.

We use earnings before unallocated corporate overhead, interest and taxes to evaluate segment profitability. Unallocated costs before income taxes include corporate employee-related costs, occupancy expenses (including depreciation expense), administrative costs and third party service costs, primarily in our corporate administrative, corporate systems and corporate facilities departments. Unallocated assets include the net book value of corporate facilities and related information systems, deferred income taxes, other corporate long-lived assets and corporate cash and cash equivalents.

Income tax information by segment has not been included as taxes are calculated at a company-wide level and are not allocated to each segment.

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Segment Information

Dollars in thousands	Retail	Direct-to-Customer	Unallocated	Total
Thirteen weeks ended October 31, 2010				
Net revenues[1]	$ 460,933	$ 354,583	$ 0	$ 815,516
Depreciation and amortization expense	21,684	5,127	7,812	34,623
Earnings (loss) before income taxes[2]	40,258	71,802	(55,976)	56,084
Capital expenditures	6,197	4,320	5,016	15,533
Thirteen weeks ended November 1, 2009				
Net revenues[1]	$ 428,292	$ 301,005	$ 0	$ 729,297
Depreciation and amortization expense	25,292	5,177	8,504	38,973
Earnings (loss) before income taxes[2,3]	15,102	49,905	(55,892)	9,115
Capital expenditures	9,827	3,978	3,524	17,329
Thirty-nine weeks ended October 31, 2010				
Net revenues[1]	$ 1,322,589	$ 986,118	$ 0	$ 2,308,707
Depreciation and amortization expense	69,626	15,824	23,055	108,505
Earnings (loss) before income taxes[2,3,4]	97,284	208,757	(166,550)	139,491
Assets[5]	937,466	314,974	782,732	2,035,172
Capital expenditures	19,849	11,141	15,432	46,422
Thirty-nine weeks ended November 1, 2009				
Net revenues[1]	$ 1,185,910	$ 827,116	$ 0	$ 2,013,026
Depreciation and amortization expense	72,893	15,684	25,007	113,584
Earnings (loss) before income taxes[2,3]	3,515	121,737	(145,591)	(20,339)
Assets[5]	992,092	267,578	652,022	1,911,692
Capital expenditures	29,612	10,406	10,373	50,391

[1] Includes net revenues in the retail channel of approximately $28.2 million and $19.7 million for the thirteen weeks ended October 31, 2010 and November 1, 2009, respectively, and $73.8 million and $49.9 million for the thirty-nine weeks ended October 31, 2010 and November 1, 2009, respectively, related to our foreign operations.

[2] Includes expenses in the retail channel of approximately $3.4 million and $12.2 million for the thirteen weeks ended October 31, 2010 and November 1, 2009, respectively, and $13.7 million and $25.5 million for the thirty-nine weeks ended October 31, 2010 and November 1, 2009, respectively, related to asset impairment and early lease termination charges for underperforming retail stores.

[3] Unallocated costs before income taxes include a net benefit of $0.4 million for the thirty-nine weeks ended October 31, 2010 and expense of $6.2 million and $7.6 million for the thirteen and thirty-nine weeks ended November 1, 2009, respectively, related to the exit of excess distribution capacity.

[4] Unallocated costs before income taxes includes $4.3 million for the thirty-nine weeks ended October 31, 2010 related to the retirement of our former Chief Executive Officer.

[5] Includes $27.4 million and $29.7 million of long-term assets as of October 31, 2010 and November 1, 2009, respectively, related to our foreign operations.

NOTE H: RETIREMENT AND CONSULTING AGREEMENT

On January 25, 2010, the independent members of the Board of Directors (the Board) of Williams-Sonoma, Inc. (the Company) approved the Company s entry into a Retirement and Consulting Agreement (the Agreement) with W. Howard Lester, the Company s former Chairman and Chief Executive Officer. Pursuant to the terms of the Agreement, Mr. Lester retired as Chairman and Chief Executive Officer and as a member of the Board on May 26, 2010. Upon his retirement and in recognition of his contributions to the Company, Mr. Lester received, among other things, accelerated vesting of his outstanding stock options, stock-settled stock appreciation rights and restricted stock units. The total expense recorded in the thirty-nine weeks ended October 31, 2010 associated with Mr. Lester s retirement, consisting primarily of stock-based compensation expense, was approximately $4,319,000. As a result of Mr. Lester s death on November 15, 2010, the Agreement terminated and all unvested stock units and cash payments granted under the Agreement were forfeited.

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NOTE I. CONSOLIDATION OF MEMPHIS-BASED DISTRIBUTION FACILITIES

Our Memphis-based distribution facilities include an operating lease entered into in July 1983 for a distribution facility in Memphis, Tennessee. The lessor is a general partnership (Partnership 1) comprised of W. Howard Lester, our former Chairman Emeritus, and James A. McMahan, a Director Emeritus and a significant shareholder. Partnership 1 does not have operations separate from the leasing of this distribution facility and does not have lease agreements with any unrelated third parties.

Our other Memphis-based distribution facility includes an operating lease entered into in August 1990 for another distribution facility that is adjoined to the Partnership 1 facility in Memphis, Tennessee. The lessor is a general partnership (Partnership 2) comprised of W. Howard Lester, James A. McMahan and two unrelated parties. Partnership 2 does not have operations separate from the leasing of this distribution facility and does not have lease agreements with any unrelated third parties.

Both partnerships financed the construction of the distribution facilities and related addition through the sale of industrial development bonds. Quarterly interest and annual principal payments on the bonds are required through maturity and the terms of the lease automatically renew on an annual basis until the bonds are fully repaid. The two partnerships described above qualify as variable interest entities (VIEs) due to their related party relationship with us and our obligation to renew the leases until the bonds are fully repaid. Accordingly, the two related party VIE partnerships, from which we lease our Memphis-based distribution facilities, are consolidated by us. As of October 31, 2010, our consolidated balance sheet includes $15,310,000 in assets (primarily buildings), $8,513,000 in debt and $6,797,000 in other long-term liabilities related to these leases. We have no other VIE relationships which meet the criteria for consolidation.

NOTE J. COMMITMENTS AND CONTINGENCIES

We are involved in lawsuits, claims and proceedings incident to the ordinary course of our business. These disputes, which are not currently material, are increasing in number as our business expands and our company grows larger. Litigation is inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources. The results of these lawsuits, claims and proceedings cannot be predicted with certainty. However, we believe that the ultimate resolution of these current matters will not have a material adverse effect on our consolidated financial statements taken as a whole.

NOTE K. STOCK REPURCHASE PROGRAM

Consistent with our objective to offset dilution from equity compensation programs on an on-going basis, in May 2010, our Board of Directors authorized a stock repurchase program to purchase up to $60,000,000 of our common stock through open market and privately negotiated transactions, at times and in such amounts as management deems appropriate. We completed the $60,000,000 stock repurchase program by repurchasing 599,812 shares of our common stock at a weighted average cost of $26.17 per share and a total cost of approximately $15,694,000 during the third quarter.

In September 2010, our Board of Directors authorized a new stock repurchase program to purchase up to $65,000,000 of our common stock through open market and privately negotiated transactions, at times and in such amounts as management deems appropriate. During the quarter, we repurchased 654,863 shares under this new program at a weighted average cost of $31.63 per share and a total cost of approximately $20,714,000. There remains an aggregate of approximately $44,286,000 available for repurchases under the $65,000,000 stock repurchase program.

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The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. These stock repurchase programs do not have an expiration date and may be limited or terminated at any time without prior notice.

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

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements that involve risks and uncertainties, as well as assumptions that, if they do not fully materialize or are proven incorrect, could cause our business and results of operations to differ materially from those expressed or implied by such forward-looking statements. Such forward-looking statements include statements related to: our projected earnings, revenues and sales; the impact of accounting changes; our expected effective tax rate; our plans to shift our merchandising and marketing strategies for the Williams-Sonoma Home brand to an e-commerce and limited store-in-store strategy; the expansion of our international business, including expectations regarding the opening of additional franchised stores and the launch of international shipments through our e-commerce channel; our expectations regarding business trends, our performance in the fourth quarter and the success of our e-marketing and clienteling initiatives; our plans for using our cash resources; our compliance with our bank covenants; our belief that our cash on-hand, in addition to our available credit facilities, will provide adequate liquidity for our business operations over the next 12 months; our planned investments; our stock repurchase program; the future payment of dividends; and our plans to enter into foreign currency contracts, as well as statements of belief and statements of assumptions underlying any of the foregoing. You can identify these and other forward-looking statements by the use of words such as may, should, expects, plans, anticipates, believes, estimates, predicts, intends, potential, continue, or the negative o comparable terminology.

The risks, uncertainties and assumptions referred to above that could cause our results to differ materially from the results expressed or implied by such forward-looking statements include those discussed under the heading Risk Factors in this document and the risks, uncertainties and assumptions discussed from time to time in our other public filings and public announcements. All forward-looking statements included in this document are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.

OVERVIEW

We are a specialty retailer of products for the home. The retail segment of our business sells our products through our five retail store concepts (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, West Elm and Williams-Sonoma Home). The direct-to-customer segment of our business sells similar products through our seven direct-mail catalogs (Williams-Sonoma, Pottery Barn, Pottery Barn Kids, Pottery Barn Bed and Bath, PBteen, West Elm and Williams-Sonoma Home) and six e-commerce websites (williams-sonoma.com, potterybarn.com, potterybarnkids.com, pbteen.com, westelm.com and wshome.com). Based on their contribution to our net revenues, the core brands in both the retail and direct-to-customer channels are: Pottery Barn, which sells casual home furnishings; Williams-Sonoma, which sells cooking and entertaining essentials; and Pottery Barn Kids, which sells stylish children s furnishings.

The following discussion and analysis of financial condition, results of operations, and liquidity and capital resources for the thirteen weeks ended October 31, 2010 (third quarter of fiscal 2010), as compared to the thirteen weeks ended November 1, 2009 (third quarter of fiscal 2009) and the thirty-nine weeks ended October 31, 2010 (year-to-date 2010), as compared to the thirty-nine weeks ended November 1, 2009 (year-to-date 2009), should be read in conjunction with our condensed consolidated financial statements and the notes thereto.

All explanations of changes in operational results are discussed in order of their magnitude.

Third Quarter of Fiscal 2010 Financial Results

During the third quarter of fiscal 2010, our net revenues increased 11.8% to $815,516,000 from $729,297,000 in the third quarter of fiscal 2009. Diluted earnings per share in the third quarter of fiscal 2010 increased to $0.34, the highest third quarter earnings per share in our history, compared to $0.07 in the third quarter of fiscal 2009, including a $0.02 and $0.09 charge from unusual business events, respectively. Innovative merchandise at compelling price points, supported by a superior customer experience and a highly targeted multi-channel marketing strategy, drove these results. We also ended the quarter with cash and cash equivalents of $389,627,000 after returning $136,569,000 to shareholders through share repurchases and dividends over the past 12 months.

Retail net revenues in the third quarter of fiscal 2010 increased $32,641,000, or 7.6%, compared to the third quarter of fiscal 2009. This increase was driven by growth of 8.1% in comparable store sales, partially offset by a 3.2% year-over-year reduction in retail leased square footage, including 21 net fewer stores. Increased net revenues during the quarter were driven by the Pottery Barn, West Elm, Pottery Barn Kids and Williams-Sonoma brands.

Direct-to-customer net revenues in the third quarter of fiscal 2010 increased $53,578,000, or 17.8%, compared to the third quarter of fiscal 2009. This increase was driven by growth in the Pottery Barn, Pottery Barn Kids, PBteen, West Elm and Williams-Sonoma brands. Internet net revenues, our fastest growing channel, increased 28.5% to $295,804,000 in the third quarter of fiscal 2010 compared to $230,112,000 in the third quarter of fiscal 2009.

In our core brands, net revenues in the third quarter of fiscal 2010 increased 10.6% compared to the third quarter of fiscal 2009. Pottery Barn saw the greatest increase, followed by Pottery Barn Kids and Williams-Sonoma. In the Pottery Barn brand, net revenues in the third quarter increased 14.4% and comparable store sales increased 11.6%. In the Pottery Barn Kids brand, net revenues increased 8.2% despite a 7% year-over-year decline in retail leased square footage. Comparable store sales increased 10.3%. In the direct-to-customer channel in both the Pottery Barn and Pottery Barn Kids brands, we continued to identify new opportunities to drive growth and enhanced customer acquisition through both expanded e-marketing and increased catalog circulation. In the Williams-Sonoma brand, third quarter net revenues increased 2.1% and comparable stores sales increased 1.4%. Product exclusivity and traffic-generating promotions were key drivers of growth during the quarter.

In our emerging brands, including West Elm, PBteen and Williams-Sonoma Home, net revenues in the third quarter of fiscal 2010 increased 18.6% compared to the third quarter of fiscal 2009 driven by increasing net revenues in the West Elm and PBteen brands. PBteen net revenues in the third quarter increased 17.1% driven by innovative product at a great value.

In the Williams-Sonoma Home brand, we continued to focus on our retail restructuring and now expect to have all stand-alone stores closed by the end of this fiscal year. At the same time, we are developing new merchandising and marketing strategies for fiscal 2011, as we transition the brand to e-commerce and a limited store-in-store strategy within the Williams-Sonoma brand.

Third Quarter of Fiscal 2010 Operational Results

In supply chain, we continue to see ongoing benefits from our hub distribution strategies and continue to focus on our initiatives including packaging optimization, domestic transportation, network redesign and refinements in our sourcing base.

In our international business, we are pleased with the performance of our first four franchised stores in Dubai and Kuwait. We see this as a strategic first step toward a longer term international growth plan and are currently planning to see an additional 7 franchised stores opened in fiscal 2011. We are also planning to begin shipping internationally through our e-commerce channel next year.

Fiscal 2010

As we look forward to the fourth quarter, we continue to be encouraged by the sales and margin trends that we are seeing in our business today, particularly in our home furnishings brands, and are operationally poised for an exceptional holiday season. We are also well-positioned to drive significant multi-channel traffic through newly launched e-marketing and clienteling initiatives. As a result of these strong business trends, we now expect net revenue growth of 11% to 12% and diluted earnings per share of $1.61 to $1.66 in fiscal 2010 versus $0.72 in fiscal 2009.

Lastly, in May 2010, our Board of Directors authorized a share repurchase program to purchase up to $60,000,000 of our common stock. During the third quarter, we completed all remaining share repurchases under this program. In September 2010, our Board of Directors authorized a new share repurchase program to purchase up to $65,000,000 of the Company s outstanding common stock. The authorization of these stock repurchase programs reflect the Board of Director s objective to offset dilution from equity compensation programs on an ongoing basis. For year-to-date 2010, we have repurchased $80,714,000 under these programs and have $44,286,000 available for repurchase under the $65,000,000 stock repurchase program.

Results of Operations

NET REVENUES

Net revenues consist of retail revenues and direct-to-customer revenues, both of which include shipping fees. Retail revenues include sales of merchandise to customers at our retail stores, as well as shipping fees on any retail products shipped to our customers homes. Direct-to-customer revenues include sales of merchandise to customers through our catalogs and the internet, as well as shipping fees. Shipping fees consist of revenue received from customers for delivery of merchandise to their homes. Revenues are presented net of sales returns and other discounts.

The following table summarizes our net revenues for the third quarter of fiscal 2010 and fiscal 2009, and year-to-date 2010 and 2009:

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
Dollars in thousands	October 31, 2010	% Total	November 1, 2009	% Total	October 31, 2010	% Total	November 1, 2009	% Total
Retail revenues	$ 460,933	56.5%	$ 428,292	58.7%	$ 1,322,589	57.3%	$ 1,185,910	58.9%
Direct-to-customer revenues	354,583	43.5%	301,005	41.3%	986,118	42.7%	827,116	41.1%
Net revenues	$ 815,516	100.0%	$ 729,297	100.0%	$ 2,308,707	100.0%	$ 2,013,026	100.0%

Net revenues in the third quarter of fiscal 2010 increased by $86,219,000 or 11.8%, compared to the third quarter of fiscal 2009. This increase was driven by growth of 8.1% in comparable store sales and growth of 28.5% in our e-commerce revenues primarily driven by increased internet advertising, partially offset by a 3.2% year-over-year reduction in retail leased square footage, including 21 net fewer stores. Increased net revenues during the quarter were driven by Pottery Barn and West Elm brands.

Net revenues for year-to-date 2010 increased by $295,681,000, or 14.7%, compared to year-to-date 2009. This increase was driven by growth of 12.6% in comparable store sales and growth of 26.7% in our e-commerce revenues primarily driven by increased internet advertising, partially offset by a 3.2% year-over-year reduction in retail leased square footage, including 21 net fewer stores. Increased net revenues during year-to-date 2010 were driven by Pottery Barn, Pottery Barn Kids, West Elm and Williams-Sonoma brands.

RETAIL REVENUES AND OTHER DATA

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
Dollars in thousands	October 31, 2010	November 1, 2009	October 31, 2010	November 1, 2009
Retail revenues	$ 460,933	$ 428,292	$ 1,322,589	$ 1,185,910
Percent increase (decrease) in retail revenues	7.6%	0.9%	11.5%	(10.2%)
Percent increase (decrease) in comparable store sales	8.1%	1.7%	12.6%	(11.6%)
Number of stores - beginning of period	609	629	610	627
Number of new stores	0	1	3	8
Number of new stores due to remodeling[1]	1	1	6	6
Number of closed stores due to remodeling[1]	(1)	(1)	(4)	(6)
Number of permanently closed stores	0	0	(6)	(5)
Number of stores - end of period	609	630	609	630
Store selling square footage at period-end	3,747,000	3,880,000	3,747,000	3,880,000
Store leased square footage (LSF) at period-end	6,054,000	6,251,000	6,054,000	6,251,000

[1] Remodeled stores are defined as those stores temporarily closed and subsequently reopened during the period due to square footage expansion, store modification or relocation.

	Store Count				Store Count	Avg. LSF Per Store	Avg. LSF Per Store
	August 1, 2010	Openings	Closings	October 31, 2010	November 1, 2009	October 31, 2010	November 1, 2009
Williams-Sonoma	260	0	(1)	259	263	6,300	6,300
Pottery Barn	197	1	0	198	204	13,000	12,900
Pottery Barn Kids	85	0	0	85	93	8,100	8,000
West Elm	37	0	0	37	40	17,000	17,300
Williams-Sonoma Home	11	0	0	11	11	13,200	13,200
Outlets	19	0	0	19	19	19,100	19,500
Total	609	1	(1)	609	630	9,900	9,900

Retail net revenues in the third quarter of fiscal 2010 increased $32,641,000, or 7.6%, compared to the third quarter of fiscal 2009. This increase was driven by growth of 8.1% in comparable store sales, partially offset by a 3.2% year-over-year reduction in retail leased square footage, including 21 net fewer stores. Increased net revenues during the quarter were driven by the Pottery Barn, West Elm, Pottery Barn Kids and Williams-Sonoma brands.

Retail net revenues for year-to-date 2010 increased $136,679,000, or 11.5%, compared to year-to-date 2009. This increase was driven by growth of 12.6% in comparable store sales, partially offset by a 3.2% year-over-year reduction in retail leased square footage, including 21 net fewer stores. Increased net revenues during year-to-date 2010 were driven by the Pottery Barn, West Elm and Williams-Sonoma brands.

Comparable Store Sales

Comparable stores are defined as those stores in which gross square footage did not change by more than 20% in the previous 12 months and which have been open for at least 12 consecutive months without closure for seven or more consecutive days. By measuring the year-over-year sales of merchandise in the stores that have a history of being open for a full comparable 12 months or more, we can better gauge how the core store base is performing since it excludes new store openings, store remodelings and expansions. Comparable stores exclude new retail

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concepts until such time as we believe that comparable store results in those concepts are of sufficient size to evaluate the performance of the retail strategy. Therefore, in both fiscal 2010 and fiscal 2009, total comparable store sales exclude the West Elm and Williams-Sonoma Home concepts.

Percentages represent changes in comparable store sales compared to the same period in the prior year.

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
Percent increase (decrease) in comparable store sales	October 31, 2010	November 1, 2009	October 31, 2010	November 1, 2009
Williams-Sonoma	1.4%	(2.1%)	6.6%	(9.4%)
Pottery Barn	11.6%	7.6%	16.9%	(10.6%)
Pottery Barn Kids	10.3%	(3.1%)	16.8%	(16.8%)
Outlets	14.1%	(6.7%)	6.6%	(17.5%)
Total	8.1%	1.7%	12.6%	(11.6%)

Various factors affect comparable store sales, including the overall economic and general retail sales environment as well as current local and global economic conditions, each of which were significant factors in our comparable store sales results for the thirteen and thirty-nine weeks ended October 31, 2010 and November 1, 2009, respectively. Additional factors have affected our comparable store sales results in the past and may continue to affect them in the future, such as the number, size and location of stores we open, close, remodel or expand in any period, consumer preferences and buying trends, changes in sales mix among distribution channels, our ability to efficiently source and distribute products, changes in our merchandise mix, competition (including competitive promotional activity and discount retailers), the timing of our releases of new merchandise and promotional events, the success of marketing programs, the cannibalization of existing store sales by our new stores, the benefits of closing underperforming stores in multi-store markets, changes in catalog circulation and in our direct-to-customer business and fluctuations in foreign exchange rates. Among other things, weather conditions can affect comparable store sales because inclement weather can alter consumer behavior or require us to close certain stores temporarily and thus reduce store traffic. Even if stores are not closed, many customers may decide to avoid going to stores in bad weather. These factors have caused our comparable store sales to fluctuate significantly in the past on an annual, quarterly and monthly basis and, as a result, we expect that comparable store sales will continue to fluctuate in the future.

DIRECT-TO-CUSTOMER REVENUES

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
Dollars in thousands	October 31, 2010	November 1, 2009	October 31, 2010	November 1, 2009
Catalog revenues	$ 58,779	$ 70,893	$ 182,855	$ 193,287
Internet revenues	295,804	230,112	803,263	633,829
Total direct-to-customer revenues	$ 354,583	$ 301,005	$ 986,118	$ 827,116
Percent increase (decrease) in direct-to-customer revenues	17.8%	(8.1%)	19.2%	(19.9%)
Percent increase (decrease) in number of catalogs circulated	3.8%	(18.1%)	0.5%	(18.0%)
Percent increase (decrease) in number of pages circulated	1.6%	(20.6%)	(1.3%)	(22.8%)

Direct-to-customer net revenues in the third quarter of fiscal 2010 increased $53,578,000, or 17.8%, compared to the third quarter of fiscal 2009. This increase was driven by growth in the Pottery Barn, Pottery Barn Kids, PBteen, West Elm and Williams-Sonoma brands. Internet net revenues, our fastest growing channel, increased 28.5% to $295,804,000 in the third quarter of fiscal 2010 compared to $230,112,000 in the third quarter of fiscal 2009.

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Direct-to-customer net revenues for year-to-date 2010 increased $159,002,000, or 19.2%, compared to year-to-date 2009 driven by growth in the Pottery Barn, Pottery Barn Kids, PBteen and West Elm brands. Internet net revenues for year-to-date 2010 increased 26.7% to $803,263,000 versus $633,829,000 for year-to-date 2009.

COST OF GOODS SOLD

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
Dollars in thousands	October 31, 2010	% Net Revenues	November 1, 2009	% Net Revenues	October 31, 2010	% Net Revenues	November 1, 2009	% Net Revenues
Cost of goods sold[1]	$ 504,235	61.8%	$ 476,445	65.3%	$ 1,440,141	62.4%	$ 1,360,870	67.6%

[1]*Includes total occupancy expenses of $126,575,000 and $130,640,000 for the third quarter of fiscal 2010 and fiscal 2009, respectively, and $376,662,000 and $386,237,000 for year-to-date 2010 and 2009, respectively.*

Cost of goods sold includes cost of goods, occupancy expenses and shipping costs. Cost of goods consists of cost of merchandise, inbound freight expenses, freight-to-store expenses and other inventory related costs such as shrinkage, damages and replacements. Occupancy expenses consist of rent, depreciation and other occupancy costs, including common area maintenance and utilities. Shipping costs consist of third party delivery services and shipping materials.

Our classification of expenses in cost of goods sold may not be comparable to other public companies, as we do not include non-occupancy related costs associated with our distribution network in cost of goods sold. These costs, which include distribution network employment, third party warehouse services, and other distribution-related administrative expenses, are recorded in selling, general and administrative expenses.

Within our reportable segments, the direct-to-customer channel does not incur freight-to-store or store occupancy expenses, and typically operates with lower markdowns and inventory shrinkage than the retail channel. However, the direct-to-customer channel incurs higher customer shipping, damage and replacement costs than the retail channel.

Third Quarter of Fiscal 2010 vs. Third Quarter of Fiscal 2009

Cost of goods sold increased by $27,790,000, or 5.8%, in the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. Cost of goods sold as a percentage of net revenues decreased to 61.8% in the third quarter of fiscal 2010 from 65.3% in the third quarter of fiscal 2009. This decrease was primarily driven by the leverage of fixed occupancy expenses due to increasing net revenues, stronger selling margins and a decrease in occupancy expense dollars.

In the retail channel, cost of goods sold as a percentage of net revenues decreased 350 basis points in the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. This decrease as a percentage of net revenues was primarily driven by the leverage of fixed occupancy expenses due to increasing net revenues, stronger selling margins and a decrease in occupancy expense dollars.

In the direct-to-customer channel, cost of goods sold as a percentage of net revenues decreased 160 basis points in the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. This decrease as a percentage of net revenues was primarily driven by stronger selling margins and the leverage of fixed occupancy expenses due to increasing net revenues.

Year-to-Date 2010 vs. Year-to-Date 2009

Cost of goods sold for year-to-date 2010 increased $79,271,000, or 5.8%, compared to year-to-date 2009. Cost of goods sold as a percentage of net revenues decreased to 62.4% for year-to-date 2010 from 67.6% for year-to-date 2009. This decrease was primarily driven by the leverage of fixed occupancy expenses due to increasing net revenues, stronger selling margins and a decrease in occupancy expense dollars.

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In the retail channel, cost of goods sold as a percentage of net revenues decreased 510 basis points for year-to-date 2010 compared to year-to-date 2009. This decrease as a percentage of net revenues was primarily driven by the leverage of fixed occupancy expenses due to increasing net revenues, stronger selling margins and a decrease in occupancy expense dollars.

In the direct-to-customer channel, cost of goods sold as a percentage of net revenues decreased 360 basis points for year-to-date 2010 compared to year-to-date 2009. This decrease as a percentage of net revenues was primarily driven by stronger selling margins, the leverage of fixed occupancy expenses due to increasing net revenues and a decrease in occupancy expense dollars.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES

	Thirteen Weeks Ended				Thirty-Nine Weeks Ended			
Dollars in thousands	October 31, 2010	% Net Revenues	November 1, 2009	% Net Revenues	October 31, 2010	% Net Revenues	November 1, 2009	% Net Revenues
Selling, general and administrative expenses	$ 255,119	31.3%	$ 243,396	33.4%	$ 728,746	31.6%	$ 671,505	33.4%

Selling, general and administrative expenses consist of non-occupancy related costs associated with our retail stores, distribution warehouses, customer care centers, supply chain operations (buying, receiving and inspection) and corporate administrative functions. These costs include employment, advertising, third party credit card processing and other general expenses.

We experience differing employment and advertising costs as a percentage of net revenues within the retail and direct-to-customer channels due to their distinct distribution and marketing strategies. Store employment costs represent a greater percentage of retail net revenues than employment costs as a percentage of net revenues within the direct-to-customer channel. However, advertising expenses are greater within the direct-to-customer channel than the retail channel.

Third Quarter of Fiscal 2010 vs. Third Quarter of Fiscal 2009

Selling, general and administrative expenses increased by $11,723,000, or 4.8%, in the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. Including expense of approximately $3,082,000 for charges associated with our underperforming retail stores, selling, general and administrative expenses as a percentage of net revenues decreased to 31.3% in the third quarter of fiscal 2010 from 33.4% in the third quarter of fiscal 2009 (which included $11,036,000 from asset impairment and early lease termination charges for underperforming retail stores as well as charges associated with exiting excess distribution capacity of $5,665,000). This decrease as a percentage of net revenues was primarily driven by a reduction in catalog advertising expense, a reduction in year-over-year charges associated with our underperforming retail stores and charges associated with exiting excess distribution capacity which did not recur in fiscal 2010, partially offset by increased internet advertising expenses and incentive compensation costs.

In the retail channel, selling, general and administrative expenses as a percentage of net revenues decreased 180 basis points in the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. This was primarily driven by a reduction in charges associated with our underperforming retail stores.

In the direct-to-customer channel, selling, general and administrative expenses as a percentage of net revenues decreased 190 basis points in the third quarter of fiscal 2010 compared to the third quarter of fiscal 2009. This decrease as a percentage of net revenues was primarily driven by a reduction in catalog advertising expense and the leverage of fixed expenses due to increasing net revenues, partially offset by increased internet advertising expenses.

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Year-to-Date 2010 vs. Year-to-Date 2009

Selling, general and administrative expenses for year-to-date 2010 increased by $57,241,000, or 8.5%, compared to year-to-date 2009. Including expense of approximately $12,771,000 from asset impairment and early lease termination charges for underperforming retail stores and $4,319,000 associated with the retirement of our former Chairman and Chief Executive Officer, selling, general and administrative expenses as a percentage of net revenues decreased to 31.6% for year-to-date 2010 from 33.4% for year-to-date 2009 (which included $24,250,000 from asset impairment and early lease termination charges for underperforming retail stores as well as charges associated with exiting excess distribution capacity of $5,981,000). This decrease as a percentage of net revenues was primarily driven by a reduction in charges associated with our underperforming retail stores, a reduction in catalog advertising expense and the leverage of fixed expenses due to increasing net revenues, partially offset by an increase in incentive compensation costs and internet advertising expenses.

In the retail channel, selling, general and administrative expenses as a percentage of net revenues decreased 200 basis points for year-to-date 2010 compared to year-to-date 2009. This was primarily driven by a reduction in charges associated with our underperforming retail stores and the leverage of fixed expenses due to increasing net revenues.

In the direct-to-customer channel, selling, general and administrative expenses as a percentage of net revenues decreased 280 basis points for year-to-date 2010 compared to year-to-date 2009. This was primarily driven by a reduction in catalog advertising expense and the leverage of fixed expenses due to increasing net revenues, partially offset by an increase in internet advertising.

INCOME TAXES

The effective rate was an expense of 37.8% for year-to-date 2010 and a benefit of 46.0% for year-to-date 2009. The effective tax rate for year-to-date 2009 was primarily the result of our year-to-date 2009 net loss in addition to certain favorable income tax resolutions during fiscal 2009.

We expect the effective tax rate to be in the range of 37% to 39% in fiscal 2010. Throughout the year, we expect that there could be ongoing variability in our quarterly tax rates due to volatility in earnings or losses in addition to taxable events that occur and exposures that are re-evaluated.

LIQUIDITY AND CAPITAL RESOURCES

As of October 31, 2010, we held $389,627,000 in cash and cash equivalent funds, the majority of which are held in money market funds and highly liquid U.S. Treasury bills. As is consistent with our industry, our cash balances are seasonal in nature, with the fourth quarter historically representing a significantly higher level of cash than other periods.

Throughout the fiscal year, we utilize our cash balances to build our inventory levels in preparation for our fourth quarter holiday sales. In fiscal 2010, we plan to use our cash resources to fund our inventory and inventory-related purchases, advertising and marketing initiatives, stock repurchases, purchases of property and equipment and dividend payments. In addition to the current cash balances on hand, we have a credit facility that provides for a $300,000,000 unsecured revolving line of credit that may be used for loans or letters of credit. Prior to March 23, 2015, we may, upon notice to the lenders, request an increase in the credit facility of up to $200,000,000 to provide for a total of $500,000,000 of unsecured revolving credit. During the thirteen and thirty-nine weeks ended October 31, 2010 and November 1, 2009, respectively, we had no borrowings under the credit facility, and no amounts were outstanding as of October 31, 2010 or November 1, 2009. Additionally, as of October 31, 2010, $11,520,000 in issued but undrawn standby letters of credit was outstanding under the credit facility. On April 16, 2010, we entered into a collateral trust agreement to replace a portion of our standby letters of credit. As of October 31, 2010, restricted cash deposits related to this agreement were $12,507,000. Further, as of October 31, 2010, we had three unsecured letter of credit reimbursement facilities for a total of $90,000,000. As of October 31, 2010, an aggregate of $27,910,000 was outstanding under these letter of credit facilities, which represent only a future commitment to fund inventory purchases to which we had not taken legal title. We are currently in compliance with all of our bank covenants and, based on our current projections, we expect to remain in compliance throughout fiscal 2010. We believe our cash on-hand, in addition to our available credit facilities, will provide adequate liquidity for our business operations over the next 12 months.

For year-to-date 2010, net cash provided by operating activities was $42,453,000 compared to net cash provided by operating activities of $165,585,000 for year-to-date 2009. The reduction in the net cash provided by operating activities for year-to-date 2010 and as compared to year-to-date 2009 was primarily attributable to an increase in merchandise inventories, partially offset by an increase in our year-to-date fiscal 2010 net income.

For year-to-date 2010, net cash used in investing activities was $48,173,000 compared to net cash used in investing activities of $49,535,000 for year-to-date 2009. For year-to-date 2010, net cash used in investing activities was primarily attributable to purchases of property and equipment of $46,422,000, comprised of $13,711,000 for stores, $26,879,000 for systems development projects (including e-commerce websites) and $5,832,000 for distribution, facility infrastructure and other projects. For year-to-date 2010, net cash used in investing activities decreased slightly compared to year-to-date 2009 primarily due to restricted cash deposits, partially offset by proceeds from the sale of assets.

For fiscal 2010, we anticipate investing $75,000,000 in the purchase of property and equipment, primarily for the construction of 4 new stores and 7 remodeled or expanded stores, systems development projects (including e-commerce websites), and distribution, facility infrastructure and other projects.

For year-to-date 2010, net cash used in financing activities was $118,795,000 compared to net cash used in financing activities of $36,369,000 for year-to-date 2009. For year-to-date 2010, net cash used in financing activities was primarily attributable to the repurchase of common stock, the payment of dividends and tax withholdings related to stock-based awards, partially offset by net proceeds from the exercise of stock-based awards. Compared to year-to-date 2009, cash used in financing activities increased primarily due to the repurchase of common stock.

Stock Repurchase Program

Consistent with our objective to offset dilution from equity compensation programs on an on-going basis, in May 2010, our Board of Directors authorized a stock repurchase program to purchase up to $60,000,000 of our common stock through open market and privately negotiated transactions, at times and in such amounts as management deems appropriate. We completed the $60,000,000 stock repurchase program by repurchasing 599,812 shares of our common stock at a weighted average cost of $26.17 per share and a total cost of approximately $15,694,000 during the third quarter.

In September 2010, our Board of Directors authorized a new stock repurchase program to purchase up to $65,000,000 of our common stock through open market and privately negotiated transactions, at times and in such amounts as management deems appropriate. During the quarter, we repurchased 654,863 shares under this new program at a weighted average cost of $31.63 per share and a total cost of approximately $20,714,000. There remains an aggregate of approximately $44,286,000 available for repurchases under the $65,000,000 stock repurchase program.

The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. These stock repurchase programs do not have an expiration date and may be limited or terminated at any time without prior notice.

Dividend Policy

Our quarterly cash dividend is $0.15 per common share. The indicated annual cash dividend, subject to capital availability, is $0.60 per common share, or approximately $65,000,000. Our quarterly cash dividend may be limited or terminated at any time.

Critical Accounting Policies

Management s Discussion and Analysis of Financial Condition and Results of Operations is based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosures of contingent assets and liabilities. The estimates and assumptions are evaluated on an ongoing basis and are based on historical experience and various other factors that we believe to be reasonable under the circumstances. Actual results may differ significantly from these estimates. During the third quarter of fiscal 2010, there have been no significant changes to the policies discussed in our Annual Report on Form 10-K for the year ended January 31, 2010.

Impact of Inflation

The impact of inflation on results of operations was not significant for year-to-date 2010 or year-to-date 2009.

Seasonality

Our business is subject to substantial seasonal variations in demand. Historically, a significant portion of our revenues and net earnings have been realized during the period from October through December, and levels of net revenues and net earnings have generally been significantly lower during the period from January through September. We believe this is the general pattern associated with the retail and direct-to-customer industries. In anticipation of our peak season, we hire a substantial number of additional temporary employees in our retail stores, customer care centers and distribution centers, and incur significant fixed catalog production and mailing costs.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to market risks, which include significant deterioration of the U.S. and foreign markets, changes in U.S. interest rates, foreign currency exchange rates, including the devaluation of the U.S. dollar, and the effects of uncertain economic forces which may affect the prices we pay our vendors in the foreign countries in which we do business. We do not engage in financial transactions for trading or speculative purposes.

Interest Rate Risk

As of October 31, 2010, we had two debt instruments with variable interest rates which subject us to risks associated with changes in interest rates, the interest payable on our credit facility and the bond-related debt associated with one of our Memphis-based distribution facilities. As of October 31, 2010, the total outstanding principal balance on these instruments was $175,000 (with an interest rate of 1.3%) solely pertaining to our bond-related debt associated with our Memphis-based distribution facility. As of October 31, 2010, no amounts were outstanding under our credit facility. If interest rates on these existing variable rate debt instruments rose 10%, our results from operations and cash flows would not be materially affected.

In addition, we have fixed and variable income investments consisting of short-term investments classified as cash and cash equivalents, which are also affected by changes in market interest rates. As of October 31, 2010, our investments, made primarily in money market funds and highly liquid U.S. Treasury bills, are stated at cost and approximate their fair values.

Foreign Currency Risks

We purchase a significant amount of inventory from vendors outside of the U.S. in transactions that are denominated in U.S. dollars. Only approximately 4% of our international purchase transactions are in currencies other than the U.S. dollar, primarily the euro. Any currency risks related to these international purchase transactions were not significant to us during year-to-date 2010 and year-to-date 2009. Since we pay for the majority of our international purchases in U.S. dollars, however, a decline in the U.S. dollar relative to other foreign currencies would subject us to risks associated with increased purchasing costs from our vendors in their effort to offset any lost profits associated with any currency devaluation. We cannot predict with certainty the effect these increased costs may have on our financial statements or results of operations.

In addition, as of October 31, 2010, we have 17 retail stores in Canada and limited sourcing operations in both Europe and Asia, each of which expose us to market risk associated with foreign currency exchange rate fluctuations. Although these exchange rate fluctuations have not been material to us in the past, we may enter into foreign currency contracts in the future to minimize any currency remeasurement risk associated with the intercompany assets and liabilities of our subsidiaries. We did not enter into any foreign currency contracts during year-to-date 2010 or year-to-date 2009.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of October 31, 2010, an evaluation was performed by management, with the participation of our Chief Executive Officer (CEO) and our Executive Vice President, Chief Operating and Chief Financial Officer (CFO), of the effectiveness of our disclosure controls and procedures. Based on that evaluation, our management, including our CEO and CFO, concluded that our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely discussions regarding required disclosures, and that such information is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC.

Changes in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information required by this Item is contained in Note J to our Condensed Consolidated Financial Statements within Part I of this Form 10-Q.

ITEM 1A. RISK FACTORS

A description of the risks and uncertainties associated with our business is set forth below. You should carefully consider such risks and uncertainties, together with the other information contained in this report and in our other public filings. If any of such risks and uncertainties actually occurs, our business, financial condition or

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operating results could differ materially from the plans, projections and other forward-looking statements included in the section titled Management s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report and in our other public filings. In addition, if any of the following risks and uncertainties, or if any other risks and uncertainties, actually occurs, our business, financial condition or operating results could be harmed substantially, which could cause the market price of our stock to decline, perhaps significantly.

The changes in general economic conditions over the past few years, and the resulting impact on consumer confidence and consumer spending, could continue to adversely impact our results of operations.

Our financial performance is subject to changes in general economic conditions and the impact of such economic conditions on levels of consumer confidence and consumer spending. Over the past few years, consumer confidence and consumer spending have deteriorated significantly, and could remain depressed for an extended period of time. Consumer purchases of discretionary items, including our merchandise, generally decline during periods when disposable income is adversely affected, unemployment rates increase or there is economic uncertainty. The current economic environment could cause our vendors to go out of business or our banks to discontinue lending us or our vendors money, or it could cause us to undergo additional restructurings, any of which would adversely impact our business and operating results.

We are unable to control many of the factors affecting consumer spending, and declines in consumer spending on home furnishings in general could reduce demand for our products.

Our business depends on consumer demand for our products and, consequently, is sensitive to a number of factors that influence consumer spending, including general economic conditions, consumer disposable income, fuel prices, recession and fears of recession, unemployment, war and fears of war, inclement weather, availability of consumer credit, consumer debt levels, conditions in the housing market, interest rates, sales tax rates and rate increases, inflation, consumer confidence in future economic conditions and political conditions, and consumer perceptions of personal well-being and security. In particular, the current economic downturn has led to decreased discretionary spending, which has adversely impacted our business in the past. In addition, a decrease in home purchases has led and may continue to lead to significantly decreased consumer spending on home products. These factors have affected our various brands and channels differently. Adverse changes in factors affecting discretionary consumer spending have reduced and may continue to further reduce consumer demand for our products, thus reducing our sales and harming our business and operating results.

If we are unable to identify and analyze factors affecting our business, anticipate changing consumer preferences and buying trends, and manage our inventory commensurate with customer demand, our sales levels and profit margin may decline.

Our success depends, in large part, upon our ability to identify and analyze factors affecting our business and to anticipate and respond in a timely manner to changing merchandise trends and customer demands. For example, in the specialty home products business, style and color trends are constantly evolving. Consumer preferences cannot be predicted with certainty and may change between selling seasons. Changes in customer preferences and buying trends may also affect our brands differently. We must be able to stay current with preferences and trends in our brands and address the customer tastes for each of our target customer demographics. We must also be able to identify and adjust the customer offerings in our brands to cater to customer demands. For example, a change in customer preferences for children s room furnishings may not correlate to a similar change in buying trends for other home furnishings. If we misjudge either the market for our merchandise or our customers purchasing habits, our sales may decline significantly, and we may be required to mark down certain products to sell the resulting excess inventory or to sell such inventory through our outlet stores or other liquidation channels at prices which are significantly lower than our retail prices, either of which would negatively impact our business and operating results.

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In addition, we must manage our inventory effectively and commensurate with customer demand. Much of our inventory is sourced from vendors located outside the United States. Thus, we usually must order merchandise, and enter into contracts for the purchase and manufacture of such merchandise, up to twelve months in advance of the applicable selling season and frequently before trends are known. The extended lead times for many of our purchases may make it difficult for us to respond rapidly to new or changing trends. Our vendors also may not have the capacity to handle our demands or may go out of business in times of economic crisis. In addition, the seasonal nature of the specialty home products business requires us to carry a significant amount of inventory prior to peak selling season. As a result, we are vulnerable to demand and pricing shifts and to misjudgments in the selection and timing of merchandise purchases. If we do not accurately predict our customers preferences and acceptance levels of our products, our inventory levels will not be appropriate, and our business and operating results may be negatively impacted.

Our sales may be negatively impacted by increasing competition from companies with brands or products similar to ours.

The specialty retail and direct-to-customer business is highly competitive. Our specialty retail stores, direct mail catalogs and e-commerce websites compete with other retail stores, other direct mail catalogs and other e-commerce websites that market lines of merchandise similar to ours. We compete with national, regional and local businesses utilizing a similar retail store strategy, as well as traditional furniture stores, department stores and specialty stores. The substantial sales growth in the direct-to-customer industry within the last decade has encouraged the entry of many new competitors and an increase in competition from established companies. In addition, the decline in the global economic environment has led to increased competition from discount retailers selling similar products at reduced prices. The competitive challenges facing us include:

- anticipating and quickly responding to changing consumer demands or preferences better than our competitors;
- maintaining favorable brand recognition and achieving customer perception of value;
- effectively marketing and competitively pricing our products to consumers in several diverse market segments;
- developing innovative, high-quality products in colors and styles that appeal to consumers of varying age groups and tastes, and in ways that favorably distinguish us from our competitors; and
- effectively managing our supply chain and distribution strategies in order to provide our products to our consumers on a timely basis and minimize returns, replacements, and damaged products.

In light of the many competitive challenges facing us, we may not be able to compete successfully. Increased competition could reduce our sales and harm our operating results and business.

We depend on key domestic and foreign agents and vendors for timely and effective sourcing of our merchandise, and we may not be able to acquire products in sufficient quantities and at acceptable prices to meet our needs, which would impact our operations and financial results.

Our performance depends, in part, on our ability to purchase our merchandise in sufficient quantities at competitive prices. We purchase our merchandise from numerous foreign and domestic manufacturers and importers. We have no contractual assurances of continued supply, pricing or access to new products, and any vendor could change the terms upon which it sells to us, discontinue selling to us, or go out of business at any time. We may not be able to acquire desired merchandise in sufficient quantities on terms acceptable to us in the future. Better than expected sales demand may also lead to customer backorders and lower in-stock positions of our merchandise.

Any inability to acquire suitable merchandise on acceptable terms or the loss of one or more of our key agents or vendors could have a negative effect on our business and operating results because we would be missing products

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that we felt were important to our assortment, unless and until alternative supply arrangements are secured. We may not be able to develop relationships with new agents or vendors, and products from alternative sources, if any, may be of a lesser quality and/or more expensive than those we currently purchase.

In addition, we are subject to certain risks, including risks related to the availability of raw materials, labor disputes, union organizing activities, vendor financial liquidity, inclement weather, natural disasters, general economic and political conditions and regulations to address climate change that could limit our vendors ability to provide us with quality merchandise on a timely basis and at prices that are commercially acceptable. For these or other reasons, one or more of our vendors might not adhere to our quality control standards, and we might not identify the deficiency before the merchandise ships to our stores or customers. In addition, our vendors may have difficulty adjusting to our changing demands and growing business. Our vendors failure to manufacture or import quality merchandise in a timely and effective manner could damage our reputation and brands, and could lead to an increase in customer litigation against us and an attendant increase in our routine litigation costs. Further, any merchandise that we receive, even if it meets our quality standards, could become subject to a recall, which could damage our reputation and brands, and harm our business. Recently enacted legislation has given the U.S. Consumer Product Safety Commission increased regulatory and enforcement power, particularly with regard to children s safety, among other areas. As a result, companies like ours may be subject to more product recalls and incur higher recall-related expenses. Any recalls or other safety issues could harm our brands images.

Our dependence on foreign vendors and our increased overseas operations subject us to a variety of risks and uncertainties that could impact our operations and financial results.

In fiscal 2009, we sourced our products from vendors in 40 countries outside of the United States. Approximately 59% of our merchandise purchases were foreign-sourced, predominantly from Asia. Our dependence on foreign vendors means that we may be affected by changes in the value of the U.S. dollar relative to other foreign currencies. For example, any upward valuation in the Chinese yuan, the euro, or any other foreign currency against the U.S. dollar may result in higher costs to us for those goods. Although approximately 96% of our foreign purchases of merchandise are negotiated and paid for in U.S. dollars, declines in foreign currencies and currency exchange rates might negatively affect the profitability and business prospects of one or more of our foreign vendors. This, in turn, might cause such foreign vendors to demand higher prices for merchandise in their effort to offset any lost profits associated with any currency devaluation, delay merchandise shipments to us, or discontinue selling to us, any of which could ultimately reduce our sales or increase our costs. In addition, an increase in the cost of living in the foreign countries in which our vendors operate may result in an increase in our costs or in our vendors going out of business.

We are also subject to other risks and uncertainties associated with changing economic and political conditions in foreign countries. These risks and uncertainties include import duties and quotas, compliance with anti-dumping regulations, work stoppages, economic uncertainties and adverse economic conditions (including inflation and recession), foreign government regulations, employment matters, wars and fears of war, political unrest, natural disasters, regulations to address climate change and other trade restrictions. We cannot predict whether any of the countries in which our products are currently manufactured or may be manufactured in the future will be subject to trade restrictions imposed by the U.S. or foreign governments or the likelihood, type or effect of any such restrictions. Any event causing a disruption or delay of imports from foreign vendors, including the imposition of additional import restrictions, restrictions on the transfer of funds and/or increased tariffs or quotas, or both, could increase the cost or reduce the supply of merchandise available to us and adversely affect our business, financial condition and operating results. Furthermore, some or all of our foreign vendors operations may be adversely affected by political and financial instability resulting in the disruption of trade from exporting countries, restrictions on the transfer of funds and/or other trade disruptions. In addition, an economic downturn in or failure of foreign markets may result in financial instabilities for our foreign vendors, which may cause our foreign vendors to decrease production, discontinue selling to us, or to cease operations altogether. Our overseas operations in Europe and Asia could also be affected by changing economic and political conditions in foreign countries, any of which could have a negative effect on our business, financial condition and operating results.

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Although we continue to improve our global compliance program, there remains a risk that one or more of our foreign vendors will not adhere to our global compliance standards, such as fair labor standards and the prohibition on child labor. Non-governmental organizations might attempt to create an unfavorable impression of our sourcing practices or the practices of some of our vendors that could harm our image. If either of these events occurs, we could lose customer goodwill and favorable brand recognition, which could negatively affect our business and operating results.

In addition, as we continue to expand our overseas operations, we are subject to certain U.S. laws, including the Foreign Corrupt Practices Act, in addition to the laws of the foreign countries in which we operate. We must ensure that our employees comply with these laws. If any of our overseas operations, or our employees or agents, violates such laws, we could become subject to sanctions or other penalties that could negatively affect our reputation, business and operating results.

A number of factors that affect our ability to successfully open new stores or close existing stores are beyond our control, and these factors may harm our ability to expand or contract our retail operations and harm our ability to increase our sales and profits.

Historically, the majority of our net revenues have been generated by our retail stores. Our ability to open additional stores or close existing stores successfully will depend upon a number of factors, including:

- general economic conditions;
- our identification of, and the availability of, suitable store locations;
- our success in negotiating new leases and amending or terminating existing leases on acceptable terms;
- the success of other retail stores in and around our retail locations;
- our ability to secure required governmental permits and approvals;
- our hiring and training of skilled store operating personnel, especially management;
- the availability of financing on acceptable terms, if at all; and
- the financial stability of our landlords and potential landlords.

Many of these factors are beyond our control. For example, for the purpose of identifying suitable store locations, we rely, in part, on demographic surveys regarding the location of consumers in our target market segments. While we believe that the surveys and other relevant information are helpful indicators of suitable store locations, we recognize that these information sources cannot predict future consumer preferences and buying trends with complete accuracy. In addition, changes in demographics, in the types of merchandise that we sell and in the pricing of our products may reduce the number of suitable store locations. Further, time frames for lease negotiations and store development vary from location to location and can be subject to unforeseen delays. We may not be able to open new stores or, if opened, operate those stores profitably. Construction and other delays in store openings could have a negative impact on our business and operating results. Additionally, in these economic times, we may not be able to renegotiate the terms of our current leases or close our underperforming stores, either of which could negatively impact our operating results.

Our business and operating results may be harmed if we are unable to timely and effectively deliver merchandise to our stores and customers.

The success of our business depends, in part, on our ability to timely and effectively deliver merchandise to our stores and customers. We cannot control all of the various factors that might affect our fulfillment rates in direct-to-customer sales and timely and effective merchandise delivery to our stores. We rely upon third party carriers for our merchandise shipments and reliable data regarding the timing of those shipments, including shipments to our customers and to and from all of our stores. In addition, we are heavily dependent upon two carriers for the delivery of our merchandise to our customers. Accordingly, we are subject to risks, including labor disputes, union organizing activity, inclement weather, natural disasters, the closure of such carriers offices or a reduction in operational hours due to an economic slowdown, possible acts of terrorism associated with such carriers ability to provide delivery services to meet our shipping needs and disruptions or increased fuel costs associated with any regulations to address climate change. Failure to deliver merchandise in a timely and effective manner could damage our reputation and brands. In addition, fuel costs have been volatile and airline and other transportation companies continue to struggle to operate profitably, which could lead to increased fulfillment expenses. Any rise in fulfillment costs could negatively affect our business and operating results by increasing our transportation costs and decreasing the efficiency of our shipments.

Our failure to successfully manage our order-taking and fulfillment operations could have a negative impact on our business and operating results.

Our direct-to-customer business depends, in part, on our ability to maintain efficient and uninterrupted order-taking and fulfillment operations in our customer care centers and on our e-commerce websites. Disruptions or slowdowns in these areas could result from disruptions in telephone service or power outages, inadequate system capacity, system issues, computer viruses, security breaches, human error, changes in programming, union organizing activity, disruptions in our third party labor contracts, natural disasters or adverse weather conditions. Industries that are particularly seasonal, such as the home furnishings business, face a higher risk of harm from operational disruptions during peak sales seasons. These problems could result in a reduction in sales as well as increased selling, general and administrative expenses.

In addition, we face the risk that we cannot hire enough qualified employees to support our direct-to-customer operations, or that there will be a disruption in the labor we hire from our third party providers, especially during our peak season. The need to operate with fewer employees could negatively impact our customer service levels and our operations.

Our facilities and systems, as well as those of our vendors, are vulnerable to natural disasters and other unexpected events, any of which could result in an interruption in our business and harm our operating results.

Our retail stores, corporate offices, distribution centers, infrastructure projects and direct-to-customer operations, as well as the operations of our vendors from which we receive goods and services, are vulnerable to damage from earthquakes, tornadoes, hurricanes, fires, floods, power losses, telecommunications failures, hardware and software failures, computer viruses and similar events. If any of these events result in damage to our facilities or systems, or those of our vendors, we may experience interruptions in our business until the damage is repaired, resulting in the potential loss of customers and revenues. In addition, we may incur costs in repairing any damage beyond our applicable insurance coverage.

Declines in our comparable store sales may harm our operating results and cause a decline in the market price of our common stock.

Various factors affect comparable store sales, including the number, size and location of stores we open, close, remodel or expand in any period, the overall economic and general retail sales environment, consumer preferences and buying trends, changes in sales mix among distribution channels, our ability to efficiently source and distribute products, changes in our merchandise mix, competition (including competitive promotional activity and discount retailers), current local and global economic conditions, the timing of our releases of new merchandise and promotional events, the success of marketing programs, the cannibalization of existing store sales by our new stores, changes in catalog circulation and in our direct-to-customer business and fluctuations in foreign exchange rates. Among other things, weather conditions can affect comparable store sales because inclement weather can alter consumer behavior or require us to close certain stores temporarily and thus reduce store traffic. Even if stores are not closed, many customers may decide to avoid going to stores in bad weather. These factors have caused and may continue to cause our comparable store sales results to differ materially from prior periods and from earnings guidance we have provided. For example, the overall economic and general retail

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sales environment, as well as current local and global economic conditions, has caused a significant decline in our comparable store sales results in the recent past.

Our comparable store sales have fluctuated significantly in the past on an annual, quarterly and monthly basis, and we expect that comparable store sales will continue to fluctuate in the future. Comparable store sales have decreased in the past, however, past comparable store sales are not necessarily an indication of future results. Our ability to improve our comparable store sales results depends, in large part, on maintaining and improving our forecasting of customer demand and buying trends, selecting effective marketing techniques, effectively driving traffic to our stores through marketing and various promotional events, providing an appropriate mix of merchandise for our broad and diverse customer base and using effective pricing strategies. Any failure to meet the comparable store sales expectations of investors and securities analysts in one or more future periods could significantly reduce the market price of our common stock.

Our failure to successfully manage the costs and performance of our catalog mailings might have a negative impact on our business.

Catalog mailings are an important component of our business. Postal rate increases, paper costs, printing costs and other catalog distribution costs affect the cost of our catalog mailings. We rely on discounts from the basic postal rate structure, which could be changed or discontinued at any time. Market paper costs have fluctuated significantly during the past three fiscal years and may continue to fluctuate in the future. Future increases in postal rates, paper costs or printing costs would have a negative impact on our operating results to the extent that we are unable to offset such increases: by raising prices; by implementing more efficient printing, mailing, delivery and order fulfillment systems; or through the use of alternative direct-mail formats. In addition, if the performance of our catalogs declines, if we misjudge the correlation between our catalog circulation and net sales, or if our catalog circulation optimization strategy overall does not continue to be successful, our results of operations could be negatively impacted.

We have historically experienced fluctuations in customer response to our catalogs. Customer response to our catalogs is substantially dependent on merchandise assortment, merchandise availability and creative presentation, as well as the selection of customers to whom the catalogs are mailed, changes in mailing strategies, the sizing and timing of delivery of the catalogs, as well as the general retail sales environment and current domestic and global economic conditions. In addition, environmental organizations and other consumer advocacy groups may attempt to create an unfavorable impression of our paper use in catalogs and our distribution of catalogs generally, which may have a negative effect on our sales and our reputation. In addition, we depend upon external vendors to print our catalogs. The failure to effectively produce or distribute our catalogs could affect the timing of catalog delivery. The timing of catalog delivery has been and can be affected by postal service delays. Any delays in the timing of catalog delivery could cause customers to forego or defer purchases, negatively impacting our business and operating results.

If we are unable to effectively manage our internet business, our reputation and operating results may be harmed.

Our internet business has been our fastest growing channel over the last several years and continues to be a significant part of our sales success. The success of our internet business depends, in part, on factors over which we have limited control. We must successfully respond to changing consumer preferences and buying trends relating to internet usage. We are also vulnerable to certain additional risks and uncertainties associated with the internet, including changes in required technology interfaces, website downtime and other technical failures, costs and technical issues as we upgrade our website software, computer viruses, changes in applicable federal and state regulations, security breaches and consumer privacy concerns. In addition, we must keep up to date with competitive technology trends, including the use of improved technology, creative user interfaces and other internet marketing tools such as paid search, which may increase costs and which may not succeed in increasing sales or attracting customers. Our failure to successfully respond to these risks and uncertainties might adversely affect the sales in our internet business, as well as damage our reputation and brands.

Our failure to successfully anticipate merchandise returns might have a negative impact on our business.

We record a reserve for merchandise returns based on historical return trends together with current product sales performance in each reporting period. If actual returns are greater than those projected and reserved for by management, additional sales returns might be recorded in the future. In addition, to the extent that returned merchandise is damaged, we often do not receive full retail value from the resale or liquidation of the merchandise. Further, the introduction of new merchandise, changes in merchandise mix, changes in consumer confidence, or other competitive and general economic conditions may cause actual returns to exceed merchandise return reserves. In particular, the current adverse economic conditions have resulted and may continue to result in increased merchandise returns. Any significant increase in merchandise returns that exceeds our reserves could harm our business and operating results.

If we are unable to manage successfully the complexities associated with a multi-channel and multi-brand business, we may suffer declines in our existing business and our ability to attract new business.

During the past several years, with the launch and expansion of our internet business, new brands and brand extensions, our overall business has become substantially more complex. The changes in our business have forced us to develop new expertise and face new challenges, risks and uncertainties. For example, we face the risk that our internet business might cannibalize a significant portion of our retail and catalog businesses, and we face the risk of catalog circulation cannibalizing our retail sales. While we recognize that our internet sales cannot be entirely incremental to sales through our retail and catalog channels, we seek to attract as many new customers as possible to our e-commerce websites. We continually analyze the business results of our three channels and the relationships among the channels in an effort to find opportunities to build incremental sales.

If we are unable to introduce new brands and brand extensions successfully, or to reposition or close existing brands, our business and operating results may be negatively impacted.

We have in the past and may in the future introduce new brands and brand extensions, or reposition or close existing brands. Our newest brands West Elm, PBteen and Williams-Sonoma Home and any other new brands, may not grow as we project and plan for. Further, if we devote time and resources to new brands, brand extensions or brand repositioning, and those businesses are not as successful as we planned, then we risk damaging our overall business results. Alternatively, if our new brands, brand extensions or repositioned brands prove to be very successful, we risk hurting our other existing brands through the potential migration of existing brand customers to the new businesses. In addition, we may not be able to introduce new brands and brand extensions, or to reposition brands, in a manner that improves our overall business and operating results and may therefore be forced to close the brands. For example, after another difficult year and an extensive review of our strategic alternatives, we concluded that the future potential of the Williams-Sonoma Home brand is limited. As such, we continued to focus on our retail restructuring and now expect to have all stand-alone stores closed by the end of this year. At the same time, we are developing new merchandising and marketing strategies for fiscal 2011, as we transition the brand to e-commerce and a limited store-in-store strategy within the Williams-Sonoma brand.

Our inability to obtain commercial insurance at acceptable rates or our failure to adequately reserve for self-insured exposures might increase our expenses and have a negative impact on our business.

We believe that commercial insurance coverage is prudent in certain areas of our business for risk management. Insurance costs may increase substantially in the future and may be affected by natural catastrophes, fear of terrorism, financial irregularities and other fraud at publicly-traded companies, intervention by the government and a decrease in the number of insurance carriers. In addition, the carriers with which we hold our policies may go out of business, or may be otherwise unable to fulfill their contractual obligations. In addition, for certain types or levels of risk, such as risks associated with earthquakes, hurricanes or terrorist attacks, we may determine that we cannot obtain commercial insurance at acceptable rates, if at all. Therefore, we may choose to forego or limit our purchase of relevant commercial insurance, choosing instead to self-insure one or more types or levels of risks. We are primarily self-insured for workers compensation, employee health benefits and product and general liability claims. If we suffer a substantial loss that is not covered by commercial insurance or our self-insurance reserves, the loss and attendant expenses could harm our business and operating results. In addition, exposures exist for which no insurance may be available and for which we have not reserved.

Our inability or failure to protect our intellectual property would have a negative impact on our brands, goodwill and operating results.

We may not be able to adequately protect our intellectual property. Our trademarks, service marks, copyrights, trade dress rights, trade secrets, domain names and other intellectual property are valuable assets that are critical to our success. The unauthorized reproduction or other misappropriation of our intellectual property could diminish the value of our brands or goodwill and cause a decline in our sales. Protection of our intellectual property and maintenance of distinct branding are particularly important as they distinguish our products and services from our competitors who may sell similar products and services. In addition, the costs of defending our intellectual property may adversely affect our operating results.

We may be subject to legal proceedings that could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources.

We are involved in lawsuits, claims and proceedings incident to the ordinary course of our business. Litigation is inherently unpredictable. Any claims against us, whether meritorious or not, could be time consuming, result in costly litigation, require significant amounts of management time and result in the diversion of significant operational resources. There is a growing number of business method patent infringement lawsuits in recent years. There has also been a rise in lawsuits against companies that collect personal information from customers. In addition, there has been an increase in employment-related lawsuits. From time to time, we have been subject to these types of lawsuits. The cost of defending claims against us or the ultimate resolution of such claims may harm our business and operating results. In addition, the significant deterioration in the global financial markets may create a more litigious environment and therefore subjects us to increased exposure to shareholder lawsuits.

Our operating results may be harmed by unsuccessful management of our employment, occupancy and other operating costs, and the operation and growth of our business may be harmed if we are unable to attract qualified personnel.

To be successful, we need to manage our operating costs and continue to look for opportunities to reduce costs. We recognize that we may need to increase the number of our employees, especially during peak sales seasons, and incur other expenses to support new brands and brand extensions, as well as the opening of new stores and direct-to-customer growth of our existing brands. Alternatively, if we are unable to make substantial adjustments to our cost structure during times of uncertainty, such as this current economic environment, we may incur unnecessary expenses, we may have too few resources to properly run our business, or our business and operating results may be negatively impacted. From time to time, we may also experience union organizing activity in currently non-union facilities. Union organizing activity may result in work slowdowns or stoppages and higher labor costs. In addition, there appears to be a growing number of wage-and-hour lawsuits and other employment-related lawsuits against retail companies, especially in California.

We contract with various agencies to provide us with qualified personnel for our workforce. Any negative publicity regarding these agencies, such as in connection with immigration issues or employment practices, could damage our reputation, disrupt our ability to obtain needed labor or result in financial harm to our business, including the potential loss of business-related financial incentives in the jurisdictions where we operate.

Although we strive to secure long-term contracts with our service providers and other vendors and to otherwise limit our financial commitment to them, we may not be able to avoid unexpected operating cost increases in the future. Further, we incur substantial costs to warehouse and distribute our inventory. Significant increases in our inventory levels may result in increased warehousing and distribution costs in addition to potential increases in costs associated with inventory that is lost, damaged or aged. Higher than expected costs, particularly if coupled with lower than expected sales, would negatively impact our business and operating results. In addition, in times of economic uncertainty, these long-term contracts may make it difficult to quickly reduce our fixed operating costs, which could negatively impact our business and operating results.

We are undertaking certain systems changes that might disrupt our business operations.

Our success depends, in part, on our ability to source and distribute merchandise efficiently through appropriate systems and procedures. We are in the process of substantially modifying our information technology systems, which involves updating or replacing legacy systems with successor systems over the course of several years. There are inherent risks associated with replacing our core systems, including supply chain and merchandising systems disruptions, that could affect our ability to get the correct products into the appropriate stores and delivered to customers. We may not successfully launch these new systems, or the launch of such systems may result in disruptions to our business operations. In addition, changes to any of our software implementation strategies could result in the impairment of software-related assets. We are also subject to the risks associated with the ability of our vendors to provide information technology solutions to meet our needs. Any disruptions could negatively impact our business and operating results.

We outsource certain aspects of our business to third party vendors and are in the process of insourcing certain business functions from third party vendors, both of which subject us to risks, including disruptions in our business and increased costs.

We outsource certain aspects of our business to third party vendors that subject us to risks of disruptions in our business as well as increased costs. For example, we utilize outside vendors for such things as payroll processing and various distribution center services. Accordingly, we are subject to the risks associated with their ability to successfully provide the necessary services to meet our needs. If our vendors are unable to adequately protect our data and information is lost, our ability to deliver our services is interrupted, or our vendors fees are higher than expected, then our business and operating results may be negatively impacted.

In addition, we are in the process of insourcing certain aspects of our business, including the management of certain infrastructure technology, furniture manufacturing, furniture delivery to our customers and the management of our international vendors, each of which were previously outsourced to third party providers. This may cause disruptions in our business and result in increased cost to us. In addition, if we are unable to perform these functions better than, or at least as well as, our third party providers, our business may be harmed.

Our efforts to expand internationally through franchising arrangements may not be successful and could impair the value of our brands.

We have entered into a franchise agreement with the M.H. Alshaya Company (M.H. Alshaya), an unaffiliated franchisee to operate stores in the Middle East. Under this agreement, M.H. Alshaya will operate stores that sell goods purchased from us under our brand names. We have no prior experience operating through these types of third party arrangements, and this arrangement may not be successful. The administration of this relationship may divert management attention and require more resources than we expect. While we expect that this will be a small part of our business in the near future, if successful, we plan to continue to increase the number of stores and countries in which these franchises operate as part of our efforts to expand internationally. The effect of these arrangements on our business and results of operations is uncertain and will depend upon various factors, including the demand for our products in new markets internationally. In addition, certain aspects of these arrangements are not directly within our control, such as the ability of M.H. Alshaya to meet its projections regarding store openings and sales. Moreover, while the agreement we have entered into may provide us with certain termination rights, to the extent that M.H. Alshaya does not operate its stores in a manner consistent with our requirements regarding our brand identities and customer experience standards, the value of our brands could be impaired. In addition, in connection with this new franchise agreement, we are implementing certain new processes that will subject us to additional regulations and laws, such as U.S. export regulations. Failure to comply with any applicable laws or regulations could have an adverse effect on our results of operations.

If our operating and financial performance in any given period does not meet the extensive guidance that we have provided to the public, our stock price may decline.

We provide extensive public guidance on our expected operating and financial results for future periods. Although we believe that this guidance provides investors and analysts with a better understanding of management s expectations for the future and is useful to our shareholders and potential shareholders, such guidance is comprised of forward-looking statements subject to the risks and uncertainties described in this report and in our other public filings and public statements. Our actual results may not always be in line with or exceed the guidance we have provided, especially in times of economic uncertainty. In the past, when we have reduced our previously provided guidance, the market price of our common stock has declined. If, in the future, our operating or financial results for a particular period do not meet our guidance or the expectations of investment analysts or if we reduce our guidance for future periods, the market price of our common stock may decline as well.

A variety of factors, including seasonality and the economic downturn, may cause our quarterly operating results to fluctuate, leading to volatility in our stock price.

Our quarterly results have fluctuated in the past and may fluctuate in the future, depending upon a variety of factors, including shifts in the timing of holiday selling seasons, including Valentine s Day, Easter, Halloween, Thanksgiving and Christmas, as well as changes in economic conditions. A significant portion of our revenues and net earnings has typically been realized during the period from October through December each year. In anticipation of increased holiday sales activity, we incur certain significant incremental expenses prior to and during peak selling seasons, particularly October through December, including fixed catalog production and mailing costs and the costs associated with hiring a substantial number of temporary employees to supplement our existing workforce. For example, we realized lower-than-historical revenues and net earnings during the October through December selling season of fiscal 2008 due to the economic downturn, which affected our business and operating results.

We may require external funding sources for operating funds, which may cost more than we expect, or not be available at the levels we require and, as a consequence, our expenses and operating results could be negatively affected.

We regularly review and evaluate our liquidity and capital needs. We currently believe that our available cash, cash equivalents and cash flow from operations will be sufficient to finance our operations and expected capital requirements for at least the next 12 months. However, we might experience periods during which we encounter additional cash needs and we might need additional external funding to support our operations. Although we were able to amend our line of credit facility during fiscal 2010 on acceptable terms, in the event we require additional liquidity from our lenders, such funds may not be available to us or may not be available to us on acceptable terms in the future. For example, in the event we were to breach any of our financial covenants, our banks would not be required to provide us with additional funding, or they may require us to renegotiate our existing credit facility on less favorable terms. In addition, we may not be able to renew our letters of credit that we use to help pay our suppliers on terms that are acceptable to us, or at all, as the availability of letter of credit facilities may continue to be limited. Further, the providers of such credit may reallocate the available credit to other borrowers. If we are unable to access credit at the levels we require, or the cost of credit is greater than expected, it could adversely affect our operating results.

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Disruptions in the financial markets may adversely affect our liquidity and capital resources and our business.

Disruptions in the global financial markets and banking systems have made credit and capital markets more difficult for companies to access, even for some companies with established revolving or other credit facilities. We have access to capital through our revolving line of credit facility. Each financial institution, which is part of the syndicate for our revolving line of credit facility, is responsible for providing a portion of the loans to be made under the facility. If any participant, or group of participants, with a significant portion of the commitments in our revolving line of credit facility fails to satisfy its obligations to extend credit under the facility and we are unable to find a replacement for such participant or group of participants on a timely basis (if at all), our liquidity and our business may be materially adversely affected.

If we are unable to pay quarterly dividends or repurchase our stock at intended levels, our reputation and stock price may be harmed.

In May 2010, our Board of Directors authorized the repurchase of up to $60,000,000 of our common stock and in September 2010, the Board authorized a new stock repurchase program to purchase up to $65,000,000 of our common stock. In addition, our quarterly cash dividend is $0.15 per common share, an indicated annual cash dividend of approximately $65,000,000. The dividend and stock repurchase programs may require the use of a significant portion of our cash earnings. As a result, we may not retain a sufficient amount of cash to fund our operations or finance future growth opportunities, new product development initiatives and unanticipated capital expenditures. Further, our Board of Directors may, at its discretion, decrease the intended level of dividends or entirely discontinue the payment of dividends at any time. The stock repurchase program does not have an expiration date and may be limited at any time. Our ability to pay dividends and repurchase stock will depend on our ability to generate sufficient cash flows from operations in the future. This ability may be subject to certain economic, financial, competitive and other factors that are beyond our control. Any failure to pay dividends or repurchase stock after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our stock price.

If we fail to maintain proper and effective internal controls, our ability to produce accurate and timely financial statements could be impaired and our investors views of us could be harmed.

We have evaluated and tested our internal controls in order to allow management to report on, and our registered independent public accounting firm to attest to, our internal controls, as required by Section 404 of the Sarbanes-Oxley Act of 2002. If we are not able to continue to meet the requirements of Section 404 in a timely manner, or with adequate compliance, we would be required to disclose material weaknesses if they develop or are uncovered and we may be subject to sanctions or investigation by regulatory authorities, such as the Securities and Exchange Commission or the New York Stock Exchange. In addition, our internal controls may not prevent or detect all errors and fraud. A control system, no matter how well designed and operated, is based upon certain assumptions and can provide only reasonable assurance that the objectives of the control system will be met. If any of the above were to occur, our business and the perception of us in the financial markets could be negatively impacted.

Changes to accounting rules or regulations may adversely affect our operating results.

Changes to existing accounting rules or regulations may impact our future operating results. A change in accounting rules or regulations may even affect our reporting of transactions completed before the change is effective. The introduction of new accounting rules or regulations and varying interpretations of existing accounting rules or regulations have occurred and may occur in the future. Future changes to accounting rules or regulations, or the questioning of current accounting practices, may adversely affect our operating results.

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Changes to estimates related to our property and equipment, including information technology systems, or operating results that are lower than our current estimates at certain store locations, may cause us to incur impairment charges.

We make certain estimates and projections in connection with impairment analyses for certain of our store locations and other property and equipment, including information technology systems. These impairment analyses require that we review for impairment all stores for which current or projected cash flows from operations are not sufficient to recover the carrying value of the asset. An impairment charge is required when the carrying value of the asset exceeds the undiscounted future cash flows over the remaining life of the lease. These calculations require us to make a number of estimates and projections of future results. If these estimates or projections change or prove incorrect, we may be, and have been, required to record impairment charges on certain store locations and other property and equipment, including information technology systems. These impairment charges have been significant in the past and may be in the future and, as a result of these charges, our operating results have been and may be adversely affected.

If we do not properly account for our unredeemed gift certificates, gift cards and merchandise credits, our operating results will be harmed.

We maintain a liability for unredeemed gift cards, gift certificates and merchandise credits until the earlier of redemption, escheatment or four years. After four years, the remaining unredeemed gift cards, gift certificate or merchandise credit liability is relieved and recorded as a benefit within selling, general and administrative expenses. In the event that our historical redemption patterns change in the future, we might change the minimum time period for maintaining a liability for unredeemed gift certificates on our balance sheets, which would affect our financial position or operating results. Further, in the event that a state or states were to require that the unredeemed amounts be escheated to that state or states, our business and operating results would be harmed.

We may be exposed to risks and costs associated with credit card fraud and identity theft that could cause us to incur unexpected expenses and loss of revenue.

A significant portion of our customer orders are placed through our website or through our customer care centers. In addition, a significant portion of sales made through our retail channel require the collection of certain customer data, such as credit card information. In order for our sales channel to function and develop successfully, we and other parties involved in processing customer transactions must be able to transmit confidential information, including credit card information, securely over public networks. Third parties may have the technology or knowledge to breach the security of customer transaction data. Although we take the security of our systems and the privacy of our customers confidential information seriously, we cannot guarantee that our security measures will effectively prevent others from obtaining unauthorized access to our information and our customers information. Any person who circumvents our security measures could destroy or steal valuable information or disrupt our operations. Any security breach could cause consumers to lose confidence in the security of our website or stores and choose not to purchase from us. Any security breach could also expose us to risks of data loss, litigation and liability and could seriously disrupt our operations and harm our reputation, any of which could harm our business.

In addition, states and the federal government are increasingly enacting laws and regulations to protect consumers against identity theft. We collect personal information from consumers in the course of doing business. These laws will likely increase the costs of doing business and, if we fail to implement appropriate safeguards or to detect and provide prompt notice of unauthorized access as required by some of these new laws, we could be subject to potential claims for damages and other remedies, which could harm our business.

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Fluctuations in our tax obligations and effective tax rate may result in volatility of our operating results and stock price.

We are subject to income taxes in many U.S. and certain foreign jurisdictions. We record tax expense based on our estimates of future payments, which include reserves for estimates of probable settlements of foreign and domestic tax audits. At any one time, many tax years are subject to audit by various taxing jurisdictions. The results of these audits and negotiations with taxing authorities may affect the ultimate settlement of these issues. As a result, we expect that throughout the year there could be ongoing variability in our quarterly tax rates as taxable events occur and exposures are evaluated. In addition, our effective tax rate in a given financial statement period may be materially impacted by changes in the mix and level of earnings or by changes to existing accounting rules or regulations. Further, there is proposed tax legislation that may be enacted in the future, which could negatively impact our current or future tax structure and effective tax rates.

If we fail to attract and retain key personnel, our business and operating results may be harmed.

Our future success depends to a significant degree on the skills, experience and efforts of key personnel in our senior management, whose vision for our company, knowledge of our business and expertise would be difficult to replace. If any of our key employees leaves, is seriously injured or is unable to work, and we are unable to find a qualified replacement, we may be unable to execute our business strategy.

In addition, our main offices are located in the San Francisco Bay Area, where competition for personnel with retail and technology skills can be intense. If we fail to identify, attract, retain and motivate these skilled personnel, especially in this challenging economic environment, our business may be harmed. Further, in the event we need to hire additional personnel, we may experience difficulties in attracting and successfully hiring such individuals due to competition for highly skilled personnel, as well as the significantly higher cost of living expenses in our market.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table provides information as of October 31, 2010 with respect to shares of common stock we repurchased during the third quarter of fiscal 2010.

Fiscal period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Program*	Maximum Dollar Value of Shares that May Yet be Purchased Under the Program*
August 2, 2010 to August 29, 2010	341,363	$ 25.93	341,363	$ 6,844,000
August 30, 2010 to September 26, 2010	469,353	$ 28.27	469,353	$ 58,573,000
September 27, 2010 to October 31, 2010	443,959	$ 32.18	443,959	$ 44,286,000
Total	1,254,675	$ 29.02	1,254,675	$ 44,286,000

* *In May 2010, our Board of Directors authorized a stock repurchase program to purchase up to $60,000,000 of our common stock through open market and privately negotiated transactions, at times and in such amounts as management deems appropriate. During the third quarter of 2010, we completed all remaining share repurchases under this program and in September 2010 our Board of Directors authorized a new share repurchase program to purchase up to $65,000,000 of our outstanding common stock. The authorization of the stock repurchase program reflects the Board of Director s objective to offset dilution from equity compensation programs on an on-going basis. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements, capital availability, and other market conditions. The stock repurchase program does not have an expiration date and may be limited or terminated at any time without prior notice.*

ITEM 6. EXHIBITS

(a) Exhibits

Exhibit Number	Exhibit Description
10.1	Seventh Amendment, dated as of September 3, 2010, to the Reimbursement Agreement between the Company and Bank of America, N.A., dated as of July 1, 2005
10.2	Sixth Amendment, dated as of September 3, 2010, to the Reimbursement Agreement between the Company and Wells Fargo Bank, N.A., dated as of July 1, 2005
10.3	Fifth Amendment, dated as of September 3, 2010, to the Reimbursement Agreement between the Company and U.S. Bank National Association, N.A., dated as of September 8, 2006
10.4	Fifth Amended and Restated Credit Agreement, dated September 23, 2010, between the Company and Bank of America, N.A., as administrative agent, letter of credit issuer and swingline lender, Wells Fargo Bank, National Association, as syndication agent, JPMorgan Chase Bank, N.A. and U.S. Bank, National Association, as co-documentation agents, and the lenders party thereto
31.1	Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
31.2	Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) and Rule 15d-14(a) of the Securities Exchange Act, as amended
32.1	Certification of Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

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SIGNATURE

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.

WILLIAMS-SONOMA, INC.

By: /s/ Sharon L. McCollam
Sharon L. McCollam
Executive Vice President,
Chief Operating and Chief Financial Officer

Date: December 10, 2010