

CHRISTOPHER & BANKS CORP  
Form 10-Q  
October 07, 2010  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-Q**

(Mark One)

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

For the quarterly period ended August 28, 2010

or

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Number 001-31390

**CHRISTOPHER & BANKS CORPORATION**

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(Exact name of registrant as specified in its charter)

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

**06 - 1195422**  
(I.R.S. Employer  
Identification No.)

**2400 Xenium Lane North, Plymouth, Minnesota**  
(Address of principal executive offices)

**55441**  
(Zip Code)

**(763) 551-5000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

As of September 25, 2010, 35,844,154 shares of the registrant's common stock were outstanding.



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**CHRISTOPHER & BANKS CORPORATION**

**QUARTERLY REPORT ON FORM 10-Q**

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Table of Contents**PART I FINANCIAL INFORMATION****ITEM 1.****FINANCIAL STATEMENTS****CHRISTOPHER & BANKS CORPORATION****CONDENSED CONSOLIDATED BALANCE SHEET**

(In thousands)

(Unaudited)

|  | August 28,<br>2010 | February 27,<br>2010 | August 29,<br>2009 |
|--|--------------------|----------------------|--------------------|
| <b><u>ASSETS</u></b>   |                    |                      |                    |
| Current assets:  |                    |                      |                    |
| Cash and cash equivalents  | \$ 37,760          | \$ 37,073            | \$ 83,384          |
| Short-term investments   | 58,231             | 62,251               | 16,400             |
| Accounts receivable  | 5,136              | 4,245                | 3,728              |
| Merchandise inventories  | 40,109             | 38,496               | 38,285             |
| Prepaid expenses   | 3,213              | 1,642                | 2,768              |
| Income taxes receivable  | 1,195              | 394                  | 7,750              |
| Current deferred tax asset   | 4,376              | 3,509                | 3,779              |
| Other current assets   |                    | 2,000                | 2,650              |
| Total current assets   | 150,020            | 149,610              | 158,744            |
| Property, equipment and improvements, net                                      | 88,466             | 96,109               | 109,751            |
| Long-term investments  | 13,408             | 13,622               |                    |
| Deferred tax asset   | 8,600              | 7,631                | 6,597              |
| Other assets   | 317                | 325                  | 326                |
| Total assets   | \$ 260,811         | \$ 267,297           | \$ 275,418         |
| <b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>                             |                    |                      |                    |
| Current liabilities:   |                    |                      |                    |
| Accounts payable   | \$ 11,841          | \$ 13,654            | \$ 16,121          |
| Accrued salaries, wages and related expenses                                   | 7,890              | 8,472                | 8,860              |
| Other accrued liabilities  | 17,129             | 19,164               | 18,290             |
| Other current liabilities  |                    |                      | 487                |
| Total current liabilities  | 36,860             | 41,290               | 43,758             |
| Non-current liabilities:   |                    |                      |                    |
| Deferred lease incentives  | 17,245             | 19,578               | 21,443             |
| Other  | 11,881             | 12,699               | 13,838             |
| Total non-current liabilities  | 29,126             | 32,277               | 35,281             |
| Commitments  |                    |                      |                    |
| Stockholders' equity:  |                    |                      |                    |
| Preferred stock \$0.01 par value, 1,000 shares authorized,<br>none outstanding |                    |                      |                    |

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Common stock \$0.01 par value, 74,000 shares authorized, 45,635, 45,735 and 45,788 shares issued and 35,844, 35,944 and 35,997 shares outstanding at August 28, 2010, February 27, 2010 and August 29, 2009, respectively

|   |            |            |            |
|---|------------|------------|------------|
|   | 456        | 457        | 458        |
| Additional paid-in capital  | 115,109    | 113,584    | 112,606    |
| Retained earnings   | 191,890    | 192,361    | 196,027    |
| Common stock held in treasury, 9,791 shares at cost at August 28, 2010, February 27, 2010 and August 29, 2009, respectively | (112,712)  | (112,711)  | (112,712)  |
| Accumulated other comprehensive income  | 82         | 39         |            |
| Total stockholders equity   | 194,825    | 193,730    | 196,379    |
| Total liabilities and stockholders equity   | \$ 260,811 | \$ 267,297 | \$ 275,418 |

**The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.**

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**CHRISTOPHER & BANKS CORPORATION**  
**CONDENSED CONSOLIDATED INCOME STATEMENT**

(In thousands, except per share data)

(Unaudited)

|                                     | <b>Three Months Ended</b>  |                            |
|-------------------------------------|----------------------------|----------------------------|
|                                     | <b>August 28,<br/>2010</b> | <b>August 29,<br/>2009</b> |
| Net sales                           | \$ 101,340                 | \$ 101,182                 |
| Costs and expenses:                 |                            |                            |
| Merchandise, buying and occupancy   | 65,536                     | 66,152                     |
| Selling, general and administrative | 33,795                     | 32,220                     |
| Depreciation and amortization       | 6,434                      | 6,286                      |
| Total costs and expenses            | 105,765                    | 104,658                    |
| Operating loss                      | (4,425)                    | (3,476)                    |
| Other income                        | 127                        | 228                        |
| Loss before income taxes            | (4,298)                    | (3,248)                    |
| Income tax benefit                  | (1,760)                    | (1,116)                    |
| Net loss                            | \$ (2,538)                 | \$ (2,132)                 |
| Basic earnings (loss) per share:    |                            |                            |
| Net loss                            | \$ (0.07)                  | \$ (0.06)                  |
| Basic shares outstanding            | 35,354                     | 35,176                     |
| Diluted earnings (loss) per share:  |                            |                            |
| Net loss                            | \$ (0.07)                  | \$ (0.06)                  |
| Diluted shares outstanding          | 35,501                     | 35,176                     |
| Dividends per share                 | \$ 0.06                    | \$ 0.06                    |

**The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.**



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**CHRISTOPHER & BANKS CORPORATION**  
**CONDENSED CONSOLIDATED INCOME STATEMENT**

(In thousands, except per share data)

(Unaudited)

|                                     | Six Months Ended   |                    |
|-------------------------------------|--------------------|--------------------|
|                                     | August 28,<br>2010 | August 29,<br>2009 |
| Net sales                           | \$ 227,574         | \$ 221,549         |
| Costs and expenses:                 |                    |                    |
| Merchandise, buying and occupancy   | 138,393            | 141,609            |
| Selling, general and administrative | 69,994             | 68,364             |
| Depreciation and amortization       | 12,964             | 12,597             |
| Total costs and expenses            | 221,351            | 222,570            |
| Operating income (loss)             | 6,223              | (1,021)            |
| Other income                        | 243                | 343                |
| Income (loss) before income taxes   | 6,466              | (678)              |
| Income tax provision (benefit)      | 2,664              | (232)              |
| Net income (loss)                   | \$ 3,802           | \$ (446)           |
| Basic earnings (loss) per share:    |                    |                    |
| Net income (loss)                   | \$ 0.11            | \$ (0.01)          |
| Basic shares outstanding            | 35,329             | 35,134             |
| Diluted earnings (loss) per share:  |                    |                    |
| Net income (loss)                   | \$ 0.11            | \$ (0.01)          |
| Diluted shares outstanding          | 35,525             | 35,134             |
| Dividends per share                 | \$ 0.12            | \$ 0.12            |

**The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.**

Table of Contents**CHRISTOPHER & BANKS CORPORATION****CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

(In thousands)

(Unaudited)

|  | Six Months Ended   |                    |
|--|--------------------|--------------------|
|  | August 28,<br>2010 | August 29,<br>2009 |
| <b>Cash flows from operating activities:</b>   |                    |                    |
| Net income (loss)  | \$ 3,802           | \$ (446)           |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: |                    |                    |
| Depreciation and amortization  | 12,964             | 12,597             |
| Amortization of premium on investments   | 243                |                    |
| Excess tax benefit on stock-based compensation   | (224)              |                    |
| Deferred income taxes  | (1,864)            | (2,246)            |
| Stock-based compensation expense   | 1,646              | 848                |
| Loss on disposal of furniture, fixtures and equipment                                    | 18                 | 130                |
| Gain on investments, net   | (56)               | (150)              |
| Changes in operating assets and liabilities:   |                    |                    |
| Sales of trading securities  | 14,850             | 200                |
| (Increase) decrease in accounts receivable   | (891)              | 193                |
| (Increase) decrease in merchandise inventories   | (1,613)            | 543                |
| Increase in prepaid expenses and other current assets                                    | (1,571)            | (972)              |
| (Increase) decrease in income taxes receivable   | (576)              | 10,997             |
| Decrease in other assets   | 35                 | 133                |
| Decrease in accounts payable   | (1,664)            | (2,405)            |
| Decrease in accrued liabilities  | (3,048)            | (4,541)            |
| Decrease in deferred lease incentives  | (2,333)            | (2,063)            |
| Decrease in other liabilities  | (818)              | (590)              |
| Net cash provided by operating activities  | 18,900             | 12,228             |
| <b>Cash flows from investing activities:</b>   |                    |                    |
| Purchases of property, equipment and improvements  | (5,488)            | (3,411)            |
| Purchases of investments   | (37,696)           |                    |
| Sales of investments   | 28,936             |                    |
| Net cash used in investing activities  | (14,248)           | (3,411)            |
| <b>Cash flows from financing activities:</b>   |                    |                    |
| Exercise of stock options  | 84                 |                    |
| Excess tax benefit on stock-based compensation   | 224                |                    |
| Dividends paid   | (4,273)            | (4,247)            |
| Net cash used in financing activities  | (3,965)            | (4,247)            |
| Net increase in cash and cash equivalents  | 687                | 4,570              |
| Cash and cash equivalents at beginning of period   | 37,073             | 78,814             |
| Cash and cash equivalents at end of period   | \$ 37,760          | \$ 83,384          |

**The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.**

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**CHRISTOPHER & BANKS CORPORATION**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

(Unaudited)

**NOTE 1 BASIS OF PRESENTATION**

The unaudited condensed consolidated financial statements included in this Form 10-Q have been prepared by Christopher & Banks Corporation and its subsidiaries (the Company) pursuant to the rules and regulations of the United States Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed, or omitted, pursuant to such rules and regulations. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended February 27, 2010.

The results of operations for the interim periods shown in this report are not necessarily indicative of results to be expected for the full fiscal year. In the opinion of management, the information contained herein reflects all adjustments, consisting of only normal adjustments, except as otherwise stated in these notes, necessary to present fairly the Company's financial position as of August 28, 2010, February 27, 2010 and August 29, 2009, and its results of operations and cash flows for the three and six month periods ended August 28, 2010 and August 29, 2009.

*Loyalty Program*

During the first quarter of fiscal 2011, the Company launched its Friendship Rewards loyalty program. Under the program, customers accumulate points based on purchase activity. Once a Friendship Rewards member achieves a certain point level, the member earns awards certificates that may be redeemed for merchandise. Points are accrued as unearned revenue and recorded as a reduction of net sales and a current liability as they are accumulated by members and certificates are earned. The liability is recorded net of estimated breakage based on redemption patterns and trends. The reward certificates expire approximately six weeks after issuance.

*Recently Adopted Accounting Pronouncements*

In June 2009, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2009-17, Consolidations, which seeks to improve financial reporting by requiring that entities perform an analysis to determine whether any variable interest or interests that they have give them a controlling financial interest in a variable interest entity. The Company adopted ASU 2009-17 during the first quarter of fiscal 2011. The adoption of ASU 2009-17 had no impact on the Company's financial statements.

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In January 2010, the FASB issued ASU 2010-06, *New Guidance and Clarifications for Improving Disclosures about Fair Value Measurements*. This guidance requires enhanced disclosures regarding transfers in and out of the levels within the fair value hierarchy. Separate disclosures are required for transfers in and out of Level 1 and 2 fair value measurements, and the reasons for the transfers must be disclosed. In the reconciliation for Level 3 fair value measurements, separate disclosures are required for purchases, sales, issuances, and settlements on a gross basis. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements, which are effective for interim and annual reporting periods beginning after December 15, 2010. The Company adopted the disclosure requirements effective February 28, 2010. See Note 10, *Fair Value Measurements*, for the additional disclosures required under the guidance. The Company intends to adopt the remaining Level 3 disclosure requirements effective February 27, 2011. The Company is in the process of evaluating the additional disclosure requirements and does not expect that the additional requirements will have a significant impact on its consolidated financial statements.

### *Recently Issued Accounting Pronouncements*

In October 2009, the FASB issued ASU 2009-13, *Multiple Deliverable Revenue Arrangements*. ASU 2009-13 amends Accounting Standards Codification (ASC) 605-10, *Revenue Recognition*, and addresses accounting for multiple-deliverable arrangements to enable vendors to account for products or services (deliverables) separately rather than as a combined unit, and provides guidance regarding how to measure and allocate arrangement consideration to one or more units of accounting. ASU 2009-13 is effective for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted, but certain requirements must be met. The Company is in the process of evaluating ASU 2009-13 and does not expect that it will have a significant impact on its consolidated financial statements.

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Investments consisted of the following (in thousands):

| Description                         | Amortized<br>Cost | August 28, 2010     |                      | Estimated<br>Fair Value |
|-------------------------------------|-------------------|---------------------|----------------------|-------------------------|
|                                     |                   | Unrealized<br>Gains | Unrealized<br>Losses |                         |
| Short-term investments:             |                   |                     |                      |                         |
| Available-for-sale securities:      |                   |                     |                      |                         |
| Variable rate demand obligations    | \$ 28,320         | \$                  | \$                   | \$ 28,320               |
| Municipal commercial paper          | 1,000             |                     |                      | 1,000                   |
| Municipal bonds                     | 23,087            | 13                  | 4                    | 23,096                  |
| U.S. Agency securities              | 5,800             | 19                  | 4                    | 5,815                   |
| Trading securities:                 |                   |                     |                      |                         |
| Auction Rate Securities             |                   |                     |                      |                         |
| <b>Total short-term investments</b> | <b>58,207</b>     | <b>32</b>           | <b>8</b>             | <b>58,231</b>           |
| Long-term investments:              |                   |                     |                      |                         |
| Available-for-sale securities:      |                   |                     |                      |                         |
| Municipal bonds                     | 13,295            | 119                 | 6                    | 13,408                  |
| U.S. Agency securities              |                   |                     |                      |                         |
| <b>Total long-term investments</b>  | <b>13,295</b>     | <b>119</b>          | <b>6</b>             | <b>13,408</b>           |
| <b>Total investments</b>            | <b>\$ 71,502</b>  | <b>\$ 151</b>       | <b>\$ 14</b>         | <b>\$ 71,639</b>        |
| Description                         | Amortized<br>Cost | February 27, 2010   |                      | Estimated<br>Fair Value |
|                                     |                   | Unrealized<br>Gains | Unrealized<br>Losses |                         |
| Short-term investments:             |                   |                     |                      |                         |
| Available-for-sale securities:      |                   |                     |                      |                         |
| Variable rate demand obligations    | \$ 24,900         | \$                  | \$                   | \$ 24,900               |
| Municipal commercial paper          | 1,000             |                     |                      | 1,000                   |
| Municipal bonds                     | 22,999            | 28                  | 11                   | 23,016                  |
| U.S. Agency securities              | 536               | 1                   | 2                    | 535                     |
| Trading securities:                 |                   |                     |                      |                         |
| Auction Rate Securities             | 12,800            |                     |                      | 12,800                  |
| <b>Total short-term investments</b> | <b>62,235</b>     | <b>29</b>           | <b>13</b>            | <b>62,251</b>           |
| Long-term investments:              |                   |                     |                      |                         |
| Available-for-sale securities:      |                   |                     |                      |                         |
| Municipal bonds                     | 6,572             | 37                  | 2                    | 6,607                   |
| U.S. Agency securities              | 7,002             | 13                  |                      | 7,015                   |
| <b>Total long-term investments</b>  | <b>13,574</b>     | <b>50</b>           | <b>2</b>             | <b>13,622</b>           |

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|                   |    |        |    |    |    |    |    |        |
|-------------------|----|--------|----|----|----|----|----|--------|
| Total investments | \$ | 75,809 | \$ | 79 | \$ | 15 | \$ | 75,873 |
|-------------------|----|--------|----|----|----|----|----|--------|

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| Description                  | August 29, 2009 |                  |                   |                      |
|------------------------------|-----------------|------------------|-------------------|----------------------|
|                              | Amortized Cost  | Unrealized Gains | Unrealized Losses | Estimated Fair Value |
| Trading securities:          |                 |                  |                   |                      |
| Auction Rate Securities      | \$ 16,400       | \$               | \$                | \$ 16,400            |
| Total short-term investments | 16,400          |                  |                   | 16,400               |
| Total investments            | \$ 16,400       | \$               | \$                | \$ 16,400            |

In an effort to improve yield without increasing the risk of a loss in principal, the Company diversified its investment portfolio in fiscal 2010 to include holdings of select, highly-rated, short-duration variable rate demand obligations, municipal bonds, municipal commercial paper and U.S. Agency securities.

The Company accounts for its investments in accordance with ASC 320-10, Investments – Debt and Equity Securities and, accordingly, its investment securities have been characterized as either available-for-sale or trading. As of August 28, 2010, the Company's available-for-sale investment securities were comprised of variable rate demand obligations, municipal bonds, municipal commercial paper and U.S. Agency securities. These securities were classified as available-for-sale as the Company did not enter into these investments for speculative purposes or intend to actively buy and sell the securities in order to generate profits on differences in price. The Company's primary investment objective is preservation of principal. During the first six months of fiscal 2011, purchases of available-for-sale securities totaled approximately \$37.7 million, while proceeds from the sale of available-for-sale securities were \$28.9 million. Gross realized gains and losses on the sale of available-for-sale securities during the six months ended August 28, 2010 were not material.

The Company's available-for-sale securities are reviewed for possible impairment at least quarterly, or more frequently if circumstances arise which may indicate impairment. When the fair value of the securities declines below the amortized cost basis, impairment is indicated and it must be determined whether it is other-than-temporary. Impairment is considered to be other-than-temporary if the Company (i) intends to sell the security, (ii) will more likely than not be forced to sell the security before recovering its cost, or (iii) does not expect to recover the securities amortized cost basis. If the decline in fair value is considered other-than-temporary, the cost basis of the security is adjusted to its fair market value and the realized loss is reported in earnings. Subsequent increases or decreases in fair value are reported in equity as other comprehensive income (loss). As of August 28, 2010, there were no other-than-temporary impairments of the Company's available-for-sale securities.

In November 2008, the Company entered into a settlement agreement with UBS Financial Services, Inc., a subsidiary of UBS AG (UBS) related to the Company's investment in Auction Rate Securities (ARS) purchased through UBS. Under the terms of the settlement agreement, the Company received rights that enabled it to sell its ARS to UBS at par value at any time during the two year period beginning June 30, 2010. On June 30, 2010, the Company exercised its ARS rights and sold its remaining \$7.1 million investment in ARS to UBS at par value. As of August 28, 2010, the Company had no investments in ARS. The Company had approximately \$12.8 million and \$16.4 million of trading securities as of February 27, 2010 and August 29, 2009, respectively, which consisted solely of \$14.8 million and \$19.3 million of ARS at cost, less fair value adjustments of approximately \$2.0 million and \$2.9 million, respectively. The fair value of the ARS was determined utilizing a discounted cash flow method based on market rates and an estimated period of time the ARS were expected to be held.

Expected maturities of the Company's investments are as follows (in thousands):



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|  | August 28,<br>2010 |        |
|--|--------------------|--------|
| Due in one year or less                | \$                 | 58,231 |
| Due after one year through three years |                    | 12,882 |
| Due after three years                  |                    | 526    |
| Total investment securities            | \$                 | 71,639 |

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The Company has \$28.3 million of Variable Rate Demand Obligations ( VRDOs ) as of August 28, 2010. These investments maintain a constant par value, have variable rates of return tied to short-term interest rates which reset weekly, and may be tendered for sale upon notice to the trustee. Although the Company's VRDOs are issued and rated as long-term securities, with maturities ranging from 2013 through 2041, they are priced and traded as short-term investments as each VRDO contains a put feature, which is supported by highly rated financial institutions. The Company classified its VRDOs as short-term investments maturing in one year or less as it expects to realize the proceeds from its VRDOs within that time period. Actual maturities may differ from expected maturities because the issuers of the securities may have the right to prepay the obligations without prepayment penalties.

**NOTE 3 MERCHANDISE INVENTORIES AND SOURCES OF SUPPLY**

Merchandise inventories consisted of the following (in thousands):

| Description                       | August 28,<br>2010 | February 27,<br>2010 | August 29,<br>2009 |
|-----------------------------------|--------------------|----------------------|--------------------|
| Merchandise - in store/e-Commerce | \$ 37,180          | \$ 36,522            | \$ 34,444          |
| Merchandise - in transit          | 2,929              | 1,974                | 3,841              |
|                                   | \$ 40,109          | \$ 38,496            | \$ 38,285          |

The Company does not have long-term purchase commitments or arrangements with any of its suppliers or agents. During the three and six month periods ended August 28, 2010 and August 29, 2009, two of the Company's vendors each supplied the Company with greater than 10% of its merchandise inventory purchases. For the second quarter of fiscal 2011, these two vendors supplied approximately 28% and 17% of the Company's merchandise purchases, compared to 26% and 17% in the second quarter of fiscal 2010. For the six month period ended August 28, 2010, these vendors supplied approximately 29% and 18% of the Company's merchandise purchases, compared to 26% and 15% during the first six months of fiscal 2010.

Although the Company has strong relationships with these vendors, there can be no assurance that these relationships can be maintained in the future or that the vendors will continue to supply merchandise to the Company. If there should be any significant disruption in the supply of merchandise from these vendors, management believes that it will be able to shift production to other suppliers so as to continue to secure the required volume of product. Nevertheless, it is possible that any significant disruption in supply could have a material adverse impact on the Company's financial position or results of operations.

**NOTE 4 PROPERTY, EQUIPMENT AND IMPROVEMENTS, NET**

Property, equipment and improvements, net consisted of the following (in thousands):

| Estimated | August 28, | February 27, | August 29, |
|-----------|------------|--------------|------------|
|-----------|------------|--------------|------------|

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| Description  | Useful Life                               | 2010      | 2010      | 2009       |
|--|---|-----------|-----------|------------|
| Land   |   | \$ 1,597  | \$ 1,597  | \$ 1,597   |
| Corporate office, distribution center and related building improvements    | 25 years                                  | 12,053    | 12,027    | 12,012     |
| Store leasehold improvements   | Term of related lease, typically 10 years | 91,570    | 93,894    | 94,262     |
| Store furniture and fixtures   | Three to 10 years                         | 110,664   | 112,815   | 112,705    |
| Point of sale hardware and software  | Five years                                | 14,881    | 15,056    | 14,959     |
| Computer hardware and software   | Three to five years                       | 24,736    | 24,176    | 21,160     |
| Corporate office and distribution center furniture, fixtures and equipment | Seven years                               | 5,366     | 5,315     | 3,605      |
| Construction in progress   |   | 4,193     | 73        | 3,461      |
|  |   | 265,060   | 264,953   | 263,761    |
| Less accumulated depreciation and amortization                             |   | 176,594   | 168,844   | 154,010    |
| Net property, equipment and improvements                                   |   | \$ 88,466 | \$ 96,109 | \$ 109,751 |

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The Company reviews long-lived assets with definite lives for impairment at least annually or whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. The Company recorded no impairments of long-lived assets in the six month period ended August 28, 2010. The general economic uncertainty affecting the retail industry makes it reasonably possible, however, that long-lived asset impairments may be identified and recorded in future periods.

**NOTE 5 ACCRUED LIABILITIES**

Other accrued liabilities consisted of the following (in thousands):

| Description   | August 28,<br>2010 | February 27,<br>2010 | August 29,<br>2009 |
|---|--------------------|----------------------|--------------------|
| Gift card and store credit liabilities                  | \$ 7,118           | \$ 10,884            | \$ 7,753           |
| Accrued merchandise inventory receipts not yet invoiced | 2,048              | 1,539                | 3,749              |
| Accrued Friendship Rewards loyalty liability            | 1,745              |                      |                    |
| Accrued income, sales and other taxes payable           | 2,428              | 2,081                | 2,287              |
| Accrued workers compensation liability                  | 285                | 600                  | 774                |
| Accrued occupancy-related expenses                      | 738                | 665                  | 734                |
| Other   | 2,767              | 3,395                | 2,993              |
|   | \$ 17,129          | \$ 19,164            | \$ 18,290          |

**NOTE 6 CREDIT FACILITY**

The Company maintains an Amended and Restated Revolving Credit Facility (the Credit Facility) with Wells Fargo Bank, National Association (Wells Fargo) which expires on June 30, 2011. The Credit Facility provides the Company with revolving credit loans and letters of credit of up to \$50 million, in the aggregate, subject to a borrowing base formula based on inventory levels.

Loans under the Credit Facility bear interest at the prime rate minus 0.25%. As of August 28, 2010, the prime rate was 3.25%. The Credit Facility also provides the Company with the ability to borrow under the Credit Facility at an interest rate tied to the London Interbank Market Offered Rate (LIBOR). Advances under the LIBOR option would be tied to the one, three or six month LIBOR rate based on the length of time the corresponding advance is outstanding.

Interest under the Credit Facility is payable monthly in arrears. The Credit Facility carries a facility fee of 0.25%, based on the unused portion as defined in the agreement, a collateral monitoring fee and a guarantee service charge. Borrowings under the Credit Facility are collateralized by the Company's equipment, intangible assets, inventory, inventory letters of credit and letter of credit rights. The Company had no revolving credit loan borrowings under the Credit Facility during the first six months of fiscal 2011 or fiscal 2010. Historically, the Credit Facility has been utilized by the Company only to open letters of credit to facilitate the import of merchandise. The borrowing base at August 28, 2010 was \$28.1 million and the Company had open on-demand letters of credit in the amount of \$1.3 million. Accordingly, the availability of revolving credit loans under the Credit Facility was \$26.8 million at August 28, 2010.

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The Credit Facility contains certain restrictive covenants, including restrictions on incurring additional indebtedness and limitations on certain types of investments, as well as requiring the maintenance of certain financial covenants. As of August 28, 2010, the most recent measurement date, the Company was in compliance with all financial covenants under the Credit Facility.

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**NOTE 7 STOCK-BASED COMPENSATION**

The Company accounts for stock-based compensation in accordance with the provisions of ASC 718-10, Stock Compensation. Under various plans, the Company may grant options to purchase common stock to employees and non-employee members of its Board of Directors at a price not less than 100% of the fair market value of the Company's common stock on the option grant date. In general, options granted to employees vest over three to five years and are exercisable up to ten years from the date of grant, and options granted to Directors vest immediately and are exercisable up to ten years from the grant date.

The Company may also grant shares of restricted stock to its employees and non-employee members of its Board of Directors. The grantee cannot transfer the shares before the respective shares vest. Shares of nonvested restricted stock are considered to be currently issued and outstanding. Restricted stock grants to employees have original vesting schedules of three to seven years, while restricted grants to Directors are fully vested on the date of grant.

The Company's restricted stock awards are generally subject to forfeiture if employment or service terminates prior to the lapse of the restrictions. In addition, certain of the Company's restricted stock awards have performance-based vesting provisions and are subject to forfeiture in whole or in part if these performance conditions are not achieved. The Company assesses, on an ongoing basis, the probability of whether the performance criteria will be achieved and, once it is deemed probable, the Company begins recognizing compensation expense over the relevant performance period. For those awards not subject to performance criteria, the Company expenses the cost of the restricted stock awards, which is determined to be the fair market value of the shares at the date of grant, on a straight-line basis over the vesting period. The fair market value of the Company's restricted stock is determined based on the closing price of the Company's common stock on the grant date.

Total pre-tax compensation expense related to stock-based awards for the three months ended August 28, 2010 and August 29, 2009 was approximately \$1.0 million and \$374,000, respectively. For the six months ended August 28, 2010 and August 29, 2009, pre-tax stock-based compensation expense totaled approximately \$1.6 million and \$848,000, respectively.

*Methodology Assumptions*

The Company uses the Black-Scholes option-pricing model to value the Company's stock options for grants to its employees and non-employee directors. Using this option-pricing model, the fair value of each stock option award is estimated on the date of grant and is expensed on a straight-line basis over the vesting period, as the stock options are subject to pro-rata vesting. The expected volatility assumption is based on the historical volatility of the Company's stock over a term equal to the expected term of the option granted. The expected term of stock option awards granted is derived from historical exercise experience and represents the period of time that awards are expected to be outstanding. The risk-free interest rate is based on the implied yield on a U.S. Treasury constant maturity with a remaining term equal to the expected term of the option granted.

The weighted average assumptions relating to the valuation of the Company's stock option grants for the three and six month periods ended August 28, 2010 and August 29, 2009 were as follows:

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|                         | Three Months Ended |                    | Six Months Ended   |                    |
|-------------------------|--------------------|--------------------|--------------------|--------------------|
|                         | August 28,<br>2010 | August 29,<br>2009 | August 28,<br>2010 | August 29,<br>2009 |
| Expected dividend yield | 2.73%              | 4.40%              | 3.02%              | 5.00%              |
| Expected volatility     | 70.7%              | 71.5%              | 70.2%              | 68.7%              |
| Risk-free interest rate | 1.78%              | 2.30%              | 2.36%              | 2.10%              |
| Expected term in years  | 5.0                | 4.2                | 4.9                | 4.6                |

Table of Contents*Stock-Based Compensation Activity*

The following table presents a summary of the Company's stock option activity for the six months ended August 28, 2010.

|                                  | Number<br>of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Aggregate<br>Intrinsic<br>Value<br>(in thousands) | Weighted<br>Average<br>Fair Value | Weighted<br>Average<br>Remaining<br>Contractual<br>Life |
|----------------------------------|------------------------|--|---|-----------------------------------|---|
| Outstanding, beginning of period | 1,592,670              | \$ 11.56                                 | \$ 922  | \$ 4.24                           |   |
| Vested                           | 744,628                | 16.62                                    | 5   | 5.84                              |   |
| Unvested                         | 848,042                | 7.11                                     | 916   | 2.83                              |   |
| Granted                          | 332,900                | 10.06                                    |   | 4.83                              |   |
| Exercised                        | (18,500)               | 4.68                                     | 110   | 1.78                              |   |
| Canceled - vested (expired)      | (3,318)                | 10.86                                    |   | 3.96                              |   |
| Canceled - unvested (forfeited)  | (138,633)              | 7.21                                     | 120   | 3.19                              |   |
| Outstanding, end of period       | 1,765,119              | 11.69                                    | 566   | 4.46                              | 7.05  |
| Vested                           | 967,538                | 14.81                                    | 115   | 5.28                              | 5.52  |
| Unvested                         | 797,581                | 7.91                                     | 451   | 3.45                              | 8.92  |
| Exercisable, end of period       | 967,538                | 14.81                                    | 115   | 5.28                              | 5.52  |

The aggregate intrinsic value in the preceding table represents the total pre-tax intrinsic value (the difference between the Company's closing stock price on the last trading day of the quarter and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their options on August 28, 2010.

The following table presents a summary of the Company's restricted stock activity for the six months ended August 28, 2010:

|                                 | Number<br>of<br>Shares | Weighted<br>Average<br>Fair Value |
|---------------------------------|------------------------|-----------------------------------|
| Unvested, beginning of period   | 702,450                | \$ 5.34                           |
| Granted                         | 326,921                | 9.36                              |
| Vested                          | (209,052)              | 6.36                              |
| Canceled - unvested (forfeited) | (377,633)              | 4.97                              |
| Unvested, end of period         | 442,686                | 8.13                              |

The total fair value of shares of restricted stock that vested during the six months ended August 28, 2010 and August 29, 2009 was approximately \$1.3 million and \$0.5 million, respectively.

As of August 28, 2010, there was approximately \$3.4 million of unrecognized stock-based compensation expense, which is expected to be recognized over a weighted average period of approximately 2.4 years.



**NOTE 8 INCOME TAXES**

As of August 28, 2010, the Company's liability for unrecognized tax benefits associated with uncertain tax positions was approximately \$2.7 million and the total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate was \$1.7 million. The Company recognizes interest and penalties related to unrecognized tax benefits as components of income tax expense. At August 28, 2010, the Company had accrued approximately \$0.9 million for the potential payment of interest and penalties.

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The Company and its subsidiaries are subject to U.S. federal income tax and the income tax of various state and local jurisdictions. The Internal Revenue Service has completed its audit for tax years through fiscal 2006. The Company had submitted a report to the Internal Revenue Service for review by the Joint Committee on Taxation regarding the Company's refund claim for the carryback of its fiscal 2009 loss. This reporting process is standard for all claims greater than \$2.0 million. The Company has received the refund and was notified in May the Joint Committee has taken no exception and has begun the process to close the case. With few exceptions, the Company is not subject to state income tax examination by tax authorities for taxable years prior to fiscal 2006. At August 28, 2010, the Company has ongoing audits in various jurisdictions. The Company does not believe that settlement of these examinations will have a significant impact on its liability for unrecognized tax benefits.

As of August 28, 2010, the Company has net deferred tax assets of approximately \$13.0 million. Deferred income tax assets represent potential future income tax benefits. Realization of these assets is ultimately dependent upon future taxable income. No valuation allowance has been provided for deferred tax assets because management believes realization of the full amount of net deferred tax assets is more likely than not. While the Company has a history of profits, the Company recorded a net loss in fiscal 2009 and near break-even results in fiscal 2010. Therefore, achievement of profitability in the future is a significant factor in determining the Company's continuing ability to carry these deferred tax assets. The Company's accounting for deferred taxes represents its best estimate of future events. If future results from the Company's operations are less than projected, a valuation allowance may be required to reduce deferred tax assets, which, depending on the magnitude of the allowance, could have a material impact on the Company's results of operations in the period in which it is recorded. Significant negative events, including losses in future periods, would make it reasonably possible that valuation allowances against deferred tax assets would be required in future periods.

As of August 28, 2010, the Company has state net operating loss carryforwards which will result in state tax benefits of approximately \$0.3 million. These state net loss carryforwards will expire in fiscal 2014 and beyond. Additionally, the Company has charitable contribution carryforwards that will expire in fiscal 2014.

**NOTE 9 EARNINGS PER SHARE**

On March 1, 2009, the Company adopted ASC 260-10, Earnings per Share, which clarified that unvested share-based payment awards that contain nonforfeitable rights to receive dividends or dividend equivalents (whether paid or unpaid) are considered participating securities, and thus, should be included in the two-class method of computing earnings per share (EPS). Participating securities under this statement include the Company's unvested employee restricted stock awards with time-based vesting, which receive nonforfeitable dividend payments.

The calculation of EPS for common stock shown below excludes the income attributable to these unvested employee restricted stock awards from the numerator and excludes the dilutive impact of these shares from the denominator.

|   | <b>Three Months Ended</b>  |                            |
|---|----------------------------|----------------------------|
|   | <b>August 28,<br/>2010</b> | <b>August 29,<br/>2009</b> |
| <b>Numerator (in thousands):</b>                                  |                            |                            |
| Net income (loss) attributable to Christopher & Banks Corporation | \$ (2,538)                 | \$ (2,132)                 |
| Income (loss) allocated to participating securities               | (21)                       | 23                         |
| Net income (loss) available to common shareholders                | \$ (2,559)                 | \$ (2,109)                 |

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**Denominator** (in thousands):

|  |        |        |
|--|--------|--------|
| Weighted average common shares outstanding - basic                         | 35,354 | 35,176 |
| Dilutive shares  |        |        |
| Weighted average common and common equivalent shares outstanding - diluted | 35,354 | 35,176 |

**Net income (loss) per common share:**

|         |    |        |    |        |
|---------|----|--------|----|--------|
| Basic   | \$ | (0.07) | \$ | (0.06) |
| Diluted | \$ | (0.07) | \$ | (0.06) |

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|  | Six Months Ended   |                    |
|--|--------------------|--------------------|
|  | August 28,<br>2010 | August 29,<br>2009 |
| <b>Numerator</b> (in thousands):   |                    |                    |
| Net income (loss) attributable to Christopher & Banks Corporation          | \$ 3,802           | \$ (446)           |
| Income (loss) allocated to participating securities                        | (38)               | 3                  |
| Net income (loss) available to common shareholders                         | \$ 3,764           | \$ (443)           |
| <b>Denominator</b> (in thousands):   |                    |                    |
| Weighted average common shares outstanding - basic                         | 35,329             | 35,134             |
| Dilutive shares  | 196                |                    |
| Weighted average common and common equivalent shares outstanding - diluted | 35,525             | 35,134             |
| <b>Net income (loss) per common share:</b>                                 |                    |                    |
| Basic  | \$ 0.11            | \$ (0.01)          |
| Diluted  | \$ 0.11            | \$ (0.01)          |

Stock options of approximately 1.6 million and 1.5 million were excluded from the shares used in the computation of diluted earnings per share for the three and six month periods ended August 28, 2010, respectively, as they were anti-dilutive. Total stock options of approximately 1.5 million and 1.9 million were excluded from the shares used in the computation of diluted EPS for the three and six month periods ended August 29, 2009, respectively, as they were anti-dilutive.

**NOTE 10 FAIR VALUE MEASUREMENTS**

Under ASC 820-10, Fair Value Measurements and Disclosures, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. ASC 820-10 also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability that are developed based upon the best information available in the circumstances. The hierarchy is broken down into three levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

*Assets and Liabilities that are Measured at Fair Value on a Recurring Basis:*

For the six month periods ended August 28, 2010 and August 29, 2009, fair value under ASC 820-10 applied to the Company's available-for-sale securities, ARS and ARS rights. These financial assets are carried at fair value following the requirements of ASC 820-10.



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The following tables provide information by level for assets and liabilities that are measured at fair value on a recurring basis (in thousands).

| Description                   | Fair Value at<br>August 28, 2010 | Fair Value Measurements<br>Using Inputs Considered as |           |         |
|-------------------------------|----------------------------------|---|-----------|---------|
|                               |                                  | Level 1   | Level 2   | Level 3 |
| <b>Assets:</b>                |                                  |   |           |         |
| Available-for-sale securities | \$ 71,639                        | \$  | \$ 71,639 | \$      |
| Trading securities            |                                  |   |           |         |
| ARS rights                    |                                  |   |           |         |
| <b>Liabilities:</b>           |                                  |   |           |         |
|                               | \$                               | \$  | \$        | \$      |

| Description                   | Fair Value at<br>August 29, 2009 | Fair Value Measurements<br>Using Inputs Considered as |         |         |
|-------------------------------|----------------------------------|---|---------|---------|
|                               |                                  | Level 1   | Level 2 | Level 3 |
| <b>Assets:</b>                |                                  |   |         |         |
| Available-for-sale securities | \$                               | \$  | \$      | \$      |
| Trading securities            | 16,400                           |   |         | 16,400  |
| ARS rights                    | 2,650                            |   |         | 2,650   |
| <b>Liabilities:</b>           |                                  |   |         |         |
|                               | \$                               | \$  | \$      | \$      |

Following is a description of the valuation methodologies used for financial assets and liabilities measured at fair value:

*Available-for-sale securities:* As of August 28, 2010, the Company's available-for-sale securities were valued based on quoted prices for similar assets in active markets or quoted prices for identical or similar assets in markets in which there were fewer transactions.

*Trading securities:* The Company's trading securities consist solely of ARS as of August 29, 2009. See Note 2, Investments, for further disclosure regarding the Company's ARS.

*ARS rights:* As discussed in Note 2, Investments, in November 2008, the Company accepted UBS's ARS settlement offer. This resulted in the Company receiving ARS rights, which the Company has elected to account for at fair value.

The following table provides a reconciliation of the beginning and ending balances of items measured at fair value on a recurring basis in the table above that used significant unobservable inputs (Level 3) (in thousands).

| Six Months Ended<br>August 28, 2010 |            | Six Months Ended<br>August 29, 2009 |            |
|-------------------------------------|------------|-------------------------------------|------------|
| ARS                                 | ARS Rights | ARS                                 | ARS Rights |
|                                     |            |                                     |            |

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|  |    |          |    |         |    |        |    |       |
|--|----|----------|----|---------|----|--------|----|-------|
| Beginning balance                            | \$ | 12,800   | \$ | 2,000   | \$ | 16,400 | \$ | 2,700 |
| Total gains (losses):                        |    |          |    |         |    |        |    |       |
| Included in earnings                         |    | 2,050    |    | (2,000) |    | 200    |    | (50)  |
| Purchases (sales), issuances and settlements |    | (14,850) |    |         |    | (200)  |    |       |
| Ending balance                               | \$ |          | \$ |         | \$ | 16,400 | \$ | 2,650 |

*Assets and Liabilities that are Measured at Fair Value on a Non-recurring Basis:*

The Company measures certain assets and liabilities at fair value on a non-recurring basis. Specifically, the Company's nonfinancial long-lived asset groups are measured at fair value for impairment assessments. There were no impairment charges related to assets measured at fair value on a non-recurring basis recorded during the three and six months ended August 28, 2010 and August 29, 2009.

Table of Contents**NOTE 11 COMPREHENSIVE INCOME (LOSS)**

Comprehensive income (loss) consisted of the following (in thousands):

|                                      | Three Months Ended |                    | Six Months Ended   |                    |
|--------------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                      | August 28,<br>2010 | August 29,<br>2009 | August 28,<br>2010 | August 29,<br>2009 |
| Net income (loss)                    | \$ (2,538)         | \$ (2,132)         | \$ 3,802           | \$ (446)           |
| Fair value adjustment on investments | 58                 |                    | 43                 |                    |
| Total comprehensive income (loss)    | \$ (2,480)         | \$ (2,132)         | \$ 3,845           | \$ (446)           |

**NOTE 12 LEGAL PROCEEDINGS**

The Company is subject, from time to time, to various claims, lawsuits or actions that arise in the ordinary course of business. Although the amount of any liability that could arise with respect to any current proceedings cannot, in our opinion, be accurately predicted, any such liability is not expected to have a material adverse impact on the Company's financial position, results of operations or liquidity.

**NOTE 13 SEGMENT REPORTING**

The Company operates in the retail apparel industry in which it primarily designs, sources and sells women's apparel catering to customers who are typically part of the female baby boomer demographic. The Company has identified two operating segments (Christopher & Banks and C.J. Banks) as defined by ASC 820, Disclosures about Segments of an Enterprise and Related Information. The Company's Christopher & Banks and C.J. Banks operating segments have been aggregated into one reportable segment based on the similar nature of products sold, methods of sourcing, merchandising and distribution processes involved, target customers, and economic characteristics of the two brands.

In the table below, the Christopher & Banks/C.J. Banks reportable segment includes activity generated by the Company's Christopher & Banks and C.J. Banks operations. The Corporate/Administrative column, which primarily represents operating activity at the Company's corporate office and distribution center, is presented to allow for reconciliation of segment-level net sales, operating income and total assets to the Company's consolidated net sales, operating income and total assets. Segment operating income includes only net sales, merchandise gross margin and direct store expenses with no allocation of corporate overhead.

**Segment Reporting (in thousands):**

christopher &amp; banks/

Corporate/



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|  | cj banks |         | Administrative |          | Consolidated |         |
|--|----------|---------|----------------|----------|--------------|---------|
| <b>Three Months Ended August 28, 2010</b>  |          |         |                |          |              |         |
| Net sales                                  | \$       | 101,340 | \$             |          | \$           | 101,340 |
| Operating income (loss)                    | \$       | 7,688   | \$             | (12,113) | \$           | (4,425) |
| Total assets                               | \$       | 149,673 | \$             | 111,138  | \$           | 260,811 |
| <b>Three Months Ended August 29, 2009:</b> |          |         |                |          |              |         |
| Net sales                                  | \$       | 101,182 | \$             |          | \$           | 101,182 |
| Operating income (loss)                    | \$       | 7,063   | \$             | (10,539) | \$           | (3,476) |
| Total assets                               | \$       | 151,519 | \$             | 123,899  | \$           | 275,418 |

Table of Contents**Segment Reporting (in thousands):**

|  | christopher & banks/<br>cj banks | Corporate/<br>Administrative | Consolidated |
|--|----------------------------------|------------------------------|--------------|
| <b>Six Months Ended August 28, 2010:</b> |                                  |                              |              |
| Net sales                                | \$ 227,574                       | \$                           | \$ 227,574   |
| Operating income (loss)                  | \$ 32,490                        | \$ (26,267)                  | \$ 6,223     |
| Total assets                             | \$ 149,673                       | \$ 111,138                   | \$ 260,811   |
| <b>Six Months Ended August 29, 2009:</b> |                                  |                              |              |
| Net sales                                | \$ 221,549                       | \$                           | \$ 221,549   |
| Operating income (loss)                  | \$ 23,073                        | \$ (24,094)                  | \$ (1,021)   |
| Total assets                             | \$ 151,519                       | \$ 123,899                   | \$ 275,418   |

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

The following management's discussion and analysis of financial condition and results of operations ( MD&A ) should be read in conjunction with the consolidated financial statements and notes included in Item 1 of this Form 10-Q and the consolidated financial statements, notes and MD&A contained in the Company's Annual Report on Form 10-K for the fiscal year ended February 27, 2010.

**Executive Overview**

Christopher & Banks Corporation, a Delaware corporation, is a Minneapolis-based retailer of women's apparel, which operates retail stores through its wholly-owned subsidiaries. The Company was incorporated in 1986 to acquire Braun's Fashions, Inc., which had operated as a family-owned business since 1956. In July 2000, the Company's stockholders approved a change in the Company's name from Braun's Fashions Corporation to Christopher & Banks Corporation.

As of August 28, 2010, the Company operated 789 stores in 46 states, including 530 Christopher & Banks stores, 257 C.J. Banks stores and two dual stores. The Company's Christopher & Banks brand offers distinctive fashions featuring exclusively designed, coordinated assortments of women's apparel in sizes four to 16. The Company's C.J. Banks brand offers similar assortments of women's apparel in sizes 14W to 26W. The Company's dual stores offer an assortment of both Christopher & Banks and C.J. Banks apparel servicing the petite, misses and plus size customer in one store. The Company also operates e-Commerce web sites for its two brands at [www.christopherandbanks.com](http://www.christopherandbanks.com) and [www.cjbanks.com](http://www.cjbanks.com) which, in addition to offering the apparel found in the Company's stores, also offer exclusive sizes and styles available only online.

The Company strives to provide its customers quality apparel at a great value with a consistent fit. The Company's overall strategy for its two brands, Christopher & Banks and C.J. Banks, is to offer a compelling, evolving assortment of apparel through its stores and e-Commerce web sites in order to satisfy its customers' expectations for style, quality, value and fit, while providing exceptional, personalized customer service.

The Company has competitively positioned itself to offer merchandise assortments balancing unique, novelty apparel with more classic, basic styles, at affordable prices. To differentiate itself from its competitors, the Company's buyers, working in conjunction with the Company's internal design group, strive to create a merchandise assortment of coordinated outfits, the majority of which is manufactured exclusively for the Company under its proprietary Christopher & Banks and C.J. Banks brand names.

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*Fiscal 2011 Second Quarter Summary*

In the second quarter of fiscal 2011, the Company reported a 1% increase in same-store sales. Customer traffic continued to be challenging, resulting in a decrease in average transactions per store compared to the prior year. This decrease was partially offset by improved conversion rates (the percentage of customers who enter the Company's stores and make a purchase, as compared to the total number of customers entering the Company's stores). In addition, the decreased transactions were more than offset by an increase in the average dollar sale during the quarter, as compared to last year's second quarter, which was driven by increased units purchased per transaction, partially offset by a decrease in the average retail price per unit sold.

Merchandise margins decreased during the quarter due to increased promotional activity required to clear through early deliveries of fall merchandise. Customers did not respond favorably to the merchandise assortment introduced in August that contained darker colors and heavier fabrications than the assortments delivered in June and July. However, customers did respond favorably to selections of sweaters and bottoms where new silhouettes, fabrics and color choices were offered. In addition, the Company's collection of petite-size merchandise and its expanded jewelry assortment were positively received.

The Company opened one new C.J. Banks store and one new dual store in the first half of fiscal 2011. It closed 10 Christopher & Banks and nine C.J. Banks stores during the first six months of the year. The Company currently plans to open two new outlet stores and one new dual store in the second half of the year for a total of five new store openings in fiscal 2011. This is down from the Company's initial plans to open approximately 10 new stores in fiscal 2011 as several new store openings originally planned for the fourth quarter have shifted to the first quarter of fiscal 2012.

**Fiscal 2011 Outlook and Key Business Initiatives**

In addition to approaching the Company's operations with continued financial discipline and rigor, the Company is placing additional emphasis on the following key initiatives in fiscal 2011.

*Increasing store productivity*

The Company introduced edited assortments, or capsules, of its C.J. Banks plus size merchandise in a select test group of 30 Christopher & Banks stores ( capsule stores ) in the third quarter of fiscal 2010. The C.J. Banks assortments were added to the capsule stores without a reduction in the Christopher & Banks merchandise assortments at these stores. Based on the improved productivity and same store sales performance at the initial 30 capsule stores, the Company expanded the number of capsule stores to 61 as of the end of the second quarter and plans to operate approximately 80 total capsule stores for the upcoming holiday season.

The Company opened its first dual-concept store during fiscal 2010 and one additional dual store during the first quarter of fiscal 2011. These stores offer merchandise from both of the Company's Christopher & Banks and C.J. Banks brands, and all three size ranges, misses, petite and plus, within each store, resulting in a greater opportunity to service the Company's customers while increasing productivity and enhancing

operating efficiencies. The Company will continue to test the performance of its dual store concept and plans to open one additional dual store in the fourth quarter of fiscal 2011.

In September, the Company opened its first two outlet stores, which contain missy, petite and plus size merchandise. While the Company has not yet finalized its outlet strategy, it believes the outlet business provides an additional opportunity to drive profitability. Longer-term plans for the Company's outlet stores include offering a product assortment made specifically for these stores, including best selling styles from the prior year's collection and edited versions of the Company's current styles, along with providing opportunities to sell clearance product from the Company's Christopher & Banks, C.J. Banks and dual stores.

In an effort to drive productivity at all stores, the Company increased its focus on customer service in fiscal 2010 and plans to enhance this focus through more engaged store teams in fiscal 2011. The Company is striving to enhance the customer experience by encouraging its store managers, or shopkeepers, to provide more personalized selling and service to its customers. The Company has further enhanced its customer experience by providing an in-store e-Commerce ordering system which allows store associates to provide customers with a broader selection of merchandise, including select buys and special sizes and lengths available only online.

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*Brand differentiation and messaging*

The Company is placing a greater emphasis on marketing in fiscal 2011. In March 2010, the Company launched its Friendship Rewards loyalty program. Friendship Rewards is a point-based program where members earn points based on purchases. After reaching a certain level of accumulated points, members are rewarded with a certificate which may be used for purchases at the Company's stores or online web sites. The reward certificates expire approximately six weeks after issuance. Program members will also be kept up-to-date on new product deliveries, special events and promotions to draw them into the Company's stores and visit its websites. The Company is also enhancing its Customer Relationship Management ( CRM ) customer segmentation capabilities, including further refining its direct mail strategy to more precisely design and target customer mailings.

In early September 2010, the Company issued its first mini-catalog, or magalog . The magalog, which showcased the Company's fall merchandise assortment and provided information regarding versatile outfitting capabilities and other product information, was sent to members of the Company's Friendship Rewards loyalty program as well as to new customer prospects. The Company plans to issue a holiday magalog in mid-November.

*Merchandising*

In fiscal 2011, the Company plans to continue to identify, test and, if successful, introduce new product categories in an effort to increase spending by existing customers and to attract new customers to its brands. Based on product tests conducted in fiscal 2010, the Company rolled out a new assortment of jewelry to all of its stores during the first quarter of fiscal 2011 and plans to increase the size of its jewelry assortment throughout the year. In addition to the jewelry rollout, the Company plans to execute several tests of other new product categories in fiscal 2011, including offering outerwear and sleepwear in select stores and extended sizes of other merchandise on its e-Commerce websites.

*Growth of e-Commerce channel*

The Company plans to continue to grow its Christopher & Banks and C.J. Banks e-Commerce channels in fiscal 2011, which have operated profitably since February 2008. Focus will be placed on converting additional customers into multi-channel shoppers and leveraging the branding benefits the e-Commerce channel can provide. The Company also plans to grow its e-Commerce channel through increasing its online customer base and continuing to use the channel to test further product line and size extensions.

*Infrastructure efficiency*

The Company is in the final stages of building a scalable, cost-effective and fully-integrated information technology infrastructure. While there will be normal, ongoing enhancements and investments, such as the completion of the Company's rollout of upgraded point-of-sale hardware and software to all stores in June and implementation of a new product lifecycle management system in August, it does not anticipate any additional significant information technology infrastructure-related capital investments in the near term.

## Key Performance Indicators

The Company's management evaluates the following items, which are considered key performance indicators, in assessing the Company's performance:

### *Same store sales*

The Company's same store sales data is calculated based on the change in net sales for stores that have been open for more than 13 full months and includes stores, if any, that have been relocated within the same mall. Stores where square footage has been changed by more than 25 percent within the past 13 months are excluded from the same store sales calculation. Stores closed during the year are included in the same store sales calculation only for the full months of the year the stores were open. In addition, sales which are initiated in stores but fulfilled through the Company's e-Commerce website are included in the calculation of same store sales.

Management considers same store sales to be an important indicator of the Company's performance. Same store sales results are important in achieving leveraging of costs, including store payroll, store occupancy, depreciation and other general and administrative expenses. Year-over-year increases in same store sales contribute to greater leveraging of costs, while declining same store sales contribute to deleveraging of costs. Same store sales results also have a direct impact on the Company's total net sales, cash and cash equivalents and working capital.

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*Merchandise, buying and occupancy costs*

Merchandise, buying and occupancy costs, exclusive of depreciation and amortization, measure whether the Company is appropriately optimizing the price of its merchandise. Merchandise, buying and occupancy costs include the cost of merchandise, markdowns, shrink, freight into and out from the Company's distribution center, buyer and distribution center salaries, buyer travel, rent and other occupancy-related costs, various merchandise design and development costs, miscellaneous merchandise expenses and other costs related to the Company's distribution network.

*Operating income*

The Company's management views operating income as a key indicator of the Company's success. The key drivers of operating income are same store sales; merchandise, buying and occupancy costs; and the Company's ability to control its other operating costs.

*Store productivity*

Store productivity measures, including sales per square foot, average unit retail selling price, number of transactions per store, number of units per transaction, average retail dollars per transaction, customer traffic and conversion rates are evaluated by management in assessing the operational performance of individual stores and of the Company. The Company calculates conversion rates based on the percentage of customers who enter the Company's stores and make a purchase, as compared to the total number of customers entering the Company's stores. The Company currently has electronic customer traffic counters in approximately half of its stores.

*Inventory turnover*

The Company's management evaluates inventory turnover as a measure of how productively inventory is bought and sold. Declining rates of inventory turnover are important as they signal that inventory is becoming slow-moving.

*Cash flow and liquidity*

Management evaluates cash flow from operating, investing and financing activities in determining the sufficiency of the Company's cash position. Cash flow from operations has historically been sufficient to cover the Company's uses of cash. The Company anticipates its cash, cash equivalents and short-term investments, combined with cash flows generated from operations, will be sufficient to meet its capital expenditure, working capital and other requirements for liquidity for the remainder of fiscal 2011.



**Critical Accounting Policies and Estimates**

The Company's critical accounting policies are more fully described in Note 1 of the notes to consolidated financial statements contained within the Company's Annual Report on Form 10-K for the fiscal year ended February 27, 2010. There have been no material changes in the Company's critical accounting policies or estimates in the six months ended August 28, 2010, except for the addition of a customer loyalty program as discussed below. Management's discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America.

On an ongoing basis, the Company evaluates its estimates, including those related to customer product returns, inventories, income taxes, medical and workers' compensation claims and contingencies. The Company bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

During the first quarter of fiscal 2011, the Company launched its Friendship Rewards loyalty program. Under the program, customers accumulate points based on purchase activity. Once a Friendship Rewards member achieves a certain point level, the member earns awards certificates that may be redeemed for merchandise. Points are accrued as unearned revenue and recorded as a reduction of net sales and a current liability as they are accumulated by members and certificates are earned. The liability is recorded net of estimated breakage based on redemption patterns and trends. The reward certificates expire approximately six weeks after issuance.

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The Company reviews long-lived assets with definite lives at least annually, or whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. While the Company recorded no impairments of long-lived assets in the three month period ended August 28, 2010, the current challenging economic environment, combined with continued instability in the housing and labor markets, and general economic uncertainty affecting the retail industry, make it reasonably possible that long-lived asset impairments could be identified and recorded in future periods.

As of August 28, 2010, the Company had net deferred tax assets of \$13.0 million. Deferred income tax assets represent potential future income tax benefits. Realization of these assets is ultimately dependent upon future taxable income. No valuation allowance has been provided for deferred tax assets because management believes realization of the full amount of net deferred tax assets is more likely than not. While the Company has a history of profits, the Company recorded a net loss in fiscal 2009 and near break even results in fiscal 2010. Therefore, achievement of profitability in the future is a significant factor in determining the Company's continuing ability to carry these deferred tax assets. The Company's accounting for deferred taxes represents its best estimate of future events. If future results from the Company's operations are less than projected, a valuation allowance may be required to reduce deferred tax assets, which could have a material impact on the Company's results of operations in the period in which it is recorded. Significant negative events, including losses in future periods, would make it reasonably possible that valuation allowances against deferred tax assets may be required in future periods.

**Results of Operations**

The following table sets forth consolidated income statement data expressed as a percentage of net sales for the periods indicated.

|  | Three Months Ended |                    | Six Months Ended   |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | August 28,<br>2010 | August 29,<br>2009 | August 28,<br>2010 | August 29,<br>2009 |
| Net sales                                    | 100.0%             | 100.0%             | 100.0%             | 100.0%             |
| Merchandise, buying and occupancy costs      | 64.7               | 65.4               | 60.8               | 63.9               |
| Selling, general and administrative expenses | 33.3               | 31.8               | 30.7               | 30.9               |
| Depreciation and amortization                | 6.3                | 6.2                | 5.7                | 5.7                |
| Operating income (loss)                      | (4.3)              | (3.4)              | 2.8                | (0.5)              |
| Other income                                 | 0.1                | 0.2                | 0.1                | 0.2                |
| Income tax provision (benefit)               | (1.7)              | (1.1)              | 1.2                | (0.1)              |
| Net income (loss)                            | (2.5)%             | (2.1)%             | 1.7%               | (0.2)%             |

**Three Months Ended August 28, 2010 Compared to Three Months Ended August 29, 2009**

**Net Sales.** Net sales for the three months ended August 28, 2010 were \$101.3 million, an increase of approximately \$0.1 million or 0.2%, from \$101.2 million for the three months ended August 29, 2009. The increase in net sales was primarily the result of a 1% increase in same store sales and increases in revenues at the Company's Christopher & Banks and C.J. Banks e-Commerce web sites, partially offset by a decrease in the number of stores operated by the Company during the quarter and a reduction in sales related to accrued unearned revenue for points accumulated by customers and certificates issued in conjunction with the Company's new Friendship Rewards loyalty program.

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The 1% increase in same stores sales in the second quarter was the result of higher average transaction values which were derived from an increase in units sold per transaction, offset slightly by a lower average selling price per unit due to increased promotional activity required to drive sales and clear through early deliveries of fall merchandise. In addition, increased conversion rates in the second quarter of fiscal 2011, as compared to the second quarter of fiscal 2010, also helped to offset the impact of continued declines in customer traffic.

The Company operated 789 stores at August 28, 2010, compared to 811 stores as of August 29, 2009.

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**Merchandise, Buying and Occupancy Costs.** Merchandise, buying and occupancy costs, exclusive of depreciation and amortization, were \$65.5 million, or 64.7% of net sales, during the second quarter of fiscal 2011, compared to \$66.2 million, or 65.4% of net sales, during the same period in fiscal 2010, resulting in approximately 70 basis points of positive leverage when compared to the prior year period.

The reduction in merchandise, buying and occupancy costs as a percentage of net sales in the second quarter of fiscal 2011, as compared to the second quarter of fiscal 2010, was a result of lower rent expense and positive leveraging of buying and occupancy costs associated with the 1% increase in same stores sales. This was partially offset by a reduction in merchandise margins due to an increase in promotional markdowns needed to drive sales and clear through early deliveries of fall merchandise in the second quarter.

**Selling, General and Administrative Expenses.** Selling, general and administrative expenses, exclusive of depreciation and amortization, for the three months ended August 28, 2010 were \$33.8 million, or 33.3% of net sales, compared to \$32.2 million, or 31.8% of net sales, for the three months ended August 29, 2009, resulting in approximately 150 basis points of negative leverage. The increase in SG&A expenses in the second quarter of fiscal 2011, compared to the same period in fiscal 2010, primarily related to increased medical costs and stock-based compensation expense. The Company also recorded a severance charge of approximately \$0.5 million related to the separation of its former Chief Financial Officer in July 2010. In addition, SG&A expense in the quarter ended August 29, 2009 included pre-tax non-recurring benefits of approximately \$1.2 million related largely to legal and contract settlements.

**Depreciation and Amortization.** Depreciation and amortization was \$6.4 million, or 6.3% of net sales, in the second quarter of fiscal 2011, compared to \$6.3 million, or 6.2% of net sales, in the second quarter of fiscal 2010.

**Operating Loss.** Based on the foregoing, the Company recorded an operating loss of \$4.4 million, or 4.3% of net sales, for the quarter ended August 28, 2010, compared to an operating loss of \$3.5 million, or 3.4% of net sales, for the quarter ended August 29, 2009.

**Interest Income.** For the three months ended August 28, 2010, interest income was \$0.1 million, compared to \$0.2 million for the three months ended August 29, 2009.

**Income Taxes.** Income tax benefit in the second quarter of fiscal 2011 was \$1.8 million, with an effective tax rate of 40.9%, compared to income tax benefit of \$1.1 million, with an effective tax rate of 34.4%, in the second quarter of fiscal 2010. The increase in the effective tax rate reflects the Company's expectation for improved profitability in fiscal 2011, as compared to the near break even results reported in fiscal 2010, as well as the impact of permanent differences and state income taxes.

**Net Loss.** As a result of the foregoing factors, the Company recorded a net loss of \$2.5 million, or 2.5% of net sales and (\$0.07) per share, for the three months ended August 28, 2010, compared to a net loss of \$2.1 million, or 2.1% of net sales and (\$0.06) per share, for the three months ended August 29, 2009.

**Net Sales.** Net sales for the six months ended August 28, 2010 were \$227.6 million, an increase of approximately \$6.1 million or 2.7% from \$221.5 million for the six months ended August 29, 2009. The increase in net sales was primarily the result of a 3% increase in same store sales and increases in revenues at the Company's Christopher & Banks and C.J. Banks e-Commerce web sites, partially offset by a decrease in the number of stores operated by the Company and a reduction in sales related to accrued unearned revenue for points accumulated by customers and certificates issued in conjunction with the Company's new Friendship Rewards loyalty program.

The Company operated 789 stores at August 28, 2010, compared to 811 stores as of August 29, 2009

**Merchandise, Buying and Occupancy Costs.** Merchandise, buying and occupancy costs, exclusive of depreciation and amortization, were \$138.4 million, or 60.8% of net sales, during the six months ended August 28, 2010, compared to \$141.6 million, or 63.9% of net sales, during the six months ended August 29, 2009. The 310 basis point reduction in merchandise, buying and occupancy costs as a percent of sales in the first half of fiscal 2010, compared to the first half of fiscal 2011, was mainly a result of reduced rent expense and positive leverage of buying and occupancy costs associated with the 3% increase in same store sales. In addition, merchandise margins were up slightly in the first six months of fiscal 2011 when compared to the same period in the prior year.

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**Selling, General and Administrative Expenses.** Selling, general and administrative expenses, exclusive of depreciation and amortization, for the six months ended August 28, 2010 were \$70.0 million, or 30.7% of net sales, compared to \$68.4 million, or 30.9% of net sales, for the six months ended August 29, 2009. The increase in SG&A expenses in the first half of fiscal 2011, compared to the same period in fiscal 2010, primarily related to increases in stock-based compensation expense and severance costs. The Company recorded a severance charge in the second quarter of approximately \$0.5 million related to the separation of its former Chief Financial Officer in July 2010. In addition, SG&A expense in the second quarter of fiscal 2010 included pre-tax non-recurring benefits of approximately \$1.2 million related largely to legal and contract settlements.

**Depreciation and Amortization.** Depreciation and amortization was \$13.0 million, or 5.7% of net sales, in the first six months of fiscal 2011, compared to \$12.6 million, or 5.7% of net sales, in the first six months of fiscal 2010.

**Operating Income (loss).** Based on the foregoing, the Company recorded operating income of \$6.2 million, or 2.8% of net sales, for the six months ended August 28, 2010, compared to an operating loss of \$1.0 million, or 0.5% of net sales, for the six months ended August 29, 2009.

**Interest Income.** For the six months ended August 28, 2010, interest income was \$0.2 million, compared to \$0.3 million for the six months ended August 29, 2009.

**Income Taxes.** Income tax expense in the first half of fiscal 2011 was \$2.7 million, with an effective tax rate of 41.2%, compared to an income tax benefit of \$0.2 million, with an effective tax rate of 34.2%, in the first half of fiscal 2010. The increase in the effective tax rate reflects the Company's expectation for improved profitability in fiscal 2011, as compared to the near break even results reported in fiscal 2010, as well as the impact of permanent differences and state income taxes.

**Net Income (Loss).** As a result of the foregoing factors, the Company recorded net income of \$3.8 million, or 1.7% of net sales and \$0.11 per diluted share, for the six months ended August 28, 2010, compared to a net loss of \$0.4 million, or 0.2% of net sales and (\$0.01) per share, for the six months ended August 29, 2009.

## **Liquidity and Capital Resources**

The Company's principal on-going cash requirements are to fund working capital needs such as purchasing merchandise inventory, to finance the construction of new stores and the remodeling of certain existing stores, and to make information technology-related and other capital expenditures. Merchandise purchases vary on a seasonal basis, peaking in the fall. As a result, the Company's cash requirements historically reach their peak in October or November, during the Company's third fiscal quarter. Conversely, cash balances peak in the fourth fiscal quarter in January, after the holiday season is completed. The Company's balance of cash, cash equivalents and short and long-term investments was approximately \$109 million at the end of the second quarter of fiscal 2011 down from approximately \$113 million at the end of fiscal 2010 and up from approximately \$100 million at the end of the second quarter of fiscal 2010. Please see Note 2, Investments, for further information regarding the Company's investment holdings.

*Net cash provided by operating activities*

Net cash provided by operating activities totaled \$18.9 million in the first six months of fiscal 2011, an increase of approximately \$6.7 million from \$12.2 million in the first six months of fiscal 2010.

Approximately \$14.9 million of the Company's ARS were redeemed during the six months ended August 28, 2010. Significant fluctuations in the Company's working capital accounts included a \$3.0 million decrease in accrued liabilities and a \$2.3 million decrease in deferred lease incentives. The decrease in accrued liabilities resulted from reductions in the company's gift card and worker's compensation claim liabilities. The decrease in deferred lease incentives was due to ongoing amortization of tenant allowances and reductions for stores closed in the first half of fiscal 2011.

The remainder of the change in cash provided by operating activities was substantially the result of net income earned during the first six months of fiscal 2011, after adjusting for non-cash charges, including depreciation and amortization expense, deferred income taxes, stock-based compensation expense and various other changes in the Company's other operating assets and liabilities.

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*Net cash used in investing activities*

Net cash used in investing activities in the first six months of fiscal 2011 consisted of \$5.5 million of capital expenditures as well as approximately \$8.8 million of net purchases of available-for-sale securities. The Company opened two new stores during the first half of the year and incurred capital expenditures related to two stores that opened in the third quarter of fiscal 2011. In addition, the Company made information technology-related and other investments at its stores and corporate office facility during the six months ended August 28, 2010.

The Company expects to fund approximately \$5 million to \$6 million of additional capital expenditures in the last two quarters of fiscal 2011. The Company plans to open approximately three additional stores during the second half of fiscal 2011 and to fund additional investments in its stores and information technology infrastructure. In addition, the Company expects that a portion of these capital expenditures will relate to stores scheduled to open in the first quarter of fiscal 2012.

*Net cash used in financing activities*

In the first six months of fiscal 2011, approximately \$4.3 million was used in financing activities for the payment of two quarterly cash dividends, which was partially offset by approximately \$0.1 million of proceeds received from the exercise of stock options and \$0.2 million of excess tax benefit on stock-based compensation.

The Company anticipates its cash, cash equivalents and investments, combined with cash flows generated from operations, will be sufficient to meet its capital expenditure, working capital and other requirements for liquidity for the remainder of fiscal 2011.

*Credit facility*

The Company maintains an Amended and Restated Revolving Credit Facility (the *Credit Facility*) with Wells Fargo Bank, National Association ( *Wells Fargo* ) which expires on June 30, 2011. The Credit Facility provides the Company with revolving credit loans and letters of credit of up to \$50 million, in the aggregate, subject to a borrowing base formula based on inventory levels.

Loans under the Credit Facility bear interest at the prime rate minus 0.25%. As of August 28, 2010, the prime rate was 3.25%. The Credit Facility also provides the Company with the ability to borrow under the Credit Facility at an interest rate tied to the London Interbank Market Offered Rate ( *LIBOR* ). Advances under the LIBOR option would be tied to the one, three or six month LIBOR rate based on the length of time the corresponding advance is outstanding.

Interest under the Credit Facility is payable monthly in arrears. The Credit Facility carries a facility fee of 0.25%, based on the unused portion as defined in the agreement, a collateral monitoring fee and a guarantee service charge. Borrowings under the Credit Facility are collateralized



by the Company's equipment, intangible assets, inventory, inventory letters of credit and letter of credit rights. The Company had no revolving credit loan borrowings under the Credit Facility during the first six months of fiscal 2011 or fiscal 2010. Historically, the Credit Facility has been utilized by the Company only to open letters of credit to facilitate the import of merchandise. The borrowing base at August 28, 2010 was \$28.1 million and the Company had open on-demand letters of credit in the amount of \$1.3 million. Accordingly, the availability of revolving credit loans under the Credit Facility was \$26.8 million at August 28, 2010.

The Credit Facility contains certain restrictive covenants, including restrictions on incurring additional indebtedness and limitations on certain types of investments, as well as requiring the maintenance of certain financial covenants. As of August 28, 2010, the most recent measurement date, the Company was in compliance with all financial covenants under the Credit Facility.

#### *Auction Rate Securities*

In November 2008, the Company entered into a settlement agreement with UBS Financial Services, Inc., a subsidiary of UBS AG ( "UBS" ) related to the Company's investment in Auction Rate Securities ( "ARS" ) purchased through UBS. Under the terms of the settlement agreement, the Company received rights that enabled it to sell its ARS to UBS at par value at any time during the two year period beginning June 30, 2010. On June 30, 2010, the Company exercised its ARS rights and sold its remaining \$7.1 million investment in ARS to UBS at par value on July 1, 2010. As of August 28, 2010, the Company had no investments in ARS.

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**Merchandise Sourcing**

The Company directly imported approximately 7% of its total merchandise purchases in the six month periods ended August 28, 2010 and August 29, 2009. Substantially all of its remaining merchandise purchases were made from U.S. based companies which import the goods from overseas. This reliance on sourcing from foreign countries may cause the Company to be exposed to certain risks as indicated below and as discussed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended February 27, 2010.

Import restrictions, including tariffs and quotas, and changes in such restrictions, could affect the import of apparel and might result in increased costs, delays in merchandise receipts or reduced supplies of apparel available to the Company, and could have an adverse effect on the Company's financial condition, results of operations and liquidity. The Company's merchandise flow could also be adversely affected by political instability in any of the countries where its merchandise is manufactured or by changes in the United States' governmental policies toward such foreign countries. In addition, merchandise receipts could be delayed due to interruptions in air, ocean and ground shipments.

The Company does not have long-term purchase commitments or arrangements with any of its suppliers or agents. During the three and six month periods ended August 28, 2010 and August 29, 2009, two of the Company's vendors each supplied the Company with greater than 10% of its merchandise inventory purchases. For the second quarter of fiscal 2011, these two vendors supplied approximately 28% and 17% of the Company's merchandise purchases, compared to 26% and 17% for the second quarter of fiscal 2010. For the six month period ended August 28, 2010, these vendors supplied approximately 29% and 18% of the Company's merchandise purchases, compared to 26% and 15% of the Company's merchandise purchases during the six months ended August 29, 2009.

Although the Company has strong relationships with these vendors, there can be no assurance that these relationships can be maintained in the future or that the vendors will continue to supply merchandise to the Company. If there should be any significant disruption in the supply of merchandise from these vendors, management believes that it will be able to shift production to other suppliers so as to continue to secure the required volume of product. Nevertheless, it is possible that any significant disruption in supply could have a material adverse impact on the Company's financial position or results of operations.

The Company has recently experienced an increase in product costs for some of its merchandise orders to be delivered in the second half of fiscal 2011 and the first quarter of fiscal 2012. The increase in costs consist primarily of increases in the price of cotton, labor and transportation. In response to these recent increases, the Company will continue to evaluate its merchandise sourcing initiatives in an effort to source product and make raw material commitments to mitigate these increases. In addition, management is analyzing its retail prices and believes it has the flexibility to pass on some of the increased product costs to its customers. The Company intends to maintain its commitment to providing quality merchandise to its customers while it works to reduce the impact of these potential cost increases. Nonetheless, the Company's gross margins could be negatively impacted if it is unable to mitigate these increases in product costs or to pass such product costs on to its customers.

**Quarterly Results and Seasonality**

The Company's quarterly results may fluctuate significantly depending on a number of factors, including general economic conditions, timing of promotional events and new store openings, adverse weather conditions, shifts in the timing of certain holidays and customer response to the

Company's seasonal merchandise mix.

**Inflation**

Management does not believe that inflation had a material effect on the Company's results of operations for the first six months of fiscal 2011 or fiscal 2010.

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**Forward-Looking Statements**

The Company, through its management, may make forward-looking statements reflecting the Company's current views with respect to future events and financial performance. These forward-looking statements, which may be included in reports filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), in press releases and in other documents and materials as well as in written or oral statements made by or on behalf of the Company, are subject to certain risks and uncertainties, including those discussed below and in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended February 27, 2010, which could cause actual results to differ materially from historical results or those anticipated.

The words or phrases will likely result, are expected to, will continue, estimate, project, believe, expect, anticipate, forecast, plans, intends and similar expressions are intended to identify forward-looking statements within the meaning of Section 21e of the Exchange Act and Section 27A of the Securities Act of 1933, as amended, as enacted by the Private Securities Litigation Reform Act of 1995 (PSLRA). In particular, the Company desires to take advantage of the protections of the PSLRA in connection with the forward-looking statements made in this Quarterly Report on Form 10-Q.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date such statements are made. In addition, the Company wishes to advise readers that the factors listed in Item 1A of the Company's Annual Report on Form 10-K for the fiscal year ended February 27, 2010, as well as other factors including those listed below, could affect the Company's performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed about such future performance or results:

- Economic conditions may cause a decline in business and consumer spending which could adversely affect our financial performance.
- All of our stores are located within the United States, making us highly susceptible to deteriorations in U.S. macroeconomic conditions and consumer confidence.
- If we are unable to anticipate or react to changing consumer preferences in a timely manner, our sales, merchandise margins and operating income could decline.
- Our ability to manage inventory levels and ability to predict or respond to customer demand may impact our results.
- Our success depends on a consistent and sufficient level of traffic to our stores and the absence of or a further reduction in store traffic could significantly reduce our sales revenues and impact our margins, as well as leave us with unsold inventory.
- We operate in a highly competitive retail industry. The size and resources of some of our competitors may allow them to compete more effectively than we can, which could result in a reduced level of sales and a loss of market share.
- Fluctuations in our level of same-store sales could adversely affect our earnings growth.
- Our net sales and operating income fluctuate on a seasonal basis and decreases in sales or margins during our peak seasons could have a disproportionate effect on our overall financial condition and results of operations.

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- Our results of operations could deteriorate if we fail to attract, develop and retain qualified employees.
- Extreme and/or unseasonable weather conditions could have a disproportionately large effect on our business, financial condition and results of operations and we could be forced to mark down inventory.
- Our ability to manage SG&A expenses and capital expenditures may impact our operating results.
- We are highly dependent on a few suppliers who primarily manufacture overseas and our reliance on foreign sources of production poses various risks.
- The raw materials used to manufacture our products, in particular cotton, and our transportation and labor costs are subject to availability constraints and price volatility and we have recently seen an increase in such costs, which could adversely affect our margins or result in increased prices which could result in lower sales.
- Our manufacturers may be unable to manufacture and deliver products in a timely manner or meet our quality standards, which could result in lost sales, cancellation charges or excessive markdowns.
- Our inability to maintain the value of our brands and our trademarks may adversely affect our business and financial performance.
- We face challenges to grow our business and to manage our growth.
- Disruptions in our information systems could adversely affect our sales and profitability.

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- We depend significantly on a single operations and distribution facility.
- There are risks associated with our e-Commerce sales.
- If third parties who manage some aspects of our business do not adequately perform their functions, we might experience disruptions in our business, resulting in decreased profits or losses.
- Effects of war, terrorism or other catastrophes could adversely impact our business or operations.
- Failure to comply with legal and regulatory requirements could damage our reputation, financial condition and the market price of our stock.
- Our business could suffer if any of the manufacturers of the goods that we sell fails to use acceptable labor practices.
- Our marketing efforts rely upon the effective use of customer information. Restrictions on the availability or use of customer information or the unauthorized disclosure of sensitive or confidential information could adversely affect our marketing programs or expose us to litigation, which could disrupt our operations and harm our business.
- Operating losses in tax jurisdictions with deferred tax assets could hinder our ability to continue to carry the deferred tax assets, which would result in a valuation allowance negatively impacting our consolidated results and net worth.
- Government healthcare requirements could adversely affect our profits.
- The bankruptcy or significant deterioration of large commercial and retail landlords could have a material adverse effect on our sales and operating results.
- The inability of our suppliers to obtain credit may cause us to experience delays in obtaining merchandise.
- A failure in the effectiveness of internal control over financial reporting could adversely impact our business.
- We may be subject to adverse outcomes in current or future litigation matters.

The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**ITEM 3.**

**QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The market risk inherent in the Company's financial instruments and in its financial position represents the potential loss arising from adverse changes in interest rates. The Company's results of operations could be negatively impacted by decreases in interest rates on its investments.

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The Company is potentially exposed to market risk from changes in interest rates relating to its Credit Facility with Wells Fargo Bank. Loans under the Credit Facility bear interest at Wells Fargo's prime rate, 3.25% as of August 28, 2010, less 0.25%, or the one, three or six month LIBOR rate, based on the length of time the advance is outstanding. However, the Company had no revolving credit loan borrowings under the Credit Facility during the first six months of fiscal 2011 or fiscal 2010 and, given its existing liquidity position, the Company does not expect to utilize the Credit Facility in the reasonably foreseeable future other than for letters of credit.

The Company enters into certain purchase obligations outside the United States, which are denominated and settled in U.S. dollars. Therefore, the Company has only minimal exposure to foreign currency exchange risks. The Company does not hedge against foreign currency risks and believes that its foreign currency exchange risk is immaterial.

The Company does not have any derivative financial instruments and does not hold any derivative financial instruments for trading purposes.

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**ITEM 4.**

**CONTROLS AND PROCEDURES**

*(a) Evaluation of Disclosure Controls and Procedures.*

Under the supervision and with the participation of its Chief Executive Officer and Interim Chief Financial Officer, the Company's management has evaluated the effectiveness and design of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this report (the "Evaluation Date"). Based upon that evaluation, the Company's Chief Executive Officer and Interim Chief Financial Officer concluded that, as of the Evaluation Date, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in applicable rules and forms, and (ii) accumulated and communicated to the Company's management, including its Chief Executive Officer and Interim Chief Financial Officer, to allow timely decisions regarding required disclosure.

*(b) Internal Control Over Financial Reporting.*

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended August 28, 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

**PART II - OTHER INFORMATION**

**ITEM 1.**

**LEGAL PROCEEDINGS**

The Company is subject, from time to time, to various claims, lawsuits or actions that arise in the ordinary course of business. Although the amount of any liability that could arise with respect to any current proceedings cannot, in our opinion, be accurately predicted, any such liability is not expected to have a material adverse impact on the Company's financial position, results of operations or liquidity.

**ITEM 1A.**

**RISK FACTORS**



There have been no material changes to the factors discussed in Part I, Item 1A. Risk Factors in the Company's Annual Report on Form 10-K for the year ended February 27, 2010.

**ITEM 2.**

**UNREGISTERED SALES OF EQUITY  
SECURITIES AND USE OF PROCEEDS**

None.

**ITEM 3.**

**DEFAULTS UPON  
SENIOR SECURITIES**

None.

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**ITEM 4.**

**(REMOVED AND RESERVED)**

**ITEM 5.**

**OTHER INFORMATION**

None.

**ITEM 6.**

**EXHIBITS**

3.1\* Restated Certificate of Incorporation of Christopher & Banks Corporation, as amended through July 27, 2010

3.2\* Fourth Amended and Restated By-Laws of Christopher & Banks Corporation, as amended through July 27,  
2010

4.1\* Form of certificate for shares of common stock of Christopher & Banks Corporation

10.1 Second Amended and Restated Christopher & Banks Corporation 2006 Equity Incentive Plan for  
Non-Employee Directors, effective July 27, 2010 (incorporated herein by reference to Exhibit 10.1 to Current Report on Form 8-K filed  
August 2, 2010)

10.2 Second Amended and Restated Christopher & Banks Corporation 2005 Stock Incentive Plan, effective July 27,  
2010 (incorporated herein by reference to Exhibit 10.2 to Current Report on Form 8-K filed August 2, 2010)

31.1\* Certification of Chief Executive Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the  
Sarbanes-Oxley Act of 2002

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31.2\* Certification of Interim Chief Financial Officer pursuant to Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1\* Certification of the 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 the Interim Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\* Filed with this report.

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**SIGNATURES**

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

**CHRISTOPHER & BANKS CORPORATION**

Dated: October 7, 2010

By:

/s/ LORNA E. NAGLER

Lorna E. Nagler  
President and Chief Executive Officer  
(Principal Executive Officer)

Dated: October 7, 2010

By:

/s/ MICHAEL J. LYFTOGT

Michael J. Lyftogt  
Vice President Finance,  
Chief Accounting Officer and  
Interim Chief Financial Officer  
(Principal Financial Officer)

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**CHRISTOPHER & BANKS CORPORATION**

**QUARTERLY REPORT ON FORM 10-Q**

**INDEX TO EXHIBITS**

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\* Filed with this report.