
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

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

For the Quarterly Period Ended December 31, 2005

or

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

Commission file number 001-13057

Polo Ralph Lauren Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-2622036

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

**650 Madison Avenue,
New York, New York**

(Address of principal executive offices)

10022

(Zip Code)

Registrant's telephone number, including area code

212-318-7000

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 registrants were required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

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

At January 28, 2006, 61,647,345 shares of the registrant's Class A Common Stock, \$.01 par value, were outstanding and 43,280,021 shares of the registrant's Class B Common Stock, \$.01 par value, were outstanding.

POLO RALPH LAUREN CORPORATION

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POLO RALPH LAUREN CORPORATION
CONSOLIDATED BALANCE SHEETS

	December 31, 2005	April 2, 2005
	(In thousands, except shares and per share data) (Unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 643,874	\$ 350,485
Accounts receivable, net of allowances of \$97,578 and \$111,042	356,677	455,682
Inventories	443,267	430,082
Deferred tax assets	70,392	74,821
Prepaid expenses and other	79,295	102,693
Total current assets	<u>1,593,505</u>	<u>1,413,763</u>
Property and equipment, net	517,860	487,894
Deferred tax assets	32,932	35,973
Goodwill	568,435	558,858
Intangible assets, net	103,653	46,991
Other assets	201,074	183,190
Total assets	<u>\$ 3,017,459</u>	<u>\$ 2,726,669</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	158,795	184,394
Income tax payable	55,374	72,148
Accrued expenses and other	397,216	365,868
Current maturities of long-term debt	260,778	—
Total current liabilities	<u>872,163</u>	<u>622,410</u>
Long-term debt	—	290,960
Other non-current liabilities	169,899	137,591
Total liabilities	<u>1,042,062</u>	<u>1,050,961</u>
Stockholders' equity:		
Common stock		
Class A, par value \$.01 per share; 500,000,000 shares authorized; 65,889,575 and 64,016,034 shares issued and outstanding	659	640
Class B, par value \$.01 per share; 100,000,000 shares authorized; 43,280,021 shares issued and outstanding	433	433
Additional paid-in-capital	761,737	664,291
Retained earnings	1,317,457	1,090,310
Treasury stock, Class A, at cost (4,249,230 and 4,177,600 shares)	(83,280)	(80,027)
Accumulated other comprehensive income	24,593	29,973
Unearned compensation	(46,202)	(29,912)
Total stockholders' equity	<u>1,975,397</u>	<u>1,675,708</u>
Total liabilities and stockholders' equity	<u>\$ 3,017,459</u>	<u>\$ 2,726,669</u>

See accompanying notes.

POLO RALPH LAUREN CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
		(As restated, see Note 4)		(As restated, see Note 4)
	(In thousands, except per share data) (Unaudited)			
Net sales	\$ 933,182	\$ 843,639	\$ 2,592,533	\$ 2,226,178
Licensing revenue	62,300	57,935	182,275	177,016
Net revenues	995,482	901,574	2,774,808	2,403,194
Cost of goods sold(a)	(464,017)	(455,498)	(1,277,370)	(1,195,556)
Gross profit	531,465	446,076	1,497,438	1,207,638
Other costs and expenses:				
Selling, general and administrative expenses(a)	(381,615)	(329,047)	(1,082,892)	(945,117)
Amortization of intangible assets	(1,765)	(621)	(4,342)	(1,863)
Impairments of retail assets	(4,443)	—	(9,358)	(599)
Restructuring charges	—	(218)	—	(1,846)
Total other costs and expenses	(387,823)	(329,886)	(1,096,592)	(949,425)
Operating income	143,642	116,190	400,846	258,213
Foreign currency gains (losses)	(577)	400	(6,561)	3,334
Interest expense	(3,312)	(2,958)	(8,612)	(8,166)
Interest income	3,772	969	9,620	2,508
Income before provision for income taxes and other income (expense), net	143,525	114,601	395,293	255,889
Provision for income taxes	(52,368)	(40,280)	(146,992)	(89,987)
Other income (expense), net	(484)	715	(2,716)	1,127
Net income	\$ 90,673	\$ 75,036	\$ 245,585	\$ 167,029
Net income per share — Basic	\$ 0.87	\$ 0.74	\$ 2.36	\$ 1.65
Net income per share — Diluted	\$ 0.84	\$ 0.72	\$ 2.30	\$ 1.61
Weighted-average common shares outstanding — Basic	104,688	101,896	103,976	101,190
Weighted-average common shares outstanding — Diluted	107,780	104,325	106,893	103,566
Dividends declared per share	\$ 0.05	\$ 0.05	\$ 0.15	\$ 0.15
(a) Includes total depreciation expense of:	\$ (34,564)	\$ (26,377)	\$ (90,219)	\$ (72,056)

See accompanying notes.

POLO RALPH LAUREN CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	<u>Nine Months Ended</u>	
	<u>December 31,</u> <u>2005</u>	<u>January 1,</u> <u>2005</u>
		<u>(As restated,</u> <u>see Note 4)</u>
	<u>(In thousands)</u> <u>(Unaudited)</u>	
Cash flows from operating activities:		
Net income	\$ 245,585	\$ 167,029
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	94,561	73,919
Deferred income taxes	(16,318)	(3,127)
Minority interest expense	7,270	4,656
Equity in the income of equity-method investees	(4,554)	(5,783)
Non-cash stock compensation expense	21,131	9,350
Non-cash impairments of retail assets	9,358	599
Provision for losses on accounts receivable	918	4,242
Loss on disposal of property and equipment	1,574	3,927
Foreign currency losses (gains)	3,811	(3,334)
Changes in operating assets and liabilities:		
Accounts receivable	107,807	107,737
Inventories	4,459	(27,576)
Accounts payable and accrued liabilities	(7,380)	(6,110)
Other balance sheet changes	25,388	34,381
Net cash provided by operating activities	<u>493,610</u>	<u>359,910</u>
Cash flows from investing activities:		
Acquisitions, net of cash acquired	(113,965)	(243,834)
Capital expenditures	(97,625)	(126,126)
Net cash used in investing activities	<u>(211,590)</u>	<u>(369,960)</u>
Cash flows from financing activities:		
Payments of capital lease obligations	(983)	(973)
Payments of deferred financing costs	—	(1,106)
Payments of dividends	(15,662)	(15,137)
Repurchases of common stock	(3,253)	(1,052)
Proceeds from exercise of stock options	44,859	42,228
Net cash provided by (used in) financing activities	<u>24,961</u>	<u>23,960</u>
Effect of exchange rate changes on cash and cash equivalents	(13,592)	3,278
Net increase (decrease) in cash and cash equivalents	293,389	17,188
Cash and cash equivalents at beginning of period	350,485	352,335
Cash and cash equivalents at end of period	<u>\$ 643,874</u>	<u>\$ 369,523</u>

See accompanying notes.

POLO RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(In thousands, except per share data and where otherwise indicated)
(Unaudited)

1. Description of Business

Polo Ralph Lauren Corporation (“PRLC”) is a leader in the design, marketing and distribution of premium lifestyle products. PRLC’s long-standing reputation and distinctive image have been consistently developed across an expanding number of products, brands and international markets. PRLC’s brand names include *Polo*, *Polo by Ralph Lauren*, *Ralph Lauren Purple Label*, *Ralph Lauren Black Label*, *Polo Sport*, *Ralph Lauren*, *Blue Label*, *Lauren*, *Polo Jeans*, *RL*, *Rugby*, *Chaps* and *Club Monaco*, among others. PRLC and its subsidiaries are collectively referred to herein as the “Company,” “we,” “us,” “our” and “ourselves,” unless the context indicates otherwise.

We classify our interests into three business segments: wholesale, retail and licensing. Through those interests, we design, license, contract for the manufacture of, market and distribute men’s, women’s and children’s apparel, accessories, fragrances and home furnishings. Our wholesale sales are principally to major department and specialty stores located throughout the United States and Europe. We also sell directly to consumers through full-price and factory retail stores located throughout the United States, Canada, Europe, South America and Asia, and through our jointly owned retail internet site located at www.polo.com. In addition, we often license the right to third parties to use our various trademarks in connection with the manufacture and sale of designated products, such as eyewear and fragrances, in specified geographic areas.

2. Basis of Presentation

Basis of Consolidation

The accompanying consolidated financial statements present the financial position, results of operations and cash flows of the Company and all entities in which the Company has a controlling voting interest. The consolidated financial statements also include the accounts of any variable interest entities in which the Company is considered to be the primary beneficiary and such entities are required to be consolidated in accordance with accounting principles generally accepted in the United States (“US GAAP”). In particular, pursuant to the provisions of Financial Accounting Standards Board (“FASB”) Interpretation 46R (“FIN 46R”), the Company consolidates its 50% interest in Ralph Lauren Media, LLC (“RL Media”), a joint venture with National Broadcasting Company, Inc. (now known as NBC Universal, Inc.) and an affiliated company (collectively, “NBC”). RL Media conducts the Company’s e-commerce initiatives.

All significant intercompany balances and transactions have been eliminated in consolidation.

Fiscal Year

Our fiscal year ends on the Saturday closest to March 31. As such, all references to “Fiscal 2006” represent the 52-week fiscal year ending April 1, 2006 and references to “Fiscal 2005” represent the 52-week fiscal year ended April 2, 2005.

The financial position and operating results of RL Media are reported on a three-month lag. Similarly, the financial position and operating results of our consolidated 50% interest in Polo Ralph Lauren Japan Corporation (formerly known as New Polo Japan, Inc.) are reported on a one-month lag.

Interim Financial Statements

The accompanying consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the “SEC”). The accompanying consolidated financial statements are unaudited. But, in the opinion of management, such consolidated financial statements contain all normal and recurring adjustments necessary to present fairly the consolidated financial condition,

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

results of operations and changes in cash flows of the Company for the interim periods presented. In addition, certain information and footnote disclosure normally included in financial statements prepared in accordance with US GAAP have been condensed or omitted from this report as is permitted by the SEC's rules and regulations. However, we believe that the disclosures herein are adequate to make the information presented not misleading.

The consolidated balance sheet data as of April 2, 2005 is derived from the audited financial statements included in our Annual Report on Form 10-K filed with the SEC for the year ended April 2, 2005 (the "Fiscal 2005 10-K"), which should be read in conjunction with these financial statements. Reference is made to the Fiscal 2005 10-K for a complete set of financial statements.

Seasonality of Business

Our business is affected by seasonal trends, with higher levels of wholesale sales in our second and fourth quarters and higher retail sales in our second and third quarters. These trends result primarily from the timing of seasonal wholesale shipments and key vacation travel and holiday periods in the retail segment. Accordingly, our operating results and cash flows for the three and nine-month periods ended December 31, 2005 are not necessarily indicative of the results that may be expected for Fiscal 2006 as a whole.

Restatements and Reclassifications

As previously disclosed in our Quarterly Report on Form 10-Q for the three months ended July 2, 2005 (the "First Quarter 2006 10-Q"), we had to restate certain quarterly financial information for our Fiscal 2005 quarterly periods. These restatements and related reconciliations from previously filed financial statements are described in further detail in Note 4 to the accompanying consolidated financial statements. In addition, certain reclassifications have been made to the prior period's financial information in order to conform to the current period's presentation.

3. Summary of Significant Accounting Policies

Revenue Recognition

Revenue within our wholesale segment is recognized at the time title passes and risk of loss is transferred to customers. Wholesale revenue is recorded net of returns, discounts, end-of-season markdown allowances and operational chargebacks. Returns and allowances require pre-approval from management and discounts are based on trade terms. Estimates for end-of-season markdown allowances are based on historic trends, seasonal results, an evaluation of current economic and market conditions, and retailer performance. The Company reviews and refines these estimates on a quarterly basis. The Company's historical estimates of these costs have not differed materially from actual results.

Retail store revenue is recognized net of estimated returns at the time of sale to consumers. Licensing revenue is initially recorded based upon contractually guaranteed minimum levels and adjusted as actual sales data is received from licensees. During the three and nine months ended December 31, 2005 and January 1,

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

2005, the Company reduced revenues and credited customer accounts for customer allowances, discounts, operational chargebacks and returns as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Beginning reserve balance	\$ 89,687	\$ 76,474	\$ 100,001	\$ 90,269
Provision taken to increase reserve	66,571	74,612	200,377	183,576
Amount credited against customer accounts	(65,943)	(71,745)	(208,980)	(194,893)
Foreign currency translation	(218)	1,691	(1,301)	2,080
Ending reserve balance	<u>\$ 90,097</u>	<u>\$ 81,032</u>	<u>\$ 90,097</u>	<u>\$ 81,032</u>

Accounts Receivable

In the normal course of business, the Company extends credit to customers that satisfy defined credit criteria. Accounts receivable, net, as shown in our consolidated balance sheet, is net of the following allowances and reserves.

An allowance for doubtful accounts is determined through analysis of periodic aging of accounts receivable, assessments of collectibility based on an evaluation of historic and anticipated trends, the financial condition of the Company's customers, and an evaluation of the impact of economic conditions. Expenses of \$0.8 million were recorded as an allowance for uncollectible accounts during the nine months ended December 31, 2005. The amounts written off against customer accounts during the nine months ended December 31, 2005 and January 1, 2005 totaled \$3.8 million and \$1.0 million, respectively, and the balance in this reserve was \$7.5 million as of December 31, 2005.

A reserve for trade discounts is determined based on open invoices where trade discounts have been extended to customers and is treated as a reduction of sales.

Estimated end-of-season markdown allowances are included as a reduction of sales. As described above, these provisions are based on retail sales performance, seasonal negotiations with our customers, historical deduction trends and an evaluation of current market conditions.

A reserve for operational chargebacks represents various deductions by customers relating to individual shipments. This reserve, net of expected recoveries, is included as a reduction of sales. The reserve is based on chargebacks received as of the date of the financial statements and past experience. Costs associated with potential returns of products also are included as a reduction of sales. These return reserves are based on current information regarding retail performance, historical experience and an evaluation of current market conditions. The Company's historical estimates of these operational chargeback and return costs have not differed materially from actual results.

Stock Options

We currently use the intrinsic value method to account for stock-based compensation in accordance with Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," ("APB 25") and have adopted the disclosure-only provisions of FASB Statement No. 123, "Accounting for Stock-Based Compensation," as amended by FASB Statement No. 148, "Accounting for Stock-Based Compensation — Transition and Disclosure" ("FAS 123"). Accordingly, no compensation cost has been recognized for fixed stock option grants. Had compensation costs for the Company's stock option grants been

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

determined based on the fair value at the grant dates of such awards in accordance with FAS 123, the Company's net income and earnings per share would have been reduced to the pro forma amounts as follows:

	For the Three Months Ended		For the Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
	(In thousands, except per share amounts)			
Net income as reported	\$ 90,673	\$ 75,036	\$ 245,585	\$ 167,029
Add: stock-based employee compensation expense included in reported net income, net of tax	6,265	2,903	13,186	6,018
Deduct: total stock-based employee compensation expense determined under fair value based method for all awards, net of tax	9,569	6,368	23,074	16,343
Pro forma net income	<u>\$ 87,369</u>	<u>\$ 71,571</u>	<u>\$ 235,697</u>	<u>\$ 156,704</u>
Net income per share as reported —				
Basic	\$ 0.87	\$ 0.74	\$ 2.36	\$ 1.65
Diluted	\$ 0.84	\$ 0.72	\$ 2.30	\$ 1.61
Pro forma net income per share —				
Basic	\$ 0.83	\$ 0.70	\$ 2.27	\$ 1.55
Diluted	\$ 0.81	\$ 0.69	\$ 2.20	\$ 1.51

For this purpose, the fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted-average assumptions used for grants in Fiscal 2006 and Fiscal 2005, respectively: risk-free interest rates of 3.66% and 3.63%; a dividend of \$0.20 per annum; expected volatility of 29.1% and 35.0%, and expected lives of 5.2 years for both periods.

As noted below under "New Accounting Pronouncements," we will begin recognizing compensation cost for fixed stock option awards effective April 2, 2006, pursuant to our adoption of FASB Statement No. 123R, "Share-Based Payments" ("FAS 123R").

New Accounting Pronouncements

In May 2005, the FASB issued Statement No. 154, "Accounting Changes and Error Corrections" ("FAS 154"). FAS 154 generally requires that accounting changes and errors be applied retrospectively. FAS 154 is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Company does not expect FAS 154 to have a material impact on its financial statements.

In March 2005, the FASB issued Statement of Financial Accounting Standards Interpretation Number 47, "Accounting for Conditional Asset Retirement Obligations" ("FIN 47"). FIN 47 provides clarification regarding the meaning of the term "conditional asset retirement obligation" as used in FASB Statement No. 143, "Accounting for Asset Retirement Obligations." FIN 47 is effective for fiscal years beginning after December 15, 2005. The Company is currently evaluating the impact of FIN 47 on its financial statements.

In December 2004, the FASB issued FSP No. 109-2, "Accounting and Disclosure Guidance for the Foreign Earnings Repatriation Provision within the American Jobs Creation Act of 2004" ("FSP No. 109-2"). FSP No. 109-2 provides guidance under FASB Statement No. 109, "Accounting for Income

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Taxes,” (“FAS 109”) with respect to recording the potential impact of the repatriation provisions of the American Jobs Creation Act of 2004 (the “Jobs Act”) on enterprises’ income tax expense and deferred tax liability. FSP No. 109-2 states that an enterprise is allowed time beyond the financial reporting period of enactment to evaluate the effect of the Jobs Act on its plan for reinvestment or repatriation of foreign earnings for purposes of applying FAS No. 109. The Company is currently evaluating the impact of FSP No. 109-2 on its consolidated financial statements.

In December 2004, the FASB issued FAS 123R. Under this standard, all forms of share-based payment to employees, including stock options, would be treated as compensation and recognized in the statement of operations. This standard will be effective for awards granted, modified or settled in fiscal years beginning after June 15, 2005. The Company currently accounts for stock options under APB No. 25. The pro forma impact of expensing options, valued using the Black Scholes valuation model, has been disclosed previously in this Note. The Company is currently researching the appropriate valuation model to use for stock options. In connection with the issuance of FAS 123R, the SEC issued Staff Accounting Bulletin No. 107 (“SAB 107”) in March of 2005. SAB 107 provides implementation guidance for companies to use in their adoption of FAS 123R. The Company is currently evaluating the effect of FAS 123R and SAB 107 on its financial statements and will implement FAS 123R on April 2, 2006.

In November 2004, the FASB issued Statement No. 151, “Inventory Costs” (“FAS 151”). FAS 151 clarifies standards for the treatment of abnormal amounts of idle facility expense, freight, handling costs and spoilage. FAS 151 is effective for fiscal years beginning after June 15, 2005. The Company is currently evaluating the impact of FAS 151 on its financial statements, but it is not expected to have a material effect.

4. Restatement of Previously Issued Financial Statements

As previously disclosed in its First Quarter 2006 10-Q, the Company has concluded that the restatements described herein are necessary to its financial statements for the three and nine months ended January 1, 2005. No restatement of the Company’s financial statements for full Fiscal 2005 is necessary as a result of the matters discussed below.

As a result of the clarifications contained in the February 7, 2005 letter from the Office of the Chief Accountant of the SEC to the Center for Public Company Audit Firms of the American Institute of Certified Public Accountants regarding specific lease accounting issues, the Company initiated a review of its lease accounting practices. Management and the Audit Committee of the Company’s Board of Directors determined that the Company’s accounting practices were incorrect with respect to rent holiday periods and the classification of landlord incentives and the related amortization. The Company has made all appropriate adjustments to correct those errors.

In particular, in periods prior to the fourth quarter of Fiscal 2005, the Company recorded straight-line rent expense for store operating leases over the related stores’ lease term beginning with the commencement date of store operations. Rent expense was not recognized during any build-out period. To correct this practice, the Company adopted a policy in which rent expense is recognized on a straight-line basis over the stores’ lease term commencing with the build-out period (the effective lease-commencement date). In addition, prior to the fourth quarter of Fiscal 2005, the Company incorrectly classified tenant allowances (amounts received from a landlord to fund leasehold improvements) as a reduction of property and equipment, rather than as a deferred lease incentive liability. The amortization of these landlord incentives was originally recorded as a reduction in depreciation expense rather than as a reduction in rent expense. Similarly, the Company’s statement of cash flows had originally reflected these incentives as a reduction of capital expenditures within cash flows from investing activities, rather than as cash flows from operating activities. These corrections resulted in an increase to net property and equipment of \$10.0 million and deferred lease incentive liabilities of \$22.6 million at January 1, 2005. Additionally, the reclassification of the amortization of deferred lease incentives resulted in a decrease to rent expense of

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

\$0.9 million for the three months ended January 1, 2005, an increase to rent expense of \$2.5 million for the nine months ended January 1, 2005, and an increase to depreciation expense of \$0.7 million and \$2.1 million for the three-month and nine-month periods ended January 1, 2005, respectively.

In January 2000, RL Media, a joint venture with NBC, was formed. Prior to the end of Fiscal 2005, the Company used the equity method of accounting for this investment. On December 24, 2003, the FASB issued FIN 46R. At that time, the Company considered the provisions of FIN 46R for its financial statements and concluded that RL Media was a variable interest entity (“VIE”) under FIN 46R. However, the Company determined that it was not the primary beneficiary under FIN 46R and, therefore, should not consolidate the results of RL Media. Upon subsequent review at the end of Fiscal 2005, the Company concluded that its previous determination was incorrect and that consolidation of RL Media into the Company’s financial statements was required. Accordingly, effective with the fourth quarter of Fiscal 2005, the Company restated all prior periods to reflect the consolidation of RL Media, including the first three quarters of Fiscal 2005. The effects from such restatement are presented below.

There were also various balance sheet and cash flow classification errors that were detected subsequent to the issuance of certain of the Company’s Fiscal 2005 quarterly financial statements, which had an impact on the presentation of cash flows for such previously filed quarterly periods. In particular, the statement of cash flows for the nine months ended January 1, 2005 has been restated to reflect a \$1.0 million increase in cash provided by operations, consisting of the reclassification of certain capital lease payments from operating activities to financing activities.

A summary of the impact of the restatement to properly account for leases and to consolidate RL Media on the consolidated income statements for the three and nine months ended January 1, 2005 is as follows (in thousands, except for per share amounts):

	Three Months Ended January 1, 2005			
	As Previously Reported	Lease Accounting Adjustments	RL Media Consolidation	As Restated
Consolidated Statement of Income				
Net sales	\$ 830,058	\$ —	\$ 13,581	\$ 843,639
Net revenues	887,993	—	13,581	901,574
Cost of goods sold	(449,960)	—	(5,538)	(455,498)
Gross profit	438,033	—	8,043	446,076
Selling, general and administrative expenses	(322,360)	198	(6,885)	(329,047)
Amortization of intangible assets	(621)	—	—	(621)
Impairments of retail assets	—	—	—	—
Restructuring charges	(218)	—	—	(218)
Operating income	114,834	198	1,158	116,190
Interest expense, net	(1,996)	—	7	(1,989)
Income before provision for income taxes and other income (expense), net	113,238	198	1,165	114,601
Provision for income taxes	(40,199)	(81)	—	(40,280)
Other income (expense), net	1,803	—	(1,088)	715
Net income	74,842	117	77	75,036
Net income per share — Basic	0.73	0.01	—	0.74
Net income per share — Diluted	0.72	—	—	0.72

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Nine Months Ended January 1, 2005			
	As Previously Reported	Lease Accounting Adjustments	RL Media Consolidation	As Restated
Consolidated Statement of Income				
Net sales	\$ 2,187,407	\$ —	\$ 38,771	\$ 2,226,178
Net revenues	2,364,423	—	38,771	2,403,194
Cost of goods sold	(1,181,535)	—	(14,021)	(1,195,556)
Gross profit	1,182,888	—	24,750	1,207,638
Selling, general and administrative expenses	(919,469)	(4,613)	(21,035)	(945,117)
Amortization of intangible assets	(1,863)	—	—	(1,863)
Impairments of retail assets	(599)	—	—	(599)
Restructuring charges	(1,846)	—	—	(1,846)
Operating income	259,111	(4,613)	3,715	258,213
Interest expense, net	(5,671)	—	13	(5,658)
Income before provision for income taxes and other income (expense), net	256,774	(4,613)	3,728	255,889
Provision for income taxes	(91,342)	1,874	(519)	(89,987)
Other income (expense), net	3,220	—	(2,093)	1,127
Net income	168,652	(2,739)	1,116	167,029
Net income per share — Basic	1.67	(0.03)	0.01	1.65
Net income per share — Diluted	1.63	(0.03)	0.01	1.61

A summary of the impact of the corrections to the statement of cash flows is as follows (in thousands):

	As Previously Reported	Lease Accounting Adjustments	RL Media Consolidation	Other Cash Flow Adjustment	As Restated
	Consolidated Statement of Cash Flows				
For the nine months ended January 1, 2005:					
Net cash provided by (used in) operating activities	\$ 359,984	\$ 1,219	\$ (2,266)	\$ 973	\$ 359,910
Net cash provided by (used in) investing activities	(368,741)	(1,219)	—	—	(369,960)
Net cash provided by (used in) financing activities	24,933	—	—	(973)	23,960
Net (decrease) increase in cash and cash equivalents	\$ 19,454	\$ —	\$ (2,266)	\$ —	\$ 17,188

5. Acquisitions

Acquisition of Polo Jeans Business

On February 3, 2006, subsequent to the end of the third quarter of Fiscal 2006, we acquired from Jones Apparel Group, Inc. and subsidiaries (“Jones”) all of the issued and outstanding shares of capital stock of Sun Apparel, Inc., our licensee for men’s and women’s casual apparel and sportswear in the United States and Canada (the “Polo Jeans Business”). The acquisition cost was approximately \$260 million, including \$5 million of transaction costs. The purchase price is subject to certain post-closing adjustments. In addition, as part of the transaction, we settled all claims under our litigation with Jones for a cost of \$100 million (see Note 14).

POLO RALPH LAUREN

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The results of operations for the Polo Jeans Business will be consolidated in our results of operations beginning in February 2006. In addition, the purchase price is expected to be allocated on a preliminary basis to inventory and intangible assets, including the re-acquired license, customer relationships, order backlog and goodwill. Other than inventory, Jones retained the right to all working capital balances at the date of closing.

We have also entered into a transition services agreement with Jones to provide a variety of operational, financial and information systems services over a period of six to twelve months.

Acquisition of Footwear Business

On July 15, 2005, we acquired from Reebok International, Ltd. (“Reebok”) all of the issued and outstanding shares of capital stock of Ralph Lauren Footwear Co., Inc., our global licensee for men’s, women’s and children’s footwear, as well as certain foreign assets owned by affiliates of Reebok (collectively, the “Footwear Business”). The acquisition cost was approximately \$112.5 million in cash, including \$2 million of transaction costs. The purchase price is subject to certain post-closing adjustments. In addition, Reebok and certain of its affiliates have entered into a transition services agreement with the Company to provide a variety of operational, financial and information systems services over a period of twelve to eighteen months. The accompanying consolidated financial statements include the following preliminary allocation of the acquisition cost to the net assets acquired based on their respective estimated fair values: trade receivables of \$17.3 million; inventory of \$25.7 million; finite-lived intangible assets of \$62.2 million (the footwear license at \$37.8 million, customer relationships at \$23.2 million and order backlog at \$1.2 million); goodwill of \$21.0 million; other assets of \$1.1 million; and liabilities of \$14.8 million. The results of operations for the Footwear Business for the period are included in the consolidated results of operations commencing July 16, 2005.

The Company is in the process of completing its assessment of the fair value of assets acquired and liabilities assumed. As a result, the purchase price allocation is subject to change.

Acquisition of Childrenswear Business

On July 2, 2004, we acquired certain assets and assumed certain liabilities of RL Childrenswear Company, LLC, our licensee holding the exclusive licenses to design, manufacture, merchandise and sell newborn, infant, toddler and girls and boys clothing in the United States, Canada and Mexico (the “Childrenswear Business”). The purchase price was approximately \$263.5 million, including transaction costs and deferred payments of \$15.0 million over the three years after the acquisition date. Additionally, we agreed to pay up to \$5.0 million in contingent payments if certain sales targets were attained. During Fiscal 2005, we recorded a \$5.0 million liability for this contingent purchase payment because we believed it was probable that the sales targets will be achieved. This amount was recorded as an increase in goodwill. The accompanying consolidated financial statements include the following allocation of the acquisition cost to the net assets acquired based on their respective fair values: inventory of \$26.6 million, property and equipment of \$7.5 million, intangible assets, consisting of non-compete agreements of \$2.5 million and customer relationships of \$29.9 million, other assets of \$1.0 million, goodwill of \$208.3 million and liabilities of \$12.3 million. The results of operations for the Childrenswear Business for the period are included in our consolidated results of operations commencing July 2, 2004.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

6. Inventories

Inventories are valued at the lower of cost or market and are summarized as follows (in thousands):

	December 31, 2005	April 2, 2005
Raw materials	\$ 5,530	\$ 5,276
Work-in-process	18,045	8,283
Finished goods	419,692	416,523
	<u>\$ 443,267</u>	<u>\$ 430,082</u>

7. Impairment of Retail Assets

The recoverability of the carrying values of all long-lived assets with finite lives, such as fixed assets and intangible assets, is reevaluated when changes in circumstances indicate that the assets' values may be impaired. In evaluating an asset for recoverability, the Company estimates the future undiscounted cash flows expected to result from the use of the asset and eventual disposition. If the sum of the expected future undiscounted cash flows is less than the carrying amount of the asset, an impairment loss, equal to the excess of the carrying amount over the fair value of the asset, is recognized. In determining the future cash flows, the Company takes various factors into account, including changes in merchandising strategy, the impact of more experienced store managers, the impact of increased local advertising and the emphasis on store cost controls.

During the third quarter of Fiscal 2006, the Company recorded a \$4.4 million charge to reduce the carrying value of fixed assets relating to its Club Monaco retail business, including its Caban Concept and Factory Outlet stores. After considering the holiday season operating performance, management determined that such assets were no longer fully recoverable based on estimates of related, future undiscounted cash flows. In measuring the amount of impairment, fair value was determined based on discounted, expected cash flows. The Company recorded a similar \$4.9 million impairment charge during the second quarter of Fiscal 2006. A \$0.6 million impairment charge also was recognized in the prior year for the nine months ended January 1, 2005.

During the fourth quarter of Fiscal 2006, management committed to a plan to restructure its Club Monaco business. In particular, this plan includes the closure of all five Club Monaco outlet stores and the intention to dispose of all eight of Club Monaco's Caban Concept stores. In connection with this plan, we expect to incur restructuring-related charges of up to \$10 million during the fourth quarter of Fiscal 2006.

8. Goodwill and Other Intangible Assets, Net

As required by FASB Statement No. 142, "Goodwill and Other Intangible Assets," we completed our annual impairment test as of the first day of the second quarter of Fiscal 2006. No impairment was recognized as a result of this test. The carrying value of goodwill as of December 31, 2005 and April 2, 2005 by operating segment is as follows (in millions):

	Wholesale	Retail	Licensing	Total
Balance at April 2, 2005	\$ 367.9	\$ 74.5	\$ 116.5	\$ 558.9
Acquisitions, principally the Footwear Business acquisition	21.0	1.3	—	22.3
Effect of foreign exchange and other adjustments	(12.3)	(0.5)	—	(12.8)
Balance at December 31, 2005	<u>\$ 376.6</u>	<u>\$ 75.3</u>	<u>\$ 116.5</u>	<u>\$ 568.4</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

The carrying values of indefinite-lived intangible assets are not amortized and consisted of a purchased trademark in the amount of \$1.5 million at December 31, 2005. Finite-lived intangible assets are subject to amortization and consist of the following (in thousands):

	December 31, 2005			April 2, 2005			Estimated Lives
	Gross Carrying Amount	Accum. Amort.	Net	Gross Carrying Amount	Accum. Amort.	Net	
Licensed trademarks	\$ 55,200	\$ (5,296)	\$ 49,904	\$ 17,400	\$ (3,125)	\$ 14,275	10-20 years
Non-compete agreements	2,500	(1,253)	1,247	2,500	(625)	1,875	3 years
Customer relationships	53,100	(2,422)	50,678	29,900	(900)	29,000	5-25 years
Other	353	(29)	324	353	(12)	341	15 years
Total	\$ 111,153	\$ (9,000)	\$ 102,153	\$ 50,153	\$ (4,662)	\$ 45,491	

9. Restructuring

2003 Restructuring Plan

During the third quarter of Fiscal 2003, we completed a strategic review of our European business and formalized our plans to centralize and more efficiently consolidate its business operations. In connection with the implementation of this plan, the Company recorded restructuring charges of approximately \$24.4 million in prior fiscal years for severance and contract termination costs. The components of the remaining liability and related activity for the nine months ended December 31, 2005 were as follows (in thousands):

	Severance and Termination Benefits	Lease and Other Contract Termination Costs	Total
Balance at April 2, 2005	\$ 141	\$ 891	\$ 1,032
Fiscal 2006 payments	(60)	(772)	(832)
Balance at December 31, 2005	\$ 81	\$ 119	\$ 200

Total severance and termination benefits as a result of this restructuring related to approximately 160 employees. As of December 31, 2005, total cash outlays related to this plan since inception were approximately \$24.1 million. It is expected that the remaining liabilities will be paid during Fiscal 2006.

2001 Operational Plan

In connection with the implementation of our operational plan in 2001, we recorded pre-tax restructuring charges of \$144.6 million in prior periods. The components of the remaining liability and related activity for the nine months ended December 31, 2005 were as follows (in thousands):

	Lease and Contract Termination Costs
Balance at April 2, 2005	\$ 4,066
Fiscal 2006 payments	(1,266)
Balance at December 31, 2005	\$ 2,800

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Total cash outlays related to the 2001 restructuring plan are expected to be approximately \$51.2 million, \$48.3 million of which have been paid through December 31, 2005. We expect the remaining liabilities to be paid in accordance with their underlying contractual terms by Fiscal 2011.

10. Derivative Financial Instruments

Foreign Currency Risk Management

We enter into forward foreign exchange contracts as hedges relating to identifiable currency positions to reduce our risk from exchange rate fluctuations on inventory purchases and intercompany royalty payments. Gains and losses on these contracts are deferred and recognized as adjustments to either the basis of those assets or foreign exchange gains/losses, as applicable. At December 31, 2005, we had the following foreign exchange contracts outstanding: (i) to deliver €22.5 million in exchange for \$29.8 million through Fiscal 2006 and (ii) to deliver ¥8,626 million in exchange for \$75.5 million through Fiscal 2008. At December 31, 2005, the fair value of these contracts resulted in unrealized pre-tax gains of \$3.1 million and unrealized pre-tax losses of \$0.7 million for the Euro forward contracts and Japanese Yen forward contracts, respectively.

In addition, we have outstanding approximately €227.0 million principal amount of 6.125% notes (the “Euro Debt”) that are due in November 2006. The entire principal amount of the Euro Debt has been designated as a fair-value hedge of our net investment in certain of our European subsidiaries in accordance with FASB Statement No. 133, “Accounting for Derivative Instruments and Hedging Activities, as Amended and Interpreted” (“FAS 133”). As required by FAS 133, the changes in fair value of a derivative instrument that is designated as, and is effective as, an economic hedge of the net investment in a foreign operation are reported in the same manner as a translation adjustment under FASB statement No. 52, Foreign currency translation, to the extent it is effective as a hedge. As such, changes in the fair value of the Euro Debt resulting from changes in the Euro exchange rate are reported net of income taxes in stockholders’ equity as a component of accumulated other comprehensive income. Such unrealized gains or losses will be recognized upon repayment of the Euro Debt.

Interest Rate Risk Management

As of December 31, 2005, we had interest rate swap agreements in the amount of approximately €205.0 million notional amount of indebtedness. Such interest rate swap agreements have been designated as hedges against changes in the fair value of our Euro Debt resulting from changes in the underlying EURIBOR rates. The interest rate swap agreements effectively convert fixed-interest rate payments on our Euro Debt to a floating-rate basis. The interest rate swap agreements have been designated as fair value hedges in accordance with FAS 133. Hedge ineffectiveness, as measured by the difference between the respective gains or losses from the changes in the fair value of the interest rate swap agreements and the Euro Debt resulting from changes in the benchmark interest rate, was insignificant for the nine months ended December 31, 2005.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

11. Other Comprehensive Income

For the three and nine months ended December 31, 2005 and January 1, 2005, other comprehensive income was as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Net income	\$ 90,673	\$ 75,036	\$ 245,585	\$ 167,029
Other comprehensive income, net of taxes:				
Foreign currency translation adjustments(a)	(6,570)	34,673	(31,599)	38,546
Unrealized gains (losses) on cash flow and foreign currency hedges, net(b)	4,015	(22,985)	26,219	(23,946)
Comprehensive income	<u>\$ 88,118</u>	<u>\$ 86,724</u>	<u>\$ 240,205</u>	<u>\$ 181,629</u>

- (a) Net of income-tax benefits (provisions) of \$0.1 million, \$ (2.2) million, \$3.9 million and \$ (3.1) million, respectively.
(b) Net of income-tax benefits (provisions) of \$(3.9) million, \$11.9 million, \$(12.2) million and \$14.0 million, respectively.

The Company has several hedges in place at December 31, 2005 primarily relating to inventory purchases, royalty payments and net investment in foreign subsidiaries. All of the hedges are considered highly effective and, as a result, the changes in the fair market value of each hedge are recorded in unrealized gains and losses on hedging derivatives, a component of Accumulated other comprehensive income, until the hedged transaction is realized in results of operations. The following table details the changes in the unrealized losses on hedging derivatives for the nine months ended December 31, 2005.

Unrealized losses on hedging derivatives are comprised of the following (in millions):

	Unrealized Gains (Losses) on Hedging Derivatives as of April 2, 2005	Changes in Fair Value During the Nine Months Ended December 31, 2005	Unrealized Gains (Losses) on Hedges Reclassified into Earnings	Unrealized Gains (Losses) on Hedging Derivatives as of December 31, 2005
Derivatives designated as hedges of:				
Inventory purchases	\$ 1.9	\$ 3.2	\$ (2.0)	\$ 3.1
Intercompany royalty payments	(13.8)	12.3	0.8	(0.7)
Net investment in foreign subsidiaries	(77.4)	25.1	—	(52.3)
Before-tax totals	<u>\$ (89.3)</u>	<u>40.6</u>	<u>(1.2)</u>	<u>(49.9)</u>
After-tax totals	<u>\$ (55.1)</u>	<u>\$ 27.6</u>	<u>\$ (1.4)</u>	<u>\$ (28.9)</u>

12. Earnings Per Share

Basic earnings per share ("EPS") is based on income available to common shareholders and the weighted-average number of shares outstanding during the reported period. Diluted EPS includes additional dilution from the shares of common stock issuable pursuant to outstanding stock options, restricted stock and restricted stock units, and is calculated under the treasury stock method. The weighted-average number of

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

common shares outstanding used to calculate Basic EPS is reconciled to those shares used in calculating Diluted EPS as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Basic	104,688	101,896	103,976	101,190
Dilutive effect of stock options, restricted stock and restricted stock units	3,092	2,429	2,917	2,376
Diluted shares	<u>107,780</u>	<u>104,325</u>	<u>106,893</u>	<u>103,566</u>

Options to purchase shares of common stock at an exercise price greater than the average market price of the common stock are anti-dilutive and therefore not included in the computation of Diluted EPS. In addition, the Company has outstanding performance-based restricted stock units that are issuable only upon the satisfaction of certain performance goals. Such units only are included in the computation of diluted shares to the extent the underlying performance conditions are satisfied prior to the end of the reporting period. As of December 31, 2005, there was an aggregate of 758,675 additional shares issuable upon the exercise of anti-dilutive options and the vesting of performance-based restricted stock units that were excluded from the diluted share calculation.

13. Stockholders' Equity**Stock Incentive Plans**

During the nine months ended December 31, 2005, the Company granted certain stock-based compensation awards to various executives, as follows:

Description	Stock Options	(Number of options or units)	Restricted Stock Units
Service-based awards(a)(b)	1,344,330		100,000
Performance-based awards(c)	—		461,575
Total	<u>1,344,330</u>		<u>561,575</u>

- (a) Service-based stock option awards were granted with a weighted-average exercise price of \$43.40, equal to the fair market value of the Company's Class A Common Stock at the date of grant and are exercisable into shares of Class A Common Stock. These awards vest in three equal installments on the first three anniversaries of the grant date.
- (b) Service-based restricted stock units were granted at a weighted-average fair value of \$43.04 per unit and are payable in shares of Class A Common Stock. These units vest on the fifth anniversary of the grant date, subject to acceleration in certain circumstances.
- (c) Performance-based restricted stock units were granted at a weighted-average fair value of \$50.25 per unit and are payable in shares of Class A Common Stock. These units vest at the end of Fiscal 2008, subject to the Company's satisfaction of certain performance goals.

Holders of certain restricted stock units are entitled to receive dividend equivalents in the form of additional restricted stock units in consideration of the payment of dividends on the Company's Class A Common Stock. The Company is committed, pursuant to certain employment agreements, to issue in two equal, annual installments (i) an aggregate of 200,000 service-based restricted stock units and (ii) an aggregate of 375,000 performance-based restricted stock units over the next two years.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Total stock compensation expense recorded for the three and nine months ended December 31, 2005 was \$10.1 million and \$21.1 million, respectively, compared to \$4.5 million and \$9.4 million, respectively, for the three and nine months ended January 1, 2005.

Dividends

On May 20, 2003 the Board of Directors initiated a regular quarterly cash dividend program of \$0.05 per share, or \$0.20 per share on an annual basis, on our common stock. The third quarter Fiscal 2006 dividend of \$0.05 per share was declared on December 19, 2005, payable to shareholders of record at the close of business on December 30, 2005, and was paid on January 13, 2006. During the nine months ended December 31, 2005, approximately \$15.7 million was recorded as a reduction to retained earnings in connection with this dividend.

14. Commitments and Contingencies

Jones Apparel Litigation

As more fully described in our Fiscal 2005 10-K, we have been involved with certain litigation with Jones. In February 2006, in connection with the transaction to acquire the Polo Jeans Business from Jones, we settled all claims under the litigation at a negotiated cost of \$100 million. The settlement amount equaled the reserve initially established by us during the fourth quarter of Fiscal 2005. Accordingly, the settlement is expected to have no effect on our operating results for Fiscal 2006.

Credit Card Matters

We are indirectly subject to various claims relating to allegations of a security breach in 2004 of our retail point of sale system, including fraudulent credit card charges, the cost of replacing cards and related monitoring expenses and other related claims. These claims have been made by various banks in respect of credit cards issued by them pursuant to the rules of Visa® and MasterCard® credit card associations. We recorded an initial charge of \$6.2 million to establish a reserve for this matter in the fourth quarter of Fiscal 2005, representing management's best estimate at the time of the probable loss incurred. However, in September 2005, we were notified by our agent bank that the aggregate amount of claims had increased to \$12 million, with an estimated \$1 million of additional claims yet to be asserted. Accordingly, we recorded an additional \$6.8 million charge during the second quarter of Fiscal 2006 to increase our reserve against this revised estimate of total exposure. Such charge has been classified as a component of selling, general and administrative expenses in our accompanying statement of operations.

The ultimate outcome of this matter could differ materially from the amounts recorded and could be material to the results of operations for any affected period. However, management does not expect that the ultimate resolution of this matter will have a material adverse effect on the Company's liquidity or financial position.

Wathne Imports Litigation

On August 19, 2005, Wathne Imports, Ltd., our domestic licensee for luggage and handbags ("Wathne"), filed a complaint in the U.S. District Court in the Southern District of New York against us and Ralph Lauren, our Chairman and Chief Executive Officer, asserting, among other things, Federal trademark law violations, breach of contract, breach of obligations of good faith and fair dealing, fraud and negligent misrepresentation. The complaint sought, among other relief, injunctive relief, compensatory damages in excess of \$250 million and punitive damages of not less than \$750 million. On September 13, 2005, Wathne withdrew this complaint from the U.S. District Court and filed a complaint in the Supreme Court of the State of New York, New York County, making substantially the same allegations and claims (excluding the Federal trademark claims), and seeking similar relief. On February 1, 2006, the court granted our motion to dismiss all

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

of the causes of action, including the cause of action against Mr. Lauren, except for the breach of contract claims, and denied Wathne's motion for a preliminary injunction against our production and sale of women's and children's handbags. We believe this suit to be without merit and intend to continue to contest it vigorously.

Polo Trademark Litigation

On October 1, 1999, we filed a lawsuit against the United States Polo Association Inc., Jordache, Ltd. and certain other entities affiliated with them, alleging that the defendants were infringing on our famous trademarks. In connection with this lawsuit, on July 19, 2001, the United States Polo Association and Jordache filed a lawsuit against us in the United States District Court for the Southern District of New York. This suit, which was effectively a counterclaim by them in connection with the original trademark action, asserted claims related to our actions in connection with our pursuit of claims against the United States Polo Association and Jordache for trademark infringement and other unlawful conduct. Their claims stemmed from our contacts with the United States Polo Association's and Jordache's retailers in which we informed these retailers of our position in the original trademark action. All claims and counterclaims, except for our claims that the defendants violated the Company's trademark rights, were settled in September 2003. We did not pay any damages in this settlement. On July 30, 2004, the Court denied all motions for summary judgement, and trial began on October 3, 2005 with respect to four "double horseman" symbols that the defendants sought to use. On October 20, 2005, the jury rendered a verdict, finding that one of the defendant's marks violated our world famous Polo Player Symbol trademark and enjoining its further use, but allowing the defendants to use the remaining three marks. On November 16, 2005, we filed a motion before the trial court to overturn the jury's decision and hold a new trial with respect to the three marks that the jury found not to be infringing. The USPA and Jordache have opposed our motion, but have not moved to overturn the jury's decision that the fourth double horseman logo did infringe on our trademarks. Pending the judge's ruling on our motion, which is expected within the next few weeks, the USPA and Jordache cannot produce or sell products bearing any of the double horseman marks. We have preserved our rights to appeal if our motion is denied.

On December 5, 2003, United States Polo Association, USPA Properties, Inc., Global Licensing Sverige and Atlas Design AB (collectively, "USPA") filed a Demand for Arbitration against the Company in Sweden under the auspices of the International Centre for Dispute Resolution seeking a declaratory judgement that USPA's so-called Horseman symbol does not infringe on Polo Ralph Lauren's trademark and other rights. No claim for damages was stated. On February 19, 2004, we answered the Demand for Arbitration, contesting the arbitrability of USPA's claim for declaratory relief. We also asserted our own counterclaim, seeking a judgement that the USPA's Horseman symbol infringes on our trademark and other rights. We also sought injunctive relief and damages in an unspecified amount. On November 1, 2004, the arbitral panel of the International Centre for Dispute Resolution hearing the arbitration rendered a decision rejecting the relief sought by USPA and holding that their so-called Horseman symbol infringes on our trademark and other rights. The arbitral tribunal awarded us damages in excess of 3.5 million Swedish Krona, or \$0.4 million at that time, and ordered USPA to discontinue the sale of, and destroy all remaining stock of, clothing bearing its Horseman symbol in Sweden. This amount has not yet been recorded.

On October 29, 2004, we filed a Demand for arbitration against the United States Polo Association and United States Polo Association Polo Properties, Inc. in the United Kingdom under the auspices of the International Centre for Dispute Resolution seeking a judgement that the Horseman symbol infringes on our trademark and other rights, as well as injunctive relief. Subsequently, the United States Polo Association and United States Polo Association Properties, Inc. agreed not to distribute products bearing the Horseman symbol in the United Kingdom or any other member nation of the European Community. Consequently, we withdrew our arbitration demand on December 7, 2004.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

California Labor Law Litigation

On September 18, 2002, an employee at one of our stores filed a lawsuit against the Company and our Polo Retail, LLC subsidiary in the United States District Court for the District of Northern California alleging violations of California antitrust and labor laws. The plaintiff purports to represent a class of employees who have allegedly been injured by a requirement that certain retail employees purchase and wear Company apparel as a condition of their employment. The complaint, as amended, seeks an unspecified amount of actual and punitive damages, disgorgement of profits and injunctive and declaratory relief. The Company answered the amended complaint on November 4, 2002. A hearing on cross motions for summary judgment on the issue of whether the Company's policies violated California law took place on August 14, 2003. The Court granted partial summary judgment with respect to certain of the plaintiff's claims, but concluded that more discovery was necessary before it could decide the key issue as to whether the Company had maintained for a period of time a dress code policy that violated California law. On January 12, 2006, a proposed settlement of the purported class action was submitted to the court for approval. A hearing on the settlement has been scheduled for April 6, 2006. The proposed settlement cost of \$1.5 million does not exceed the reserve for this matter that we established in Fiscal 2005. The proposed settlement would also result in the dismissal of the similar purported class action filed in San Francisco Superior Court as described below.

On April 14, 2003, a second putative class action was filed in the San Francisco Superior Court. This suit, brought by the same attorneys, alleges near identical claims to these in the federal class action. The class representatives consist of former employees and the plaintiff in the federal court action. Defendants in this class action include us and our Polo Retail, LLC, Fashions Outlet of America, Inc., Polo Retail, Inc. and San Francisco Polo, Ltd. subsidiaries as well as a non-affiliated corporate defendant and two current managers. As in the federal action, the complaint seeks an unspecified amount of action and punitive restitution of monies spent, and declaratory relief. The state court class action has been stayed pending resolution of the federal class action.

Other Matters

We are otherwise involved from time to time in legal claims involving trademark and intellectual property, licensing, employee relations and other matters incidental to our business. We believe that the resolution of these other matters currently pending will not individually or in the aggregate have a material adverse effect on our financial condition or results of operations.

15. Segment Reporting

We have three reportable segments: Wholesale, Retail and Licensing. Such segments offer a variety of products and services through different channels of distribution. Our Wholesale segment consists of women's, men's and children's apparel, accessories and related products which are sold to major department stores, specialty stores and our owned and licensed retail stores in the United States and overseas. Our retail segment consists of the Company's worldwide retail operations, which sell our products through our full price and factory stores, as well as Polo.com, our 50%-owned e-commerce website. The stores and the website sell products purchased from our licensees, our suppliers and our wholesale segment. Our Licensing segment generates revenues from royalties earned on the sale of our home and other products internationally and domestically through our licensing alliances. The licensing agreements grant the licensees rights to use our various trademarks in connection with the manufacture and sale of designated products in specified geographical areas.

The accounting policies of our segments are consistent with those described in Note 3. Sales and transfers between segments are recorded at cost and treated as transfers of inventory. All intercompany revenues are eliminated in consolidation and we do not review these sales when evaluating segment performance. We evaluate each segment's performance based upon operating income before restructuring charges and one-time

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

items, such as legal charges. In conjunction with an evaluation of our overall segment reporting in the fourth quarter of 2005, we changed our method of allocating corporate expenses to each segment to more appropriately reflect those corporate expenses directly related to segments. Accordingly, Corporate overhead expenses (exclusive of expenses for senior management, overall branding-related expenses and certain other corporate-related expenses) are allocated to the segments based upon specific usage or other allocation methods. As a result of this change, comparative segment results for the three and nine-month periods ended January 1, 2005 have been restated to reflect the current allocation method, as well as for the restatement items discussed in Note 4.

Our net revenues and operating income for the three and nine months ended December 31, 2005 and January 1, 2005 for each segment were as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Net revenues:				
Wholesale	\$ 454,008	\$ 427,445	\$ 1,368,768	\$ 1,169,032
Retail	479,174	416,194	1,223,765	1,057,146
Licensing	62,300	57,935	182,275	177,016
	<u>\$ 995,482</u>	<u>\$ 901,574</u>	<u>\$ 2,774,808</u>	<u>\$ 2,403,194</u>
Operating income:				
Wholesale	\$ 82,227	\$ 61,741	\$ 271,615	\$ 158,982
Retail	63,855	49,175	138,846	92,870
Licensing	38,125	37,079	113,592	111,563
	184,207	147,995	524,053	363,415
Less:				
Unallocated corporate expenses	(40,565)	(31,587)	(123,207)	(103,356)
Unallocated restructuring charges(a)	—	(218)	—	(1,846)
	<u>\$ 143,642</u>	<u>\$ 116,190</u>	<u>\$ 400,846</u>	<u>\$ 258,213</u>

(a) Restructuring charges of \$0.2 million and \$1.8 million for the three and nine months ended January 1, 2005, respectively, related entirely to the wholesale segment.

Our depreciation and amortization expense for the three and nine months ended December 31, 2005 and January 1, 2005 for each segment was as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Depreciation and amortization:				
Wholesale	\$ 11,048	\$ 7,592	\$ 29,354	\$ 18,794
Retail	16,935	11,620	40,404	33,690
Licensing	1,540	1,315	4,509	4,604
Unallocated corporate expenses	6,806	6,471	20,294	16,831
	<u>\$ 36,329</u>	<u>\$ 26,998</u>	<u>\$ 94,561</u>	<u>\$ 73,919</u>

POLO RALPH LAUREN

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Our net revenues for the three and nine months ended December 31, 2005 and January 1, 2005, by geographic location of the reporting subsidiaries, were as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Net revenues:				
United States and Canada	\$ 845,064	\$ 740,261	\$ 2,270,455	\$ 1,930,163
Europe	137,619	118,430	441,296	385,176
Other Regions	12,799	42,883	63,057	87,855
	<u>\$ 995,482</u>	<u>\$ 901,574</u>	<u>\$ 2,774,808</u>	<u>\$ 2,403,194</u>

16. Additional Financial Information***Cash Interest and Taxes***

The Company made interest payments of approximately \$10.1 million during the nine months ended December 31, 2005 and approximately \$13.4 million during the nine months ended January 1, 2005.

The Company paid income taxes of approximately \$146.7 million during the nine months ended December 31, 2005 and approximately \$69.5 million during the nine months ended January 1, 2005.

Non-cash Transactions

Significant non-cash investing activities during the nine months ended December 31, 2005 included the non-cash allocation of the fair value of the assets acquired and liabilities assumed in the acquisition of the Footwear Business. Significant non-cash investing activities during the nine months ended January 1, 2005 included the non-cash allocation of the fair value of the assets acquired and liabilities assumed in the acquisition of the Childrenswear Business. Such transactions are more fully described in Note 5.

Other than the capitalization in fiscal 2006 of approximately \$40 million of fixed assets and recognition of related obligations principally relating to certain leasing arrangements, there were no other significant non-cash financing and investing activities during the nine-month periods ended December 31, 2005 and January 1, 2005.

POLO RALPH LAUREN CORPORATION

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

The following discussion and analysis is a summary and should be read together with our consolidated financial statements and the notes included elsewhere in this 10-Q. We utilize a 52-53 week fiscal year ending on the Saturday nearest March 31. Fiscal 2006 will end on April 1, 2006 ("Fiscal 2006") and reflects a 52-week period. Fiscal 2005 ended April 2, 2005 ("Fiscal 2005") and was a 52-week period. In turn, the third quarter for Fiscal 2006 ended December 31, 2005 and was a 13-week period. The third quarter for Fiscal 2005 ended January 1, 2005 and was a 13-week period as well.

Various statements in this Form 10-Q, in future filings with the Securities and Exchange Commission, in our press releases and in oral statements made by or with the approval of authorized personnel constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements are based on current expectations about our future operations, results or financial condition and are generally indicated by words or phrases such as "anticipate," "estimate," "expect," "project," "we believe," "is or remains optimistic," "currently envisions" and similar words or phrases and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, the following: risks associated with a general economic downturn and other events leading to a reduction in discretionary consumer spending; risks associated with implementing our plans to enhance our worldwide luxury retail business, inventory management and operating efficiencies; risks associated with changes in the competitive marketplace, including the introduction of new products or pricing changes by our competitors; changes in global economic or political conditions; risks associated with our dependence on sales to a limited number of large department store customers, including risks related to mergers and acquisitions and the extending of credit; risks associated with our dependence on our licensing partners for a substantial portion of our net income and our lack of operational and financial control over licensed businesses; risks associated with financial condition of licensees, including the impact on our net income and business of one or more licensees' reorganization; risks associated with consolidations, restructurings and other ownership changes in the department store industry; risks associated with competition in the segments of the fashion and consumer product industries in which we operate, including our ability to shape, stimulate and respond to changing consumer tastes and demands by producing attractive products, brands and marketing and our ability to remain competitive in the areas of quality and price; uncertainties relating to our ability to implement our growth strategies or successfully integrate acquired businesses; risks associated with our entry into new markets, either through internal development activities or through acquisitions; risks associated with changes in import quotas, other restrictions or tariffs affecting our ability to source products; risks associated with the possible adverse impact of our unaffiliated manufacturers' inability to manufacture products in a timely manner, to meet quality standards or to use acceptable labor practices; risks associated with changes in social, political, economic and other conditions affecting foreign operations or sourcing, including foreign currency fluctuations; risks related to current or future litigation or our ability to establish and protect our trademarks and other proprietary rights; risks related to fluctuations in foreign currency affecting our foreign subsidiaries' and foreign licensees' results of operations, the relative prices at which we and our foreign competitors sell products in the same market, and our operating and manufacturing costs outside the United States; and risks associated with our control by Lauren family members, the anti-takeover effect of our two classes of common stock and the potential impact of stock repurchases. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Our Annual Report on Form 10-K for the fiscal year ended April 2, 2005 contains a detailed discussion of these risk factors, and amendments and updates to such risk factors are set forth in Part II, Item IA, "Risk Factors," of this Quarterly Report on Form 10-Q.

INTRODUCTION

Management's discussion and analysis of results of operations and financial condition ("MD&A") is provided as a supplement to the unaudited interim financial statements and footnotes included elsewhere herein to help provide an understanding of our financial condition, changes in financial condition and results of our operations. MD&A is organized as follows:

- *Overview.* This section provides a general description of our business, as well as recent developments that we believe are important in understanding our results of operations and financial condition and in anticipating future trends.
- *Results of operations.* This section provides an analysis of our results of operations for the three-month and nine-month periods ended December 31, 2005 and January 1, 2005.
- *Financial condition and liquidity.* This section provides an analysis of our cash flows for the nine-month periods ended December 31, 2005 and January 1, 2005, as well as a discussion of our financial condition and liquidity as of December 31, 2005. The discussion of our financial condition and liquidity includes (i) our available financial capacity under our credit facility and (ii) a summary of our key debt compliance measures.

OVERVIEW

Our Company is a leader in the design, marketing and distribution of premium lifestyle products. Our long-standing reputation and distinctive image have been consistently developed across an expanding number of products, brands and international markets. PRLC's brand names include *Polo*, *Polo by Ralph Lauren*, *Ralph Lauren Purple Label*, *Ralph Lauren Black Label*, *Polo Sport*, *Ralph Lauren*, *Blue Label*, *Lauren*, *Polo Jeans*, *RL*, *Rugby*, *Chaps* and *Club Monaco*, among others.

We classify our interests into three business segments: wholesale, retail and licensing. Through those interests, we design, license, contract for the manufacture of, market and distribute men's, women's and children's apparel, accessories, fragrances and home furnishings. Our wholesale business consists of wholesale-channel sales principally to major department and specialty stores located throughout the United States and Europe. Our retail business consists of retail-channel sales directly to consumers through wholly owned, full-price and factory retail stores located throughout the United States, Canada, Europe, South America and Asia, and through our jointly owned retail internet site located at www.polo.com. In addition, our licensing business consists of royalty-based arrangements under which we license the right to third parties to use our various trademarks in connection with the manufacture and sale of designated products, such as eyewear and fragrances, in specified geographic areas.

Our business is affected by seasonal trends, with higher levels of wholesale sales in our second and fourth quarters and higher retail sales in our second and third quarters. These trends result primarily from the timing of seasonal wholesale shipments and key vacation travel and holiday periods in the retail segment. Accordingly, our operating results and cash flows for the three and nine-month periods ended December 31, 2005 are not necessarily indicative of the results that may be expected for Fiscal 2006 as a whole.

Restatement of Previously Issued Financial Statements

As previously discussed in our Quarterly Report on Form 10-Q for the three-month period ended July 2, 2005 (the "First Quarter 2006 10-Q"), we had to restate certain quarterly financial information for our Fiscal 2005 quarterly periods. Such restatements principally related to corrections over (i) our lease accounting pursuant to new interpretive guidance issued by the SEC in February 2005, (ii) the consolidation of Ralph Lauren Media, LLC ("RL Media"), a jointly owned variable interest entity that conducts our e-commerce initiatives, and (iii) certain reclassifications to our statement of cash flows. No restatement of our financial statements for full Fiscal 2005 as a whole was necessary. Information regarding these restatements, including reconciliations from previously filed financial statements, is set forth in Note 4 to our accompanying consolidated financial statements.

Recent Developments

Acquisition of Polo Jeans Business

On February 3, 2006, subsequent to the end of our third quarter of Fiscal 2006, we acquired from Jones Apparel Group, Inc. and subsidiaries (“Jones”) all of the issued and outstanding shares of capital stock of Sun Apparel, Inc., our licensee for men’s and women’s casual apparel and sportswear in the United States and Canada (the “Polo Jeans Business”). The acquisition cost was approximately \$260 million, including \$5 million of transaction costs. The purchase price is subject to certain post-closing adjustments.

The results of operations for the Polo Jeans Business will be consolidated in our results of operations beginning in February 2006. In addition, as part of the transaction, we settled all claims under our litigation with Jones for a cost of \$100 million (see Note 14).

Acquisition of Footwear Business

On July 15, 2005, the Company acquired from Reebok International, Ltd (“Reebok”) all of the issued and outstanding shares of capital stock of Ralph Lauren Footwear Co., Inc., our global licensee for men’s, women’s and children’s footwear, as well as certain foreign assets owned by affiliates of Reebok (collectively, the “Footwear Business”). The acquisition cost was approximately \$112.5 million in cash, including \$2 million of transaction costs. The purchase price is subject to certain post-closing adjustments. The results of operations for the Footwear Business are included in our consolidated results of operations commencing July 16, 2005.

Polo Trademark Litigation

Since 1999, we have been involved in litigation with the United States Polo Association, Inc., Jordache, Ltd. and certain other entities affiliated with them (collectively, the “USPA Group”) in the United States District Court for the Southern District of New York over alleged infringements of our trademark rights. On October 20, 2005, a jury found that one of the four “double horsemen” logos that the USPA Group sought to use infringed on our world famous Polo Player Symbol trademark and enjoined its use, but did allow the use of the other three trademarks. It is premature to assess the potential impact on our business resulting from this adverse ruling. However, we believe that the quality of our premium lifestyle products and brands will continue to drive growth in our operating and financial performance notwithstanding this ruling. On November 16, 2005, we filed a motion before the trial court to overturn the jury’s decision and hold a new trial with respect to the three marks that the jury found not to be infringing. The USPA and Jordache have opposed our motion, but have not moved to overturn the jury’s decision that the fourth double horseman logo did infringe on our trademarks. Pending the judge’s ruling on our motion, which is expected within the next few weeks, the USPA and Jordache cannot produce or sell products bearing any of the double horseman marks. We have preserved our rights to appeal if our motion is denied.

RESULTS OF OPERATIONS
Three Months Ended December 31, 2005 Compared to Three Months Ended January 1, 2005

The following table sets forth the amounts (dollars in millions) and the percentage relationship to net revenues of certain items in our consolidated statements of operations for the three months ended December 31, 2005 and January 1, 2005:

	Three Months Ended		Three Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Net revenues	\$ 995.5	\$ 901.6	100.0%	100.0%
Cost of goods sold(a)	(464.0)	(455.5)	(46.6)	(50.5)
Gross profit	531.5	446.1	53.4	49.5
Selling, general and administrative expenses(a)	(381.7)	(329.1)	(38.3)	(36.5)
Amortization of intangible assets	(1.8)	(0.6)	(0.2)	(0.1)
Impairments of retail assets	(4.4)	—	(0.5)	—
Restructuring charges	—	(0.2)	—	—
Operating income	143.6	116.2	14.4	12.9
Foreign currency gains (losses)	(0.6)	0.4	(0.1)	—
Interest expense	(3.3)	(3.0)	(0.3)	(0.3)
Interest income	3.8	1.0	0.4	0.1
Income before provision for income taxes and other income (expense), net	143.5	114.6	14.4	12.7
Provision for income taxes	(52.3)	(40.3)	(5.2)	(4.5)
Other income (expense), net	(0.5)	0.7	(0.1)	0.1
Net income	\$ 90.7	\$ 75.0	9.1%	8.3%
Net income per share — Basic	\$ 0.87	\$ 0.74		
Net income per share — Diluted	\$ 0.84	\$ 0.72		

(a) Includes depreciation expense of \$34.6 million and \$26.4 million for the three-month periods ended December 31, 2005 and January 1, 2005, respectively.

Net revenues. Net revenues for the third quarter of Fiscal 2006 were \$995.5 million, an increase of \$93.9 million over net revenues for the third quarter of Fiscal 2005. Net revenues by business segment were as follows (dollars in thousands):

	Three Months Ended		Increase/ (Decrease)	% Change
	December 31, 2005	January 1, 2005		
Net revenues:				
Wholesale	\$ 454,008	\$ 427,445	\$ 26,563	6.2%
Retail	479,174	416,194	62,980	15.1%
Licensing	62,300	57,935	4,365	7.5%
	\$ 995,482	\$ 901,574	\$ 93,908	10.4%

Wholesale Net Sales increased by \$26.6 million, or 6.2%, primarily due to the following:

- the inclusion of \$18.3 million of revenues from the footwear product line acquired on July 15, 2005; and
- increases in revenues in the amount of \$4.8 million from our domestic Childrenswear product line, \$11.9 million from our European product line and \$13.6 million from our domestic Lauren product

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line, which primarily benefited from a reduction in reserves for customer allowances associated with better full price sell through performance; partially offset by

- a decrease of \$23.9 million in revenues from our domestic menswear product line.

Retail Net Sales increased by \$63.0 million, or 15.1%, primarily as a result of:

- a 9.3% increase in comparable, full-price store sales and a 6.3% increase in comparable, factory store sales. Excluding the effect of foreign currency exchange rate fluctuations, comparable store sales increased 10.0% for full-price stores and 6.9% for factory stores; and
- a net 19-store increase in the number of stores open.

Licensing Revenue increased by \$4.4 million, or 7.5%, primarily due to the following:

- the growth in our domestic *Chaps* for men lines and international licensing businesses, partially offset by
- the loss of licensing revenues from our footwear product line which was acquired on July 15, 2005.

Foreign exchange rate fluctuations in the value of the Euro reduced recorded wholesale sales by \$2.9 million and retail sales by \$2.3 million.

Cost of Goods Sold. Cost of goods sold was \$464.0 million for the three months ended December 31, 2005, compared to \$455.5 million for the three months ended January 1, 2005. Expressed as a percentage of net revenues, cost of goods sold was 46.6% for the three months ended December 31, 2005, compared to 50.5% for the three months ended January 1, 2005. The reduction in cost of goods sold as a percentage of net revenues reflected a continued focus on inventory management, sourcing efficiencies and reduced markdown activity as a result of better sell through on our products.

Gross Profit. Gross profit increased \$85.4 million, or 19.1%, for the three months ended December 31, 2005 over the three months ended January 1, 2005. This increase reflected higher net sales, improved merchandise margins and sourcing efficiencies generally across our wholesale and retail businesses.

Gross profit as a percentage of net revenues increased from 49.5% in the comparable period of the prior year to 53.4% due to the reductions in cost of goods sold as a percentage of net revenues discussed above and a shift in mix from off-price to more full-price wholesale merchandising.

Selling, General and Administrative Expenses. Selling, general and administrative expenses (“SG&A”) increased \$52.6 million, or 16.0%, to \$381.7 million for the three months ended December 31, 2005 from \$329.1 million for the three months ended January 1, 2005. SG&A as a percentage of net revenues increased to 38.3% from 36.5%. The increase in SG&A was driven by:

- higher selling salaries and related costs in connection with new store openings and the increase in retail sales;
- the expenses of the footwear product line acquired on July 15, 2005; and
- an increase in incentive compensation associated with the Company’s strong performance and the increase in the Company’s stock price.

The remainder of the increase in SG&A results from a number of factors, including higher distribution costs as a result of volume increases.

Amortization of Intangible Assets. Amortization of intangible assets increased from \$0.6 million during the three months ended January 1, 2005 to \$1.8 million during the three months ended December 31, 2005 as a result of amortization of intangible assets as part of the Footwear Business acquired in July 2005.

Impairments of Retail Assets. During the third quarter of Fiscal 2006, the Company recorded a \$4.4 million charge to reduce the carrying value of fixed assets relating to its Club Monaco retail business, including its Caban Concept and Factory Outlet stores. After considering the holiday season operating performance, management determined that such assets were no longer fully recoverable based on estimates of

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related, future undiscounted cash flows. In measuring the amount of impairment, fair value was determined based on discounted, expected cash flows.

During the fourth quarter of Fiscal 2006, management committed to a plan to restructure its Club Monaco business. In particular, this plan includes the closure of all five Club Monaco outlet stores and the intention to dispose of all eight of Club Monaco's Caban Concept stores. In connection with this plan, we expect to incur restructuring-related charges of up to \$10 million during the fourth quarter of Fiscal 2006.

Operating Income. Operating income increased \$27.4 million, or 23.6%, for the three months ended December 31, 2005 over the three months ended January 1, 2005. Operating income for our three business segments is provided below (dollars in thousands):

	Three Months Ended		Increase/ (Decrease)	% Change
	December 31, 2005	January 1, 2005		
Operating income:				
Wholesale	\$ 82,227	\$ 61,741	\$ 20,486	33.2%
Retail	63,855	49,175	14,680	29.9%
Licensing	38,125	37,079	1,046	2.8%
	<u>184,207</u>	<u>147,995</u>	<u>36,212</u>	<u>24.5%</u>
Less:				
Unallocated corporate expenses	(40,565)	(31,587)	(8,978)	(28.4)%
Unallocated restructuring charges	—	(218)		
	<u>\$ 143,642</u>	<u>\$ 116,190</u>		

- The increase in the wholesale operating results was primarily the result of the increase in sales and improvements in the gross margin rates described above.
- The increase in retail operating results was driven by increased net sales and improved gross margin rate, partially offset by the higher selling salaries and related costs incurred in connection with the increase in retail sales and new store openings.
- The increase in licensing operating results was primarily due to improvements in our international licensing business and domestic *Chaps* for men lines, partially offset by the loss of royalties from the footwear license that was acquired in July 2005.

Foreign Currency Gains (Losses). The effect of foreign currency exchange rate fluctuations resulted in a loss of \$0.6 million for the three months ended December 31, 2005, compared to a \$0.4 million gain for the three months ended January 1, 2005, primarily as a result of shifts in the value of the Euro relative to the dollar and its impact on inventory purchases in our European operations.

Interest Expense. Interest expense was \$3.3 million for the three months ended December 31, 2005, compared to \$3.0 million for the three months ended January 1, 2005. There were no significant fluctuations in interest expense incurred by us.

Interest Income. Interest income increased to \$3.8 million for the three months ended December 31, 2005 from \$1.0 million for the three months ended January 1, 2005. The increase was the result of a higher level of excess cash reinvestment and higher interest rates on our investments.

Provision for Income Taxes. The effective tax rate was 36.5% for the three months ended December 31, 2005, compared to 35.1% for the three months ended January 1, 2005. The increase in the effective tax rate was due primarily to a greater portion of our income being generated in higher tax jurisdictions.

Other Income (Expense), Net. Other income (expense), net, was a net expense of \$0.5 million for the three months ended December 31, 2005, compared to a net income of \$0.7 million for the three months ended

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January 1, 2005. The increased losses principally related to higher minority interest expense allocated to our partners in our jointly owned RL Media venture as a result of its improved operating performance.

Net Income. Net income increased to \$90.7 million for the three months ended December 31, 2005, compared to \$75.0 million for the three months ended January 1, 2005. The \$15.7 million increase in net income principally related to our \$27.4 million increase in operating income discussed above, partially offset by an increase in our tax provision associated with both a higher level of income and a higher effective tax rate.

Net Income Per Share. Diluted net income per share increased to \$0.84 per share for the three months ended December 31, 2005, compared \$0.72 per share for the three months ended January 1, 2005. The higher per-share performance resulted from an increase in net income, partially offset by an increase in weighted average shares outstanding due to stock option exercises and the issuance of restricted stock units.

Nine Months Ended December 31, 2005 Compared to Nine Months Ended January 1, 2005

The following table sets forth the amounts (dollars in millions) and the percentage relationship to net revenues of certain items in our consolidated statements of operations for the nine months ended December 31, 2005 and January 1, 2005:

	Nine Months Ended		Nine Months Ended	
	December 31, 2005	January 1, 2005	December 31, 2005	January 1, 2005
Net revenues	\$ 2,774.8	\$ 2,403.2	100.0%	100.0%
Cost of goods sold(a)	(1,277.4)	(1,195.6)	46.0	49.8
Gross profit	1,497.4	1,207.6	54.0	50.2
Selling, general and administrative expenses(a)	(1,082.9)	(945.1)	(39.0)	(39.3)
Amortization of intangible assets	(4.3)	(1.9)	(0.2)	(0.1)
Impairments of retail assets	(9.4)	(0.6)	(0.3)	—
Restructuring charge	—	(1.8)	—	(0.1)
Operating income	400.8	258.2	14.5	10.7
Foreign currency gains (losses)	(6.5)	3.3	(0.2)	0.1
Interest expense	(8.6)	(8.1)	(0.3)	(0.3)
Interest income	9.6	2.5	0.3	0.1
Income before provision for income taxes and other income (expense), net	395.3	255.9	14.3	10.6
Provision for income taxes	(147.0)	(90.0)	(5.3)	(3.7)
Other income (expense), net	(2.7)	1.1	(0.1)	0.1
Net income	<u>\$ 245.6</u>	<u>\$ 167.0</u>	<u>8.9%</u>	<u>7.0%</u>
Net income per share — Basic	<u>\$ 2.36</u>	<u>\$ 1.65</u>		
Net income per share — Diluted	<u>\$ 2.30</u>	<u>\$ 1.61</u>		

(a) Includes depreciation expense of \$90.2 million and \$72.1 million for the nine-month periods ended December 31, 2005 and January 1, 2005, respectively.

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Net revenues. Net revenues for the nine months ended December 31, 2005 were \$2,774.8 million, an increase of \$371.6 million over net revenues for the nine months ended January 1, 2005. Net revenues by business segment were as follows (dollars in thousands):

	Nine Months Ended		Increase/ (Decrease)	% Change
	December 31, 2005	January 1, 2005		
Net revenues:				
Wholesale	\$ 1,368,768	\$ 1,169,032	\$ 199,736	17.1%
Retail	1,223,765	1,057,146	166,619	15.8%
Licensing	182,275	177,016	5,259	3.0%
	<u>\$ 2,774,808</u>	<u>\$ 2,403,194</u>	<u>\$ 371,614</u>	15.5%

Wholesale Net Sales increased by \$199.7 million, or 17.1%, primarily due to the following:

- the inclusion of \$37.6 million of revenues from the footwear product line acquired on July 15, 2005;
- the inclusion of \$58.6 million of revenues from the childrenswear product line acquired on July 2, 2004 for the first quarter of Fiscal 2006, as well as a 15.8% increase in childrenswear sales for the second and third quarters;
- a \$36.6 million increase in revenues from our domestic menswear product line and \$16.0 million from our domestic womenswear product line; and
- a \$30.7 million increase in revenues from our product sales in Europe.

Retail Net Sales increased by \$166.6 million, or 15.8%, primarily as a result of:

- a 7.4% increase in comparable, full-price store sales and a 6.8% increase in comparable factory store sales. Excluding the effect of foreign currency exchange rate fluctuations, comparable store sales increased 7.4% for full-price stores and 6.8% for factory stores; and
- a net 19-store increase in the number of stores open.

Licensing Revenue increased by \$5.3 million, or 3.0%, primarily due to the following:

- the growth in our international licensing business and domestic *Chaps* for men lines; partially offset by
- the loss of licensing revenues from our footwear product line which was acquired on July 15, 2005.

Foreign exchange rate fluctuations in the value of the Euro increased recorded wholesale sales by \$0.2 million and retail sales by \$0.2 million.

Cost of Goods Sold. Cost of goods sold was \$1.277 billion for the nine months ended December 31, 2005, compared to \$1.196 billion for the nine months ended January 1, 2005. Expressed as a percentage of net revenues, cost of goods sold was 46.0% for the nine months ended December 31, 2005, compared to 49.8% for the nine months ended January 1, 2005. The reduction in cost of goods sold as a percentage of net revenues reflected a continued focus on inventory management and sourcing efficiencies and reduced markdown activity as a result of better sell through on our products.

Gross Profit. Gross profit increased \$289.8 million, or 24.0%, for the nine months ended December 31, 2005 over the nine months ended January 1, 2005. This increase reflected higher net sales, improved merchandise margins and sourcing efficiencies generally across our wholesale and retail businesses.

Gross profit as a percentage of net revenues increased from 50.2% in the comparable period of the prior year to 54.0% as a result of the decrease in cost of goods sold as a percentage of net revenues discussed above and a shift in mix from off-price to more full-price wholesale merchandising.

Selling, General and Administrative Expenses. Selling, general and administrative expenses (“SG&A”) increased \$137.8 million, or 14.6%, to \$1,082.9 million for the nine months ended December 31, 2005 from

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\$945.1 million for the nine months ended January 1, 2005. SG&A as a percentage of net revenues decreased to 39.0% from 39.3%. The increase in SG&A was driven by:

- higher selling salaries and related costs in connection with new store openings and the increase in retail sales;
- the expenses of the footwear product line acquired on July 15, 2005;
- an increase in incentive compensation associated with the Company's strong performance and the increase in the Company's stock price; and
- a \$6.8 million charge during the nine months ended December 31, 2005 to increase our reserve against the financial exposure associated with the credit card matters discussed in Note 14 to the accompanying consolidated financial statements.

The remainder of the increase in SG&A results from a number of factors, including higher distribution costs as a result of volume increases. Approximately \$1.0 million of the increase in the nine months was due to the impact of foreign currency exchange rate fluctuations, primarily due to the strengthening of the Euro.

Amortization of Intangible Assets. Amortization of intangible assets increased from \$1.9 million during the nine months ended January 1, 2005 to \$4.3 million during the nine months ended December 31, 2005 as a result of amortization of intangible assets resulting from the acquisition of the Childrenswear Business acquired in July 2004 and the Footwear Business acquired in July 2005.

Impairments of Retail Assets. During the nine months ended December 31, 2005, the Company recorded a \$9.4 million charge to reduce the carrying value of fixed assets largely relating to its Club Monaco retail business, including its Caban Concept and Factory Outlet stores. After considering the second and third quarter operating performance, management determined that such assets were no longer fully recoverable based on estimates of related, future undiscounted cash flows. In measuring the amount of impairment, fair value was determined based on discounted, expected cash flows. A \$0.6 million impairment charge also was recognized in the prior year for the nine months ended January 1, 2005.

During the fourth quarter of Fiscal 2006, management committed to a plan to restructure its Club Monaco business. In particular, this plan includes the closure of all five Club Monaco outlet stores and the intention to dispose of all eight of Club Monaco's Caban Concept stores. In connection with this plan, we expect to incur restructuring-related charges of up to \$10 million during the fourth quarter of Fiscal 2006.

Operating Income. Operating income increased \$142.6 million, or 55.2%, for the nine months ended December 31, 2005 over the nine months ended January 1, 2005. Operating income for our three business segments is provided below (dollars in thousands):

	Nine Months Ended		Increase/ (Decrease)	% Change
	December 31, 2005	January 1, 2005		
Operating income:				
Wholesale	\$ 271,615	\$ 158,982	\$ 112,633	70.8%
Retail	138,846	92,870	45,976	49.5%
Licensing	113,592	111,563	2,029	1.8%
	<u>524,053</u>	<u>363,415</u>	<u>160,638</u>	<u>44.2%</u>
Less:				
Unallocated corporate expenses	(123,207)	(103,356)	(19,851)	(19.2)%
Unallocated restructuring charges	—	(1,846)		
	<u>\$ 400,846</u>	<u>\$ 258,213</u>		

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- The increase in the wholesale operating results was primarily the result of the increase in sales and improvements in the gross margin rates described above.
- The increase in retail operating results was driven by increased net sales and improved gross margin rate, partially offset by the higher selling salaries and related costs incurred in connection with the increase in retail sales and new store openings.
- The increase in licensing operating results was primarily due to improvements in our international licensing business and domestic *Chaps* for men lines, largely offset by the loss of royalties from the footwear license that was acquired in July 2005.
- The increase in unallocated corporate expense principally relates to a \$6.8 million charge to increase our reserve against the financial exposure associated with the credit card matters discussed in Note 14 to the accompanying consolidated financial statements.

Foreign Currency Gains (Losses). The effect of foreign currency exchange rate fluctuations resulted in a loss of \$6.5 million for the nine months ended December 31, 2005, compared to a \$3.3 million gain for the nine months ended January 1, 2005. The increased losses in Fiscal 2006 principally related to unfavorable foreign exchange movements associated with intercompany receivables and payables that were not of a long-term investment nature and were settled by our international subsidiaries.

Interest Expense. Interest expense was \$8.6 million for the nine months ended December 31, 2005 and \$8.1 million for the nine months ended January 1, 2005. There were no significant fluctuations in interest expense incurred by us.

Interest Income. Interest income increased to \$9.6 million for the nine months ended December 31, 2005 from \$2.5 million for the nine months ended January 1, 2005. The increase was the result of a higher level of excess cash reinvestment and higher interest rates on our investments.

Provision for Income Taxes. The effective tax rate was 37.2% for the nine months ended December 31, 2005, compared to 35.2% for the nine months ended January 1, 2005. The increase in the effective tax rate was due primarily to a greater portion of our income being generated in higher tax jurisdictions.

Other Income (Expense), Net. Other income (expense), net, was a net expense of \$2.7 million for the nine months ended December 31, 2005, compared to net income of \$1.1 million for the nine months ended January 1, 2005. The increased losses principally related to higher minority interest expense allocated to our partners in our jointly owned RL Media venture as a result of its improved operating performance.

Net Income. Net income increased to \$245.6 million for nine months ended December 31, 2005, compared to \$167.0 million for the nine months ended January 1, 2005. The \$78.6 million increase in net income principally related to our \$142.6 million increase in operating income discussed above, offset in part by higher foreign currency losses and an increase in our tax provision associated with both a higher level of income and a higher effective tax rate.

Net Income Per Share. Diluted net income per share increased to \$2.30 per share, compared to \$1.61 per share for the nine months ended January 1, 2005. The higher per-share performance resulted from an increase in net income, partially offset by an increase in weighted average shares outstanding due to stock option exercises and the issuance of restricted stock units.

FINANCIAL CONDITION AND LIQUIDITY

Financial Condition

At December 31, 2005, we had \$643.9 million of cash and cash equivalents, \$260.8 million of debt (net cash of \$383.1 million, defined as total cash and cash equivalents less total debt) and \$1.975 billion of stockholders' equity. This compares to \$350.5 million of cash and cash equivalents, \$291.0 million of debt (net cash of \$59.5 million) and \$1.676 billion of stockholders' equity at April 2, 2005.

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The increase in our net cash position principally relates to our strong growth in operating cash flows, offset in part by the use of approximately \$110 million of available cash on hand to fund the acquisition of the Footwear Business. On February 3, 2006, we used \$355 million of our available cash on hand to fund the purchase of the Polo Jeans business and settle all outstanding litigation with Jones. The increase in stockholders' equity principally relates to our strong earnings growth in Fiscal 2006.

Cash Flows

Net Cash Provided by Operating Activities. Net cash provided by operating activities increased to \$493.6 million during the nine-month period ended December 31, 2005, compared to \$359.9 million for the nine-month period ended January 1, 2005. This \$133.7 million increase in cash flow was driven primarily by changes in working capital and the increase in net income.

Net Cash Used in Investing Activities. Net cash used in investing activities was \$211.6 million for the nine months ended December 31, 2005, as compared to \$370.0 million for the nine months ended January 1, 2005. For the nine months ended December 31, 2005, net cash used in investing activities included \$114.0 million principally relating to the acquisition of the footwear product line. For the nine months ended January 1, 2005, net cash used in investing activities reflected \$243.8 million for the acquisition of certain assets of RL Childrenswear, LLC. For both periods, net cash used in investing activities reflected capital expenditures of \$97.6 million for the nine months ended December 31, 2005, as compared to \$126.1 million for the nine months ended January 1, 2005.

Net Cash Provided by Financing Activities. Net cash provided by financing activities was \$25.0 million for the nine months ended December 31, 2005, compared to \$24.0 million in the nine months ended January 1, 2005. The increase in cash provided by financing activities during the nine months ended December 31, 2005 principally related to \$44.9 million received from the exercise of stock options, as compared to \$42.2 million for the nine months ended January 1, 2005.

Liquidity

Our primary sources of liquidity are the cash flow generated from our operations, \$450 million of availability under our credit facility, available cash and equivalents and other potential sources of financial capacity relating to our under-leveraged capital structure. These sources of liquidity are needed to fund our ongoing cash requirements, including working capital requirements, retail store expansion, construction and renovation of shop-within-shops, investment in technological infrastructure, acquisitions, dividends, debt repayment, stock repurchases and other corporate activities. We believe that our existing sources of cash will be sufficient to support our operating and capital requirements for the foreseeable future.

As discussed below under the section entitled "Debt and Covenant Compliance," we had no borrowings under our credit facility as of December 31, 2005. However, in the event of a material acquisition, settlement of a material contingency or a material adverse business development, we may need to draw on our credit facility or other potential sources of financing.

Stock Repurchase Plan

On February 1, 2005, our Board of Directors approved a stock repurchase plan which allows for the purchase of up to an additional \$100 million in our stock, in addition to the approximately \$22.5 million of authorized repurchases remaining under our original stock repurchase plan which expires in 2006. The new repurchase plan does not have a termination date. We have not repurchased any shares of our stock pursuant to these plans during Fiscal 2006.

Dividends

We intend to continue to pay regular quarterly dividends on our outstanding common stock. However, any decision to declare and pay dividends in the future will be made at the discretion of our Board of Directors

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and will depend on, among other things, our results of operations, cash requirements, financial condition and other factors our Board of Directors may deem relevant.

We declared a quarterly dividend of \$0.05 per outstanding share in each quarter of Fiscal 2006 and Fiscal 2005. The aggregate amount of dividend payments was \$15.6 million in the nine-month period ended December 31, 2005, compared to \$15.2 million in the nine-month period ended January 1, 2005.

Debt and Covenant Compliance

We have outstanding approximately €227.0 million principal amount of 6.125% notes (the “Euro Debt”) that are due in November 2006. The carrying value of the Euro Debt changes as a result of changes in Euro exchange rates. As of December 31, 2005, the carrying value of the Euro Debt was \$260.8 million, compared to \$291.0 million at April 2, 2005.

In addition, we have a credit facility that currently provides for a \$450 million revolving line of credit, which can be increased up to \$525 million. The credit facility expires on October 6, 2009. This credit facility also is used to support the issuance of letters of credit. As of December 31, 2005, we had no borrowings outstanding under the credit facility, but were contingently liable for \$52.0 million of outstanding letters of credit (primarily relating to inventory purchase commitments).

Our credit facility requires us to maintain certain financial covenants, consisting of (i) a minimum ratio of Earnings Before Interest, Taxes, Depreciation, Amortization and Rent (“EBITDAR”) to Consolidated Interest Expense and (ii) a maximum ratio of Adjusted Debt to EBITDAR, as such terms are defined in the credit facility.

Our credit facility also contains covenants that, subject to specified exceptions, restrict our ability to:

- incur additional debt;
- incur liens and contingent liabilities;
- sell or dispose of assets, including equity interests;
- merge with or acquire other companies, liquidate or dissolve;
- engage in businesses that are not a related line of business;
- make loans, advances or guarantees;
- engage in transactions with affiliates; and
- make investments.

Upon the occurrence of an event of default under the credit facility, the lenders may cease making loans, terminate the credit facility, and declare all amounts outstanding to be immediately due and payable. The credit facility specifies a number of events of default (many of which are subject to applicable grace periods), including, among others, the failure to make timely principal and interest payments or to satisfy the covenants, including the financial covenants described above. Additionally, the credit facility provides that an event of default will occur if Mr. Ralph Lauren and related entities fail to maintain a specified minimum percentage of the voting power of our common stock.

As of December 31, 2005, we were in compliance with all covenants under the credit facility.

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

As discussed in Note 13 to our audited consolidated financial statements included in our Annual Report on Form 10-K for Fiscal 2005 and Note 10 to the accompanying unaudited consolidated financial statements, we are exposed to market risk arising from changes in market rates and prices, particularly movements in foreign currency exchange rates and interest rates. We manage these exposures through operating and financing activities and, when appropriate, through the use of derivative financial instruments, consisting of interest rate swap agreements and foreign exchange forward contracts.

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As of December 31, 2005, there have been no significant changes in our interest rate and foreign currency exposures, changes in the types of derivative instruments used to hedge those exposures, or significant changes in underlying market conditions since April 2, 2005.

Item 4. Controls and Procedures.

The Company maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities and Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

As of December 31, 2005, we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to the Securities and Exchange Act Rule 13(a)-15(b). Our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of December 31, 2005 due to the material weakness in our internal control over financial reporting with respect to income taxes identified during the Company's assessment of internal control over financial reporting as of April 2, 2005 and reported in our Fiscal 2005 Annual Report on Form 10-K, and the additional material weakness relating to inadequacies in the controls over the period-end financial closing and reporting process reported in our Quarterly Report on Form 10-Q for the fiscal quarter ended July 1, 2005. Although we have begun the implementation of our plans to remediate these material weaknesses, such implementation will continue during the remainder of Fiscal 2006 and these material weaknesses are not yet remediated. No material weaknesses will be considered remediated until the remediated procedures have operated for an appropriate period, have been tested, and management has concluded that they are operating effectively.

To compensate for these material weaknesses, the Company performed additional analysis and other procedures and utilized temporary resources in order to prepare the unaudited quarterly consolidated financial statements in accordance with generally accepted accounting principles in the United States of America. Accordingly, management believes that the consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

Primary focuses of the remediation plans include the augmentation of technical expertise across all principal accounting areas, improved internal training and development, and heightened monthly and quarterly review procedures. In connection with these plans, we hired a new Vice President, Controller on September 19, 2005. Except for our preliminary remediation efforts, there were no changes during the quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

Reference is made to the information disclosed under Item 3 — "LEGAL PROCEEDINGS" in our Annual Report on Form 10-K for the fiscal year ended April 2, 2005, as updated by the information disclosed under Part II, Item 1 — "LEGAL PROCEEDINGS" in our Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2005, for a description of certain litigation and other proceedings to which we are subject. The following is a summary of recent litigation developments.

On January 23, 2006 we entered into a definitive agreements with Jones Apparel Group, Inc. (together with its subsidiaries, "Jones") to purchase the licensed Polo Jeans Company business from Jones and to settle all outstanding litigation between the Company, Jones and Jackwyn Nemerov relating to the former "Lauren"

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license agreements. Pursuant to the settlement agreement, we agreed to pay \$100 million to Jones to settle litigation. The acquisition of the Polo Jeans Business and the settlement were both effected on February 3, 2006, pursuant to the settlement, the outstanding actions before the New York State courts and the related arbitration between Jones and Ms. Nemerov were dismissed with prejudice and the parties exchanged releases. As we had recorded a litigation charge of \$100 million in fiscal 2005 in connection with this matter, the settlement payment will not affect our income in Fiscal 2006.

As reported in our Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2005, on October 20, 2005, the jury in our litigation against the United States Polo Association (the "USPA"), Jordache, Ltd. and certain affiliated entities in the United States District Court for the Southern District of New York found that one of the four "double horsemen" logos that the defendants sought to use infringed on our world famous Polo Player Symbol trademarks and enjoined its use. The jury found that the other three marks were not confusingly similar to ours and, consequently, could be used by the USPA and Jordache. On November 16, 2005, we filed a motion before the trial court to overturn the jury's decision and hold a new trial with respect to the three marks that the jury found not to be infringing. The USPA and Jordache have opposed our motion, but have not moved to overturn the jury's decision that the fourth double horseman logo did infringe on our trademarks. Pending the judge's ruling on our motion, which is expected within the next few weeks, the USPA and Jordache cannot produce or sell products bearing any of the double horseman marks. We have preserved our rights to appeal if our motion is denied.

On January 12, 2006, a proposed settlement of the purported class action brought on behalf of certain employees in the United States District Court for the District of Northern California was submitted to the court for approval. A hearing on the settlement has been scheduled for April 6, 2006. The proposed settlement cost of \$1.5 million does not exceed the reserve for this matter that we established in Fiscal 2005. The proposed settlement would also result in the dismissal of the similar purported class action filed in San Francisco Superior Court, which has been stayed pending resolution of the federal action.

With respect to the litigation filed by Wathne Imports, Ltd., our domestic licensee for luggage and handbags ("Wathne") in the Supreme Court of the State of New York, New York County, described in our Quarterly Report on Form 10-Q for the fiscal quarter ended October 1, 2005; on February 1, 2006, the court granted our motion and dismissed all of Wathne's causes of action except its breach of contract claim against the Company and denied Wathne's motion for a preliminary injunction against our production and sale of women's and children's handbags.

Item 1A. Risk Factors.

Our Annual Report on Form 10-K for the fiscal year ended April 2, 2005 contains a detailed discussion of certain risk factors that could materially adversely affect our business, our operating results, or our financial condition. The following information amends, updates and should be read in conjunction with the risk factors and information disclosed in the Annual Report on Form 10-K.

We cannot assure the successful integration of the Polo Jeans Company Business.

As part of our growth strategy, we seek to extend our brands, expand our geographic coverage, increase direct management of our brands by opening more of our own stores, strategically acquiring select licensees and enhancing our operations. On February 3, 2006, we acquired the Polo Jeans Business by acquiring the stock of Sun Apparel, Inc. a subsidiary of Jones Apparel Group, Inc., for approximately \$255 million, subject to post-closing adjustment. We may not be able to retain qualified individuals to operate the Polo Jeans Company Business or otherwise successfully integrate the Polo Jeans Company Business into our existing wholesale businesses or achieve any expected cost savings or synergies from such integration.

A substantial portion of our net sales and gross profit is derived from a small number of department store customers.

Several of our department store customers, including chains under common ownership, account for significant portions of our wholesale net sales. We believe that a substantial portion of sales of our licensed

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products by our domestic licensees, including sales made by our sales force of Ralph Lauren Home products, are also made to our largest department store customers. Our three most significant department store customers accounted for 51.1% of our wholesale net sales during Fiscal 2005, and our ten largest customers accounted for approximately 64.6% of our wholesale net sales. The department store sector is undergoing consolidation. Two of our largest wholesale customers, Federated Department Stores, Inc. ("Federated") and The May Department Stores Company merged on August 30, 2005, and the surviving entity, Federated, has announced that it intends to close approximately 80 stores and continues to review its store portfolio. On January 12, 2006, Federated announced that it intends to divest its Lord & Taylor division, which had been part of the May Department Stores Company. According to Federated, the Lord & Taylor division operates 55 stores and had sales of approximately \$1.56 billion in 2004.

We do not enter into long-term agreements with any of our customers. Instead, we enter into a number of purchase order commitments with our customers for each of our lines every season. A decision by the controlling owner of a group of stores or any other significant customer, whether motivated by competitive conditions, financial difficulties or otherwise, to decrease the amount of merchandise purchased from us or our licensing partners or to change their manner of doing business with us or our licensing partners could have a material adverse effect on our financial condition and results of operations.

Our business could be negatively impacted by any financial instability of our customers.

We sell our wholesale merchandise primarily to major department stores across the United States and Europe and extend credit based on an evaluation of each customer's financial condition, usually without requiring collateral. However, the financial difficulties of a customer could cause us to curtail business with that customer. We may also assume more credit risk relating to that customer's receivables. Three of our customers, Dillard Department Stores, Inc., Federated Department Stores, Inc. and The May Department Stores Company, in aggregate constituted 44.9% of trade accounts receivable outstanding at April 2, 2005, the end of our most recent fiscal year. As noted above, Federated and The May Department Stores Company have merged. Our inability to collect on our trade accounts receivable from any one of these customers could have a material adverse effect on our business or financial condition.

We are dependent upon the revenue generated by our licensing alliances.

Approximately 53.2% of our income from operations for Fiscal 2005 was derived from licensing revenue received from our licensing partners. Approximately 33.5% of our licensing revenue for Fiscal 2005 was derived from three licensing partners. WestPoint Home, Inc., Impact 21 and Jones Apparel Group, Inc. ("Jones") accounted for 14.2%, 12.1% and 7.2%, respectively. On February 3, 2006, we closed the acquisition of the Polo Jeans Company business from Jones, thereby ending our licensing relationship with Jones. The interruption of the business of any one of our material licensing partners due to any of the factors discussed immediately below could also adversely affect our licensing revenues and net income.

The risks associated with our own products also apply to our licensed products in addition to any number of possible risks specific to a licensing partner's business, including, for example, risks associated with a particular licensing partner's ability to:

- obtain capital;
- manage its labor relations;
- maintain relationships with its suppliers;
- manage its credit risk effectively; and
- maintain relationships with its customers.

Although some of our license agreements prohibit licensing partners from entering into licensing arrangements with our competitors, our licensing partners generally are not precluded from offering, under other brands, the types of products covered by their license agreements with us. A substantial portion of sales of our products by our domestic licensing partners are also made to our largest customers. While we have

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significant control over our licensing partners' products and advertising, we rely on our licensing partners for, among other things, operational and financial control over their businesses.

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

We did not repurchase any shares of our common stock during the fiscal quarter ended December 31, 2005.

In March 1998, we announced a \$100 million Class A Common Stock repurchase plan. Approximately \$22.5 million in share repurchases remain available under this plan. On February 2, 2005, we announced a second stock repurchase plan under which up to an additional \$100 million of Class A Common Stock may be purchased. No shares have been repurchased under this plan, which does not have a termination date.

Item 6. *Exhibits.*

- 3.1 Amended and restated Certificate of Incorporation of Polo Ralph Lauren Corporation (filed as exhibit 3.1 to the Polo Ralph Lauren Registration Statement on Form S-1 (file no. 333-24733) (the "S-1")).
- 3.2 Amended and Restated By-Laws of Polo Ralph Lauren Corporation (filed as exhibit 3.2 to the S-1).
- 10.1 Amended and Restated Polo Ralph Lauren Supplemental Executive Retirement Plan.
- 31.1 Certification of Ralph Lauren, Chairman and Chief Executive Officer, pursuant to 17 CFR 240.13a-14(a).
- 31.2 Certification of Tracey T. Travis, Senior Vice President and Chief Financial Officer, pursuant to 17 CFR 240.13a-14(a).
- 32.1 Certification of Ralph Lauren, Chairman and 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 Tracey T. Travis, Senior Vice President and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Exhibits 32.1 and 32.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section. Such exhibits shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or Securities Exchange Act of 1934.

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.

POLO RALPH LAUREN CORPORATION

By: /s/ TRACEY T. TRAVIS

Tracey T. Travis
*Senior Vice President and
Chief Financial Officer
(Principal Financial and
Accounting Officer)*

Date: February 9, 2006

**THE AMENDED AND RESTATED
POLO RALPH LAUREN
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN
(formerly known as the Amended and Restated Polo Ralph Lauren Wealth
Accumulation Plan)
(Effective as of January 1, 2006)**

**THE AMENDED AND RESTATED POLO RALPH LAUREN
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN**

ARTICLE ONE

PURPOSE

1.1 The Amended and Restated Polo Ralph Lauren Wealth Accumulation Plan, as adopted effective April 1, 1996 and as thereafter amended from time to time (the "Prior Plan") is hereby amended, restated and renamed the Amended and Restated Polo Ralph Lauren Supplemental Executive Retirement Plan (the "Plan"), effective as of January 1, 2006. The purpose of the Plan is to provide key employees of Polo Ralph Lauren Corporation, a Delaware corporation (the "Company"), and any Affiliated Company (as defined herein) with a tax-deferred investment and growth of funds that will supplement the capital otherwise accumulated by or for each such employee for his retirement, and, in the event of such employee's death prior to retirement, to provide a substantial death benefit to his survivor.

1.2 The Plan shall become effective as of January 1, 2006; provided, however that the benefits accrued on behalf of each Participant on or after the Effective Date shall not be less than the benefits accrued on behalf of each such Participant under the Prior Plan immediately prior to the Effective Date. Plan Participants who terminated employment with the Company prior to the Effective Date (or are receiving salary continuation or severance payments from an Employer as of the Effective Date) shall be governed solely by the terms of the Prior Plan.

ARTICLE TWO

DEFINITIONS

As used herein, the terms set forth below shall have the following meanings:

2.1 "Account" shall mean the account established under the Plan for each Participant and the Accounts (as defined in the Prior Plan) established under the Prior Plan for each Participant.

2.2 "Affiliated Company" shall mean any corporation, company, business or other entity that is a member of a controlled group of corporations, within which the Company is also included, or under common control within the meaning of

subsections (b) and (c), respectively, of Section 414 of the Code as long as it remains in such relationship with respect to the Company.

2.3 “Beneficiary” shall mean any person, persons or entity designated by a Participant, on a designation form prescribed by and delivered to the Committee, to receive benefits payable pursuant to the provisions of this Plan upon a Participant’s death. In the event that no Beneficiary has been designated, or the designated Beneficiary predeceases the Participant, the Beneficiary shall be determined pursuant to ARTICLE SEVEN hereof.

2.4 “Board” means Board of Directors, Managing Partner or Committee or other body authorized and empowered pursuant to law to act for the Company.

2.5 “Cause” shall mean a Participant’s dishonesty or gross dereliction of duties, which is materially injurious to an Employer.

2.6 “Change in Control of the company” shall mean Ralph Lauren, his estate, members of his family or trusts for which any of them are beneficiaries (collectively the “Lauren Family”) shall cease to directly or indirectly own and control, of record and beneficially, at least 35% of the capital stock (or equivalent ownership interest, however designated) in the Company other than as a result of an Initial Public Offering (as hereinafter defined) of the Company (or its successor). After an Initial Public Offering of the Company (or its successor) the term “Change in Control of the Company” shall mean an event that results in any “person,” as such term is used in Sections 13(d) and 14 (d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) other than the Lauren Family or an employee benefit plan (or related trust) sponsored or maintained by the Company becoming the “beneficial owner” (as defined in Rule 13d-3 under the Exchange act), directly or indirectly, of capital stock (or equivalent ownership interests) of the Company (or its successor) representing 50% or more of the combined voting power of the Company’s (or its successor’s) then outstanding capital stock (or equivalent ownership interests). The term “Initial Public Offering” in respect of the Company (or its successor) shall mean the direct or indirect initial sale of common stock (or other securities or interests representing equivalent ownership) to the public pursuant to a registration statement on Form S-1, S-2 or S-3 (or any successor form) filed with the Securities and Exchange Commission (or any successor thereto) pursuant to the Securities Act of 1933, as amended.

2.7 “Code” shall mean the Internal Revenue Code of 1986, as amended and in effect from time to time.

2.8 “Committee” shall mean the initial committee appointed by the Board, subject to change from time to time by the Board, and shall consist of those individuals then respectively serving in the capacity as Vice Chairman, General Counsel and Vice President, Human Resources, unless otherwise determined by the Board.

2.9 “Company” shall mean Polo Ralph Lauren Corporation, a Delaware corporation, and any successor organization, whether by merger, consolidation, purchase or otherwise, which shall succeed to the business of Polo Ralph Lauren Corporation, and which by appropriate action, shall adopt the Plan.

2.10 “Compensation” shall mean the basic wages or salary paid to a Participant during a given year, excluding bonuses, incentive compensation, stock compensation (including restricted stock, restricted performance share units, and restricted stock units), commissions, wealth accumulation, income arising from the exercise of stock options or stock appreciation or similar rights, any amounts paid in a calendar year in lieu of unused vacation days earned in the prior calendar year and any severance payments (including periodic salary continuation payments), and excluding any other form of compensation which by its own terms is not to be included for purposes of the Plan. The Committee may, in its discretion, modify the definition of “Compensation” with respect to any Participant.

2.11 “Disability” shall mean the permanent disability of an Employee, which results from injury or disease and for which the Employee is receiving (or is entitled to receive) long-term disability benefits from, or pursuant to, a plan of an Employer.

2.12 “Effective Date” shall mean January 1, 2006; provided, however, that, with respect to any Participating Company, the term “Effective Date” shall mean the date upon which such Participating Company’s participation in the Plan becomes effective.

2.13 “Eligible Employee” shall mean any highly compensated managerial Employee or officer of an Employer designated by the Committee to eligible to participate in the Plan, subject to all of the terms and conditions of the Plan, including without limitation, the provisions of ARTICLES THREE and FOUR.

2.14 “Employee” shall mean a person who is regularly employed by the Company or a Participating Company or who is otherwise employed by a person or entity affiliated with the Company or a Participating Company, other than any person hired or retained as an independent contractor on a fee basis.

2.15 “Employer” shall mean the Company and each Participating Company.

2.16 “Employer Contribution” shall mean the contribution described in Section 4.2 hereof.

2.17 “Participant” shall mean an Eligible Employee who is participating in the Plan. A person shall cease to be a Participant only when he and his Beneficiary no longer have any interest in the Plan.

2.18 "Participating Company" shall mean (i) any Affiliated Company, which is designated by the Board as a Participating Company under the Plan and whose designation as such has become effective and has continued in effect and (ii) any Company within the controlled group of corporations (within the meaning of Section 1563 (a) of the Code) of which the Company is a member which is designated by the Committee as a Participating Company under the Plan. The designation shall become effective only when it shall have been accepted by the board of directors or other governing body responsible for managing the business (including an authorized general partner) of the Participating Company. A Participating Company may revoke its acceptance of such designation at any time, but until such acceptance has been revoked all of the provisions of the Plan shall apply to the Eligible Employees (and their Beneficiaries) of the Participating Company.

2.19 "Plan" shall mean the Amended and Restated Polo Ralph Lauren Supplemental Executive Retirement Plan, as adopted effective as of January 1, 2006, and as thereafter amended from time to time. The Plan is the successor to the Prior Plan.

2.20 "Plan Entry Date" shall mean the first day of the Plan Year in which a Participant commences participation in the Plan pursuant to Section 3.2 hereof.

2.21 "Plan Year" shall mean the 52/53 week period ending on the Saturday closest to March 31, of each year.

2.22 "Prior Plan" shall mean the Amended and Restated Polo Ralph Lauren Wealth Accumulation Plan, as adopted effective as of April 1, 1996, and as thereafter amended from time to time. The Prior Plan is the predecessor of the Plan.

2.23 "Retirement" shall mean a Participant's termination of employment with his Employer on or after his attainment of sixty-five (65) years of age.

2.24 "Transition Plan Participant" shall mean a Participant who participated in the Prior Plan for fewer than four complete Plan Years as of the Effective Date and commenced participation in the Plan as of the Effective Date, but excluding any Plan Participant who terminated employment with the Company prior to the Effective Date (or is receiving salary continuation or severance payments as of the Effective Date).

2.25 "Valuation Date" shall mean the first day of the Plan Year upon which a Participant first becomes entitled to a distribution under the Plan in accordance with the provisions of ARTICLE FIVE hereof.

ARTICLE THREE

ELIGIBILITY AND PARTICIPATION

3.1 Eligibility. Each Eligible Employee in the employ of an Employer shall be eligible to participate in the Plan as of the Plan Entry Date selected by the Committee, provided that in no event shall any individual become a Participant in the Plan on or after October 1, 2004. A Participant who terminates employment, and is reemployed on or after October 1, 2004, shall not be eligible to resume participation in the Plan. Notwithstanding the foregoing, effective January 1, 2006, an employee who was not a Participant in the Plan prior to October 1, 2004, or who terminates employment and is reemployed on or after October 1, 2004, may be designated an Eligible Employee and become a Participant in the Plan, but only with respect to Employer Contributions described in Section 4.2(c); in no event shall any individual described in the preceding clause be eligible for an Employer Contribution described in Section 4.2(a) or 4.2(b).

3.2 Participation. An Eligible Employee who has become eligible to participate in the Plan pursuant to Section 3.1 shall become a Participant on the first day of the Plan Year during which the participant first becomes eligible to participate in the Plan; provided, however, that if a Participant commences participation more than six months following the first day of such Plan Year, then the Participant's Plan Entry Date shall be the first day of the following Plan Year.

ARTICLE FOUR

CONTRIBUTIONS AND CREDITING

4.1 Nature and Obligation. The Company presently intends to continue the Plan indefinitely and to make contributions in respect of the Plan in accordance with the provisions of this ARTICLE FOUR. Nevertheless, each Employer reserves the right to suspend the contributions otherwise required of it under this ARTICLE at any time and from time to time, or to discontinue them altogether.

4.2 Rate of Employer Contribution. With respect to each Plan Year during which the Company reports a profit on a consolidated basis in its audited financial statements (which shall be final and binding), the Employer will credit an Employer Contribution for such Plan Year of five percent (5%) of each participant's Compensation for such Plan Year, provided that such Participant (a) is a Participant as of the first day of such Plan Year and (b) is either employed by the Employer on the last day of such Plan Year, or has terminated employment by reason of death, Retirement or Disability during such Plan Year. A Participant who is receiving salary continuation or severance payments from an Employer will not be considered employed by the Employer for purposes of clause (b) of the foregoing sentence. On or before September 1, of the following Plan Year, if a Participant was employed by the Company at the start of the Company's fiscal year, then the Participant's Account

will be credited with the deemed Employer Contribution and interest by the Employer in respect of such Participant effective as of the April 1st closest to the start of the Company's fiscal year. In the event that the Company does not report a profit on a consolidated basis with respect to a particular Plan Year, and consequently no Employer Contribution is credited, the Employer may credit an additional Employer Contribution in any succeeding Plan Year, which is equal to all or any part of the Employer Contribution that would have been made for the Plan Year during which no profit was reported.

(b) In addition, with respect to any Plan Year commencing with the 1997 Plan Year during which, in the Company's sole discretion, the Company's net income substantially exceeds the Company's budget for such Plan Year, the Employer may credit Participant's Accounts with a "superior Company performance contribution," at such time and in such manner as the Committee, in its sole discretion, shall determine.

(c) An Employer may credit any Eligible Employee with a discretionary individual Employer Contribution, in such amount as shall be determined by the Compensation Committee of such Employer in its sole discretion, such Employer Contribution to be documented in Supplement A to the Plan, which shall be updated from time to time by the Senior Vice President of Human Resources and Legal or such other designee as may be established by the Compensation Committee to reflect any such grant. In the case of an individual who was a Participant prior to October 1, 2004, a grant of a discretionary Employer Contribution under this Section 4.2(c) may be in lieu of or in addition to all or a portion of the Employer Contributions described at Sections 4.2(a) and 4.2(b). Any such Employer Contributions under this Section 4.2(c) shall be subject to all of the terms and conditions of the Plan, including any amendments to the Plan to cause it to conform to Section 409A. An Award described in this Section 4.2(c), may be granted to an employee, in connection with the hiring or retention of such individual in a highly compensated managerial or officer position, prior to the date the employee first performs services for the Company or the Employer, and upon employment such individual shall be an "Eligible Employee," provided that any such Award shall be forfeited if the individual does not become an employee of an Employer.

4.3 Transition Plan Participant Benefits. With respect to the 1997, 1998, 1999 and 2000 Plan Years, the Employer shall credit to Transition Plan Participants, in lieu of the Employer Contributions credited pursuant to Section 4.2 hereof, such amounts so that each such Transition Plan Participant shall have been credited for four complete Plan Years, including Plan Years under the Prior Plan (or if fewer, the total number of Plan Years that the Transition Plan Participant participated in the Plan or Prior Plan), a contribution of not less than 15% of such Transition Plan Participant's compensation, as such term is defined in the Prior Plan ("Prior Plan Compensation"), for such Plan Year. With respect to each such Plan Year, the Employer shall annually credit an Employer Contribution of not less than 15% of each Transition Plan Participant's Prior Plan Compensation for such Plan Year to an

Account established for such Transition Plan Participant, provided that such Transition Plan Participant (a) is a Participant as of the first day of such Plan Year and (b) is either employed by the Employer on the last day of such Plan Year, or has terminated employment by reason on death or Disability during such Plan Year. A Transition Plan Participant who is receiving salary continuation or severance payments from the Employer will not be considered employed by the Employer for purposes of clause (b) of the foregoing sentence.

In the event that a Transition Plan Participant has been credited with a contribution for one-half of a Plan Year under the Prior Plan during the four Plan Years preceding the Effective Date, then with respect to the last of the Plan Years for which such Transition Plan Participant is eligible for a benefit under this Section 4.3, the Employer shall credit him with 7-1/2% of such Transition Plan Participant's Prior Plan Compensation for the first half of such Plan Year and, for the remainder of the Plan, a percentage of such Transition Plan's Participant's Compensation (as defined in Section 2.10 hereof) that is equal to one-half of the percentage credited by the Employer under section 4.2 hereof. Each Transition Plan Participant's Account shall be credited at such time and in such same manner as is described in Section 4.2 hereof.

4.4 Interest Crediting Rate. The interest credited to the Participant's Account (a) during the accumulation period preceding the date that a Participant begins to receive distributions will be the annual Mid-Term Applicable Federal Rate (as defined in Code Section 1274(d) and published by the Internal Revenue Service for the month of September following the Plan Year with respect to which such interest is credited), and (b) during the distribution period will be the average of the rate described in this Section 4.4(a) applicable with respect to the three (3) Plan Years ending prior to the date that the initial distribution commences, under the terms of this Section 4.4(a) as then in effect for each of those three (3) Plan Years.

4.5 Reserved.

4.6 Crediting Upon Plan Termination. In the event that the Plan is terminated pursuant to Section 8.1 hereof, a Participant's Account will be credited with interest in accordance with Section 4.4.

ARTICLE FIVE

DISTRBUTIONS

5.1 Benefit Distribution Date. Each Participant's Account, valued as of his Valuation Date, will be payable commencing at the age or ages specified in the agreement that he receives from the Committee evidencing his participation in the Plan. A Participant's Retirement after attainment of age sixty-five (65) may be authorized by the Committee in its discretion.

5.2 Method of Distribution at Retirement or Death. The normal payment period for distribution of a Participant's Account at Retirement or death will be fifteen (15) years. Such payments will commence on or after the first day of the sixth (6th) month following the date of Participant's Retirement or death. Payments will be made on a monthly basis and each Participant's Account will continue to earn interest during the pay-out period, as determined in accordance with Section 4.4 hereof. Prior to the commencement of payment to the Participant, or the Participant's Beneficiary as the case may be, requests may be made by the Participant or the Participant's designated Beneficiary to receive payments alternatively in a lump sum, or annually over a five- or ten-year period; provided, however, that the Committee, in its discretion, reserves the right to reject any such request, and the determination of the Committee shall be final and binding. Payments will continue for the balance of the specified period to the Participant's Beneficiary in the event of his death during the payment period.

5.3 Termination of Employment. In the event of a Participant's termination of employment with his Employer prior to his death, Disability or Retirement, the Employer will pay the Participant his vested interest (determined in accordance with ARTICLE SIX hereof) in his Account, valued as of his Valuation Date, in equal annual installments as follows:

Amount in a Participant's Account of Vested Interest	Number of Years of Annual Installments
\$1,000,000 or More	10 Years
\$500,000 — 999,999	5 Years
\$100,000 — 499,999	3 Years
Less than \$100,000	One Lump Sum

Such payments will commence on or after the first day of the sixth (6th) month following the date that the Participant's employment with his Employer terminates.

5.4 Distribution Upon Disability. Upon the occurrence of a Disability, a Participant's Account will be distributed to such Participant in monthly installments over a ten- or fifteen-year period, as elected by the Participant; provided, however, that the Committee, in its discretion, reserves the right to reject any such request, and the determination of the Committee shall be final and binding. In addition, upon written request by a Participant who has incurred a Disability (or such Participant's legal representative), the Committee may, in its sole discretion, determine to distribute the Participant's Account in a single lump sum, or annually over a five-year period, to such Participant (or to his legal representative), provided that the determination of the Committee shall be final and binding.

5.5 Distribution Upon Plan Termination. Upon the termination of the Plan, each Participant's Account will be distributed to such Participant in ten (10) annual installments. Notwithstanding the preceding sentence, the Committee may, in its discretion, determine to distribute any Participant's Account in a lump sum at any time following the termination of the Plan.

5.6 Special Pre-Distribution Period Payments. Within ten (10) days after a Participant's distributions have commenced hereunder, the Employer will pay to the Participant or his beneficiary, as the case may be, in a lump sum, interest on the vested portion of the Participant's Account as of the Valuation Date, from the Valuation Date to the date of the first distribution, at the interest rate set forth in Section 4.4 hereof; provided, however, that such lump sum interest payment shall not be made if interest for such period has been included in the calculation of the Participant's distributions. In addition, if distributions have commenced as a result of the Retirement, death or Disability of a Participant, the Employer will pay to the Participant or his beneficiary, as the case may be, in a lump sum, the contribution which is required to be made pursuant and subject to Section 4.2 hereof, based upon the Compensation actually earned by the Participant in the Plan Year during which the Retirement, death or Disability occurred. Such payment shall be made as promptly as practicable to the extent ascertainable but in any event no later than the September 1 of the Plan Year following the Plan Year in which distribution commenced.

ARTICLE SIX

VESTING

6.1 Vesting. All amounts credited to Participants' Accounts will vest, in cumulative installments, at the rate of: 10% after the completion of one year of participation, an additional 15% (or a total of 25%) after the completion of two years of participation, an additional 20% (or a total of 45%) after the completion of three years of participation, an additional 25% (or a total of 70%) after the completion of four years of participation and an additional 30% (or a total of 100%) after the completion of five years of participation. No Participant's Account shall vest in excess of one hundred percent (100%) under this Plan.

Each Participant's Account will be one hundred percent (100%) vested and nonforfeitable either upon attainment of sixty (60) years of age (regardless of such Participant's credited years of participation) or at his death prior to termination of employment with his Employer. Each Participant will be credited with one year of participation for each completed 12 month period of employment with the Employer commencing with the Participant's Plan Entry Date as determined pursuant to the Prior Plan, if applicable, or, if the Participant did not participate in the Prior Plan, then commencing with the Plan Entry Date as determined pursuant to the Plan.

Notwithstanding the foregoing, in no event will a participant's vesting percentage be less than the vesting percentage applicable to such Participant's Account as of the Effective Date determined in accordance with the terms of the Prior Plan.

6.2 Death Benefit. In the event of a Participant's death prior to Retirement or termination of employment with his Employer, the death benefit payable to his Beneficiary will be an annual benefit equal to the greater of two (2) times the highest annual contribution made to the Plan on his behalf, paid in monthly installments over fifteen (15) years, or his Account balances valued as of his Valuation Date, paid out in monthly installments for fifteen (15) years, with the interest credited during the distribution period equal to the average of the interest credited for the three (3) years prior to the date that the initial distribution commences. Notwithstanding the preceding sentence, the minimum two times benefits will be available only to those Participants who, at the time that they commence participation in the Plan, qualify as standard insurance risks for whom insurance is in force by the United States insurance industry in an amount necessary to fund such benefit.

If a Participant dies after Retirement or termination of employment but before all amounts payable to such Participant have been made, the remaining payments will be made to the Participant's Beneficiary.

Upon the death of a Participant who had been receiving distributions as a result of a previously incurred Disability, the death benefit in respect of a Participant will be the death benefit that would otherwise have been at the time of such Disability, reduced by the amount previously paid hereunder to or on behalf of such Participant as Disability payments. In the event that all required Disability payments have been made to or on behalf of a Participant, no death benefit or other benefit will be made under the Plan with respect to such Participant.

6.3 Disability. Upon the occurrence of a Disability, a Participant's Account shall become one hundred percent (100%) vested and nonforfeitable. The Account of a Participant with a Disability will be distributed in accordance with Section 5.4 hereof.

ARTICLE SEVEN

DESIGNATION OF BENEFICIARY

7.1 Subject to Section 7.2 hereof, each Participant shall have the right to designate a Beneficiary and to change such designation from time to time without notice to or consent of such previously designated Beneficiary.

7.2 A designation of Beneficiary form shall be given to each Participant upon his commencement or recommencement of participation in the Plan and thereafter

will be made available to such Participant upon his request. If no such designation is in effect at the time of a Participant's death, or if the Beneficiary so designated fails to survive such Participant, the Beneficiary shall be his spouse, if then living, otherwise his surviving children in equal shares, or if such Participant has no spouse or children surviving, to the legally appointed representative of his estate as an asset of such estate.

ARTICLE EIGHT

AMENDMENT AND TERMINATION

8.1 Amendment or Termination of Plan. The Company intends the plan to be permanent. However, the Board reserves the right to amend from time to time, or to terminate the Plan at any time; provided, however, that (a) no amendment or termination of the Plan (a) may adversely affect the accrued benefit of any Participant without his prior consent, and (b) any adverse adjustment to the crediting of interest with respect to any accrued benefits shall not be effective with respect to any Participant unless such Participant approves such adjustment or such adjustment is approved by 75% of all Participants under the Plan at the time of the adjustment.

ARTICLE NINE

CHANGE IN CONTROL OF THE COMPANY

9.1 Plan Termination. In the event that the Plan shall be terminated within five years following a Change in Control of the Company, each Participant's Account will become one hundred percent (100%) vested and nonforfeitable and distributed in accordance with Section 5.5 hereof.

9.2 Involuntary Termination of Employment. In the event that a Participant's employment with an Employer is involuntarily terminated, other than for Cause, within five years following a Change in Control of the Company, such Participant's Account will become one hundred percent (100%) vested and nonforfeitable and distributed in accordance with Section 5.5 hereof (as if the Plan had terminated).

ARTICLE TEN

ADMINISTRATION AND INTERPRETATION

10.1 The Committee (i) shall administer and interpret the terms and conditions of this Plan, (ii) shall establish reasonable procedures with which Participants must comply to exercise any right established hereunder and (iii) may, in its discretion, delegate its responsibilities or duties hereunder to any person or entity.

The rights and duties of Participants, Beneficiaries and other persons and entities are subject to, and governed by, such acts of administration, interpretations, procedures, and delegations.

ARTICLE ELEVEN

MISCELLANEOUS

11.1 Unsecured Promise. The undertakings of each Employer herein constitute merely the unsecured promise of such Employer to make the payments as provided for herein. No property of any Employer is or shall, by reason of this Plan, be held in trust for any Participant, any Beneficiary or any other person, and neither any Participant nor any Beneficiary nor any other person shall have, by reason of the Plan, any rights, title or interest of any kind in or to any property of the Company or any Participating Company.

11.2 Purchase of Life Insurance. For purposes of funding the benefits to be provided under the Plan, it is understood that the Employer may purchase a life insurance contract or contracts on the life of each Participant. It is expressly agreed that the Company shall at all times be the sole and complete owner and beneficiary of any such contract, shall have the unrestricted right to use all amounts and exercise all options and privileges thereunder without knowledge or consent of the Participant or his designated beneficiary or any other person, and that neither the Participant nor his designated Beneficiary nor any other person shall have any right, title or interest, legal or equitable, whatsoever in or to any such contract. Each Participant will agree, as a condition of eligibility, to comply with the underwriting requirements of the insurance company issuing such insurance contract or contracts including a physical examination by a medical doctor to the extent required for the Company to purchase a life insurance contract on the life of the Participant.

11.3 No Right of Employment. Neither anything contained in the Plan, nor any acts done pursuant hereto, shall be construed as entitling the Participant to be continued in the employ of the Company for any period of time, or as obliging the Company or a subsidiary to keep the Participant in its employ for any period of time.

11.4 Nonassignability. Except as set forth herein, no rights of any kind under the Plan shall, without the written consent of the Company, be transferable or assignable by the Participant, any designated beneficiary or any other person, or be subject to alienation, encumbrance, garnishment, attachment, execution or levy of any kind, voluntary or involuntary.

11.5 Successors and Assigns. The Plan shall be binding upon the Participant, his heirs and personal representatives, and upon the Company, its successors and assigns.

11.6 Incompetency. If the Committee shall find that any person to whom any amount is payable under the Plan is unable to care for his affairs because of illness or accident, or is a minor, any payment due (unless a prior claim therefore shall have been made by a duly appointed guardian, committee or other legal representative) may be paid to the spouse, a child, a parent, or a brother or sister, or to any person deemed by the Committee to have incurred expense for such person otherwise entitled to payment, in such manner and proportions as the Committee may determine.

11.7 Invalidity. In the event that any part of this Agreement shall be deemed invalid for any reason, such invalidity shall not affect the remainder of this Agreement, which shall remain valid and binding upon the parties and enforceable in accordance with its terms.

11.8 Withholding. The Company shall deduct from any payment to be made under the Plan all applicable federal, state, local and employment withholding taxes and shall remit such taxes to the appropriate authority. Notwithstanding the foregoing, the Participant remains responsible for the payment of any and all taxes due on any and all payments and distributions under the Plan.

11.9 Governing Law. The Plan shall be construed in accordance with and governed by the laws of the State of New York.

11.10 Interpretation. As used in the Plan, the masculine wherever used shall also refer to the feminine gender, and the singular may include the plural and vice versa, unless the context clearly indicates to the contrary.

IN WITNESS WHEREOF, the Company has authorized the Plan to be duly executed effective as of the 1st day of January, 2006.

Polo Ralph Lauren Corporation

By: _____
Name:
Title:

SUPPLEMENT A

Discretionary Individual Employer Contributions

CERTIFICATION

I, Ralph Lauren, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Polo Ralph Lauren Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ RALPH LAUREN

Ralph Lauren
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: February 9, 2006

CERTIFICATION

I, Tracey T. Travis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Polo Ralph Lauren Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting, and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ TRACEY T. TRAVIS

Tracey T. Travis
Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

Date: February 9, 2006

**Certification of Ralph Lauren Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Polo Ralph Lauren Corporation (the "Company") on Form 10-Q for the period ended December 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ralph Lauren, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ RALPH LAUREN

Ralph Lauren

February 9, 2006

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Polo Ralph Lauren Corporation and will be retained by Polo Ralph Lauren Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification of Tracey T. Travis Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Polo Ralph Lauren Corporation (the "Company") on Form 10-Q for the period ended December 31, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Tracey T. Travis, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ TRACEY T. TRAVIS

Tracey T. Travis

February 9, 2006

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Polo Ralph Lauren Corporation and will be retained by Polo Ralph Lauren Corporation and furnished to the Securities and Exchange Commission or its staff upon request