UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the Quarterly Period Ended October 31, 2009

Commission File Number 01-34219

CASUAL MALE RETAIL GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**04-2623104** **(IRS Employer Identification No.)**
555 Turnpike Street, Canton, MA **(Address of principal executive offices)**	**02021** **(Zip Code)**

(781) 828-9300
(Registrant's telephone number, including area code)

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

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

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

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (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 ☒

The number of shares of common stock outstanding as of November 16, 2009 was 47,165,004.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

CASUAL MALE RETAIL GROUP, INC.
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	October 31, 2009 (unaudited)	January 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,071	$ 4,953
Accounts receivable	3,000	2,026
Inventories	108,237	98,633
Prepaid expenses and other current assets	10,637	9,097
Total current assets	126,945	114,709
Property and equipment, net of accumulated depreciation and amortization	44,375	52,208
Other assets:		
Intangible assets	32,947	33,360
Other assets	863	954
Total assets	$ 205,130	$ 201,231
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 4,874	$ 4,874
Current portion of deferred gain on sale-leaseback	1,465	1,465
Accounts payable	29,644	23,956
Accrued expenses and other current liabilities	24,934	25,649
Notes payable	25,712	38,718
Total current liabilities	86,629	94,662
Long-term liabilities:		
Deferred gain on sale-leaseback, net of current portion	22,348	23,447
Long-term debt, net of current portion	3,920	7,576
Other long-term liabilities	3,715	3,715
Total liabilities	116,612	129,400
Stockholders' equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized, none outstanding at October 31, 2009 and January 31, 2009	—	—
Common stock, $0.01 par value, 100,000,000 shares authorized, 58,042,609 and 52,327,609 issued at October 31, 2009 and January 31, 2009, respectively	580	523
Additional paid-in capital	288,219	275,180
Accumulated deficit	(107,540)	(110,092)
Treasury stock at cost, 10,877,439 shares at October 31, 2009 and January 31, 2009	(87,977)	(87,977)
Accumulated other comprehensive loss	(4,764)	(5,803)
Total stockholders' equity	88,518	71,831
Total liabilities and stockholders' equity	$ 205,130	$ 201,231

The accompanying notes are an integral part of the consolidated financial statements.

CASUAL MALE RETAIL GROUP, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	For the three months ended		For the nine months ended	
	October 31, 2009	November 1, 2008	October 31, 2009	November 1, 2008
Sales	$ 88,689	$ 100,009	$ 284,502	$ 321,126
Cost of goods sold, including occupancy	50,826	57,796	161,256	179,236
Gross profit	37,863	42,213	123,246	141,890
Expenses:				
Selling, general and administrative	35,287	42,742	107,951	129,547
Depreciation and amortization	3,885	4,144	11,662	12,419
Total expenses	39,172	46,886	119,613	141,966
Operating income (loss)	(1,309)	(4,673)	3,633	(76)
Other income, net	94	134	280	396
Interest expense, net	(256)	(798)	(881)	(2,352)
Income (loss) before income taxes	(1,471)	(5,337)	3,032	(2,032)
Provision (benefit) for income taxes	(61)	(2,135)	480	(813)
Net income (loss)	$ (1,410)	$ (3,202)	$ 2,552	$ (1,219)
Net income (loss) per share—basic	$ (0.03)	$ (0.08)	$ 0.06	$ (0.03)
Net income (loss) per share—diluted	$ (0.03)	$ (0.08)	$ 0.06	$ (0.03)
Weighted average number of common shares outstanding				
- basic	44,761	41,414	42,554	41,403
- diluted	44,761	41,414	42,949	41,403

The accompanying notes are an integral part of the consolidated financial statements.

CASUAL MALE RETAIL GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Nine Months Ended	
	October 31, 2009	November 1, 2008
Cash flows from operating activities:		
Net income (loss)	$ 2,552	$ (1,219)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	11,662	12,419
Amortization of deferred gain from sale-leaseback	(1,099)	(1,099)
Issuance of common stock to Board of Directors	—	126
Stock based compensation expense	381	1,596
Loss from disposal of property and equipment	—	126
Changes in operating assets and liabilities:		
Accounts receivable	(1,254)	507
Inventories	(9,604)	(12,538)
Prepaid expenses	(1,540)	(804)
Other assets	94	117
Accounts payable	5,688	1,113
Income taxes payable	694	(287)
Accrued expenses and other current liabilities	(370)	642
Net cash provided by operating activities	7,204	699
Cash flows from investing activities:		
Additions to property and equipment	(3,419)	(9,446)
Payment of Rochester earn-out provision	—	(1,333)
Acquisition of Dahle Big & Tall stores	—	(3,000)
Net proceeds from sale of subsidiary, LP Innovations, Inc.	280	396
Net cash used for investing activities	(3,139)	(13,383)
Cash flows from financing activities:		
Net proceeds from issuance of common stock through a direct offering	12,548	—
Net borrowings (repayments) under credit facility	(13,006)	16,895
Principal payments on long-term debt	(3,656)	(3,656)
Proceeds from the issuance of common stock under option program	167	—
Net cash provided by (used for) financing activities	(3,947)	13,239
Net change in cash and cash equivalents	118	555
Cash and cash equivalents:		
Beginning of the period	4,953	5,293
End of the period	$ 5,071	$ 5,848

The accompanying notes are an integral part of the consolidated financial statements.

CASUAL MALE RETAIL GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the nine months ended October 31, 2009
(In thousands)
(Unaudited)

	Common Stock Shares	Common Stock Amounts	Additional Paid-in Capital	Treasury Stock Shares	Treasury Stock Amounts	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 31, 2009	52,328	$ 523	$275,180	(10,877)	$(87,977)	$ (110,092)	$ (5,803)	$71,831
Issuance of common stock through direct offering	4,950	50	13,601					13,651
Costs of raising capital			(1,103)					(1,103)
Stock based compensation expense	630	6	375					381
Exercises under option programs	135	1	166					167
Accumulated other comprehensive income (loss):								
Pension plan							338	338
Foreign currency							701	701
Net income						2,552		2,552
Total comprehensive income								3,591
Balance at October 31, 2009	58,043	$ 580	$288,219	(10,877)	$(87,977)	$ (107,540)	$ (4,764)	$88,518

The accompanying notes are an integral part of the consolidated financial statements.

1. Basis of Presentation

In the opinion of management of Casual Male Retail Group, Inc., a Delaware corporation (the "Company"), the accompanying unaudited consolidated financial statements contain all adjustments necessary for a fair presentation of the interim financial statements. These financial statements do not include all disclosures associated with annual financial statements and, accordingly, should be read in conjunction with the notes to the Company's audited consolidated financial statements for the fiscal year ended January 31, 2009 included in the Company's Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on March 23, 2009.

The information set forth in these statements may be subject to normal year-end adjustments. The information reflects all adjustments that, in the opinion of management, are necessary to present fairly the Company's results of operations, financial position and cash flows for the periods indicated. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company's business historically has been seasonal in nature, and the results of the interim periods presented are not necessarily indicative of the results to be expected for the full year.

The Company's fiscal year is a 52- or 53- week period ending on the Saturday closest to January 31. Fiscal 2009 is a 52-week period ending on January 30, 2010. Fiscal 2008 was a 52-week period ending on January 31, 2009.

Accounting Standards Codification

On July 1, 2009, the Financial Accounting Standards Board ("FASB") released the Accounting Standards Codification ("ASC"). The ASC became the single source of authoritative nongovernmental U.S. GAAP and is effective for all interim and annual periods ending after September 15, 2009. All existing accounting standards documents were superseded and any other literature not included in the ASC is considered non-authoritative. The adoption of the ASC did not have any impact on the Company's financial condition, results of operations and cash flows, as the ASC did not change existing U.S. GAAP. The adoption of the ASC changes the approach of referencing authoritative literature by topic (each a "Topic") rather than by type of standard. Accordingly, references to former FASB positions, statements, interpretations, opinions, bulletins or other pronouncements in the Company's Notes to Consolidated Financial Statements are now presented as references to the corresponding Topic in the ASC.

Segment Information

The Company reports its operations as one reportable segment, Big & Tall Men's Apparel, which consists of two operating segments—Casual Male and Rochester. The Company considers its operating segments to be similar in terms of economic characteristics, production processes and operations, and have therefore aggregated them into a single reporting segment.

Subsequent Events

Management has reviewed and evaluated material subsequent events from the balance sheet date of October 31, 2009 through the financial statements issue date of November 20, 2009. All appropriate subsequent event disclosures, if any, have been made in these Notes to the Consolidated Financial Statements.

Goodwill

Pursuant to Topic 350, *Intangibles—Goodwill and Other Intangible Assets*, at January 31, 2009, in connection with the Company's annual evaluation of goodwill, the Company determined that a full impairment had occurred with respect to the goodwill of both its reporting units, Casual Male and Rochester, and accordingly, recognized an impairment charge of $63.1 million in the fourth quarter and fiscal year 2008.

Other Intangibles

Similar to goodwill, the Company's trademarks are also considered indefinite-lived intangible assets and must also be tested annually for potential impairment. At January 31, 2009, both the Casual Male trademark and the Rochester trademark were tested for potential impairment. Utilizing an income approach with appropriate royalty rates applied, the Company concluded that the Casual Male trademark, with a carrying value of $29.2 million was not impaired. However, the Company did conclude that a partial impairment of its Rochester trademark had occurred and, accordingly, a charge was recorded in the fourth quarter of fiscal 2008 for $2.5 million to reduce the value of the Rochester trademark to $1.5 million.

Stock-based Compensation

All share-based payments, including grants of employee stock options, are recognized as an expense in the statement of operations based on their fair values and vesting periods. The fair value of stock options is determined using the Black-Scholes valuation model and requires the input of subjective assumptions. These assumptions include estimating the length of time employees will retain their vested stock options before exercising them (the "expected term"), the estimated volatility of the Company's common stock price over the expected term and the number of options that will ultimately not complete their vesting requirements ("forfeitures"). The Company reviews its valuation assumptions at each grant date and, as a result, is likely to change its valuation assumptions used to value employee stock-based awards granted in future periods. The values derived from using the Black-Scholes model are recognized as an expense over the vesting period, net of estimated forfeitures. The estimation of stock-based awards that will ultimately vest requires significant judgment. Actual results, and future changes in estimates, may differ from the Company's current estimates.

For the first nine months of fiscal 2009 and fiscal 2008, the Company recognized total compensation expense of $0.4 million and $1.6 million, respectively. The total compensation cost related to non-vested awards not yet recognized as of October 31, 2009 is approximately $1.2 million which will be expensed over a weighted average remaining life of 24 months.

Valuation Assumptions for Stock Options and Restricted Stock

During the first nine months of fiscal 2009, the Company granted 667,500 shares of restricted stock to members of management, excluding key executives. Each restricted share of common stock was assigned a fair value equal to the closing price of the Company's common stock on the date of grant. There were no stock options granted in the first nine months of fiscal 2009. For the first nine months of fiscal 2008, stock options to purchase 1.1 million shares of common stock were granted. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model. The following assumptions were used for grants for the nine months of the prior year ended November 1, 2008. There were no assumptions for the first nine months of fiscal 2009 since there were no option grants.

	November 1, 2008
Expected volatility	45.0%
Risk-free interest rate	2.39% -3.15%
Expected life	3.0-4.5 yrs
Dividend rate	—

Expected volatilities are based on historical volatilities of the Company's common stock; the expected life represents the weighted average period of time that options granted are expected to be outstanding giving consideration to vesting schedules and historical exercise patterns; and the risk-free rate is based on the U.S. Treasury yield curve in effect at the time of grant for periods corresponding with the expected life of the option.

There were no material exercises of options or warrants during the first nine months of fiscal 2009.

2. Debt

Credit Agreement with Bank of America Retail Group, Inc.

At October 31, 2009, the Company had outstanding borrowings of $25.7 million under its credit facility, as most recently amended December 20, 2007, with Bank of America, N.A. (the "Credit Facility"). The maturity date of the Credit Facility is October 29, 2011. Outstanding standby letters of credit were $2.5 million and outstanding documentary letters of credit were $0.9 million. Average monthly borrowings outstanding under the Credit Facility during the first nine months of fiscal 2009 were approximately $37.8 million, resulting in an average unused excess availability of approximately $30.7 million. Unused excess availability at October 31, 2009 was $49.7 million. The Company's obligations under the Credit Facility are secured by a lien on all of its assets. The Company is not subject to any financial covenants pursuant to this Credit Facility.

The fair value of amounts outstanding under the Credit Facility approximates the carrying value at October 31, 2009. At the Company's option, any portion of the outstanding borrowings can be converted to LIBOR-based contracts; the remainder bears interest based at prime. At October 31, 2009, the prime-based interest rate was 3.25%. The Company had approximately $23.5 million of its outstanding borrowings in LIBOR-based contracts with an interest rate of approximately 1.49%. The LIBOR-based contracts expire between November 11, 2009 and November 29, 2009. At October 31, 2009, the Company's weighted average borrowing rate on its revolver was approximately 1.6% as compared to 4.2% at November 1, 2008.

Long-Term Debt with Banc of America Leasing & Capital, LLC

Pursuant to two Equipment Security Notes with Banc of America Leasing & Capital, LLC ("BALC") for equipment financing, the Company has $8.8 million outstanding at October 31, 2009. The secured notes are due July 20, 2011 and January 16, 2012. Both secured notes accrue interest at a per annum rate of 1.75% plus the rate of interest equal to the 30-day published LIBOR rate. Principal and interest, in arrears, are payable monthly, commencing one month after issuance of such note.

Both notes are secured by a security interest in all of the Company's rights, title and interest in and to certain equipment. The Company is not subject to any financial covenants pursuant to these notes.

3. Equity

Issuance of Common Stock

During the third quarter of fiscal 2009, the Company received gross proceeds of $13.6 million from the sale of 4.95 million shares of its common stock through a registered direct offering. Offering costs associated with the sale were approximately $1.1 million. The net proceeds of approximately $12.5 million from this offering were used for general corporate purposes, including the repayment of indebtedness.

Earnings per Share

The following table provides a reconciliation of the number of shares outstanding for basic and diluted earnings per share:

	For the three months ended		For the nine months ended	
(in thousands)	October 31, 2009	November 1, 2008	October 31, 2009	November 1, 2008
Common Stock Outstanding				
Basic weighted average common shares outstanding	44,761	41,414	42,554	41,403
Common Stock Equivalents—Stock options, restricted stock and warrants (1)	—	—	395	—
Diluted weighted average common shares Outstanding	44,761	41,414	42,949	41,403

(1) Common stock equivalents for the three months ended October 31, 2009 and for the three and nine months ended November 1, 2008, which consisted of stock options and warrants, were excluded from the calculation of diluted weighted average common shares outstanding because the effect was anti-dilutive due to the net loss reported in each period. Common stock equivalents for the third quarter of fiscal 2009 were 615 shares. Common stock equivalents were 221 shares and 260 shares for the three and nine months ended November 1, 2008, respectively.

The following potential common stock equivalents were excluded from the computation of diluted earnings per share in each period because the exercise price of such options and warrants was greater than the average market price per share of common stock for the respective periods.

	For the three months ended		For the nine months ended	
(in thousands, except exercise prices)	October 31, 2009	November 1, 2008	October 31, 2009	November 1, 2008
Options	3,363	5,290	3,393	4,850
Warrants	1,058	1,058	1,058	1,058
Range of exercise prices of such options and warrants	$3.15 -$10.26	$3.88 - $12.35	$ 2.38 - $10.26	$ 3.98 - $12.35

The above options, which were outstanding at October 31, 2009, expire from May 25, 2011 to August 12, 2018.

4. Income Taxes

At October 31, 2009, the Company had total deferred tax assets of approximately $57.6 million, with a corresponding valuation allowance of $57.6 million. These tax assets primarily relate to net operating loss carryforwards that expire through 2028 and to a lesser extent book/tax timing differences.

The Company’s effective tax rate for the third quarter and first nine months of fiscal 2009 has been reduced from the statutory rate due to the utilization of the Company’s fully reserved net operating loss carryforwards.

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The charge for taxation is based on the results for the year as adjusted for items that are non-assessable or disallowed. The charge is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Pursuant to Topic 740, *Income Taxes*, the Company will recognize the benefit from a tax position only if it is more likely than not that the position would be sustained upon audit based solely on the technical merits of the tax position. At October 31, 2009, the Company had no material unrecognized tax benefits.

The Company is subject to U.S. federal income tax as well as income tax of multiple state and foreign jurisdictions. The Company has concluded all U.S. federal income tax matters for years through fiscal 1997, with remaining fiscal years subject to income tax examination by federal tax authorities.

The Company’s policy is to recognize accrued interest and penalties related to unrecognized tax benefits in its income tax provision. The Company has not accrued or paid interest or penalties which were material to its results of operations for the first nine months of fiscal 2009.

5. Accounting Pronouncements

In June 2009, the FASB issued SFAS No. 166 (now Topic 860 in ASC) “Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140” (“SFAS 166”). SFAS 166 improves the relevance, representational faithfulness, and comparability of the information that a reporting entity provides in its financial statements about a transfer of financial assets; the effects of a transfer on its financial position, financial performance, and cash flows; and a transferor’s continuing involvement, if any, in transferred financial assets. SFAS 166 is effective as of the beginning of each reporting entity’s first annual reporting period that begins after November 15, 2009, for interim periods within that first annual reporting period and for interim and annual reporting periods thereafter. The Company does not believe the adoptions of SFAS 166 will have a material impact of its consolidated financial statements.

In June 2009, the FASB issued SFAS No. 167 (not yet codified in ASC), “Amendments to FASB Interpretation No. 46(R)”(“SFAS 167”). SFAS 167 amends the evaluation criteria to identify the primary beneficiary of a variable interest entity provided by FIN 46(R). Additionally, SFAS 167 requires ongoing reassessments of whether an enterprise is the primary beneficiary of the variable interest entity. SFAS 167 will be effective for interim and annual reporting periods beginning after November 15, 2009. The Company does not believe the adoption of SFAS 167 will have a material impact on its consolidated financial position, results of operations or cash flows.

In August 2009, the FASB issued the authoritative guidance to provide additional guidance (including illustrative examples) in FASB ASC 2009-05 “Fair Value Measurements and Disclosures—Measuring Liabilities at Fair Value” that clarifies the measurement of liabilities at fair value. This authoritative guidance is effective for the first reporting period (including interim periods) beginning after its issuance. The guidance is effective beginning in the third quarter of fiscal 2010. The Company has evaluated the authoritative guidance and does not believe that its adoption will have a significant impact on its consolidated financial condition or results of operations.

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

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "estimate," "intend," "plan," "continue," "believe," "expect" or "anticipate" or the negatives thereof, variations thereon or similar terminology. The forward-looking statements contained in this Quarterly Report are generally located in the material set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," but may be found in other locations as well. These forward-looking statements generally relate to plans and objectives for future operations and are based upon management's reasonable estimates of future results or trends. The forward-looking statements in this Quarterly Report should not be regarded as a representation by us or any other person that our objectives or plans will be achieved. Numerous factors could cause our actual results to differ materially from such forward-looking statements. We encourage readers to refer to Part I, Item 1A of our Annual Report on Form 10-K for the year ended January 31, 2009, filed with the Securities and Exchange Commission on March 23, 2009, and Part II, Item 1A of this Quarterly Report which identify certain risks and uncertainties that may have an impact on our future earnings and the direction of our Company.

All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the foregoing. These forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances in which the forward-looking statement is based.

BUSINESS SUMMARY

Casual Male Retail Group, Inc. together with our subsidiaries is the largest specialty retailer of big & tall men's apparel with retail operations throughout the United States, Canada and London, England. We operate 465 Casual Male XL retail and outlet stores, 20 Rochester Big & Tall stores and a direct to consumer business, which includes several catalogs and e-commerce sites.

Unless the context indicates otherwise, all references to "we," "ours," "our," "us" and "the Company" refer to Casual Male Retail Group, Inc. and its consolidated subsidiaries. We refer to our fiscal years which end on January 30, 2010 and January 31, 2009 as "fiscal 2009" and "fiscal 2008," respectively.

When discussing sales growth, we refer to the term "comparable sales." Comparable sales for all periods discussed include our retail stores that have been open for at least one full year together with our e-commerce and catalog sales. Stores that may have been remodeled, expanded or re-located during the period are also included in our determination of comparable sales. We include our direct businesses as part of our calculation of comparable sales because we are a multi-channel retailer, offering our customers convenient alternatives for their shopping. The method of calculating comparative store sales varies across the retail industry and, as a result, our calculation of comparable sales is not necessarily comparable to similarly titled measures reported by other companies.

RESULTS OF OPERATIONS

Financial Summary

As expected, our sales trend for the third quarter and first nine months of fiscal 2009 continued to be negatively impacted by the weakened economy, which has resulted in decreased customer spending. However, despite the sales decrease of 10.6% and 11.8% for the third quarter and first nine months of fiscal 2009, respectively, we continue to carefully manage our inventory levels, maintain healthy gross margins and successfully reduce our selling, general & administrative ("SG&A") cost structure. These efforts have improved profitability by $3.8 million, or $0.09 per diluted share, for the first nine months of fiscal 2009 as compared to the first nine months of fiscal 2008. For the third quarter of fiscal 2009, we recorded a net loss of $1.4 million, or $(0.03) per diluted share, as compared to a net loss of $3.2 million, or $(0.08) per diluted share, for the third quarter of fiscal 2008. For the first nine months of fiscal year 2009, net income was $2.6 million, or $0.06 per diluted share, as compared to a net loss of $1.2 million, or $(0.03) per diluted share, for the first nine months of fiscal 2008.

This improvement in profitability is primarily the result of our efforts to align our operating infrastructure to the expected decline in top-line sales. We have planned for SG&A cost savings of $30.0 million on an annualized basis, of which $26.0 million is expected to be realized in fiscal 2009, representing a 15% decrease from SG&A levels from fiscal 2008. The cost reductions relate primarily to re-focusing our marketing spend on our most productive customer base, reductions in our corporate headcount, store and distribution productivity improvements, and renegotiations of numerous service and supply contracts. In total, these reductions will bring our 2009 SG&A back to 2005 levels. Through the first nine months of fiscal 2009, we have reduced our SG&A costs by $21.6 million over the prior year period.

During the third quarter, we successfully raised net proceeds of $12.5 million in connection with the sale of 4.95 million shares of our common stock through a registered direct offering. This transaction strengthened our balance sheet and supplemented our working capital. We also have remained focused on our liquidity and free cash flow. We believe that our free cash flow is a strong indicator of how successful we have been in repositioning ourselves during this current economic climate. Free cash flow has improved by $15.5 million to $3.8 million for the first nine months of 2009 as compared to $(11.7) million for the first nine months of fiscal 2008. (See "Presentation of Non-GAAP Measure" below for calculation and reconciliation of non-GAAP free cash flow.) In addition, our inventory levels at October 31, 2009 have decreased by $22.1 million, or 17.0%, as compared to November 1, 2008. We have also reduced our total debt by $37.0 million or 51.8% over the prior 12 months, while improving our availability under our Credit Facility to $49.7 million at October 31, 2009.

New Developments

Although our primary focus has shifted to maintaining and strengthening our financial condition, we remain committed to our overall strategy of catering to our customer base and increasing our market share. We are continuing to work towards creating a more efficient and influential format for the big & tall market.

During the second quarter of fiscal 2009, we converted five of our Casual Male store locations to a new hybrid store format and closed 5 Rochester Clothing locations. The hybrid store format is a combination Casual Male XL store and a Rochester Clothing store. The combination allows our customers to see an extended offering of our merchandise across both brands. To date, approximately 70% of sales for these hybrid stores are derived from our Casual Male brands with the balance being from our Rochester brands. Through the end of the third quarter of fiscal 2009, even though our hybrid locations experienced similar sales trends as our other stores, the average store volume improved by 50% and each combined location is substantially more profitable than the previous stand-alone locations.

In our effort to expand upon this concept and offer our customer base a comprehensive selection of merchandise which will appeal to all lifestyles, we plan to open between 3-4 prototype "Destination XL" superstores during fiscal 2010. Destination XL will be a supercenter, averaging 11,000 square feet, catering to the many retail needs of our customers by offering a full assortment from all of our core brands, including the moderately priced Casual Male XL, the high-end fashion of Rochester Clothing, and the value oriented offering of BT Factory Direct, as well as expanded assortments of Shoes XL and Living XL. These stores will provide our customers a one-stop shopping destination while providing us an opportunity to grow our market share. Destination XL will also enable us to capture a larger customer base by offering a wider selection in smaller waist sizes. Our Destination XL store will be the first of its kind in the big & tall market.

The economic proposition of the Destination XL concept is greater sales volumes with higher operating margins (not unlike the recently tested hybrid stores) and greater rates of return on capital, compared to any of our existing retail stores. If the Destination XL test stores are successful, we believe that most of our markets would support a Destination XL store concept; such a roll-out would require 5 or more years.

Fiscal 2009 Outlook

Although our profitability, free cash flow and liquidity are dependent upon consumer behavior and are sensitive to changes in customer traffic, we believe that our business is relatively stable and that we have appropriately forecasted our sales trends, margin and SG&A expense levels, and inventory levels for the balance of fiscal 2009.

Even though sales trends for the third quarter were within our expectations, we remain cautious about the continuing impact of the current economy and its slow recovery; as such, we have slightly adjusted our expectations for fiscal 2009. We expect that our sales for fiscal 2009 will be approximately 11%-12% less than fiscal 2008, instead of our previously disclosed range of 10%-12%.

We continue to expect our merchandise margins to improve 300 to 325 basis points; however, as a result of the sales shortfall, our merchandise margin improvement will be partially offset by unfavorable leveraging of fixed occupancy costs by approximately 190 to 200 basis points, instead of our previously disclosed 180 basis points. With our total expected cost savings in SG&A of approximately $26.0 million, we anticipate that SG&A for the year will approximate $152.0 million, or a decrease of 15% from the prior year. Free cash flow for fiscal 2009 is expected to approximate $15.0 to $20.0 million, instead of our previously disclosed $20.0 to $25.0 million, and overall debt levels are anticipated to decline to $15.0 to $20.0 million.

Presentation of Non-GAAP Measure

The presentation of non-GAAP free cash flow is not a measure determined by generally accepted accounting principles ("GAAP") and should not be considered superior to or as a substitute for net income or cash flows from operating activities or any other measure of performance derived in accordance with GAAP. In addition, all companies do not calculate non-GAAP financial measures in the same manner and, accordingly, "free cash flows" presented in this report may not be comparable to similar measures used by other companies. We calculate free cash flows as cash flow from operating activities, less capital expenditures and discretionary store asset acquisitions. In the second quarter of fiscal 2009, we changed our method of calculating free cash flow to include, as a deduction, the use of cash for the acquisition of Dahle Big & Tall stores in the second quarter of fiscal 2008. Accordingly, free cash flow for the first nine months ended November 1, 2008, which was previously defined as cash flow from operating activities less capital expenditures, was restated to include the cash used for the Dahle acquisition of $3.0 million. We believe that inclusion of this non-GAAP measure helps investors gain a better understanding of our cash flow performance, especially when comparing such results to previous periods. The following table reconciles our non-GAAP free cash flow measure:

	For the nine months ended:		Projected Cash Flow
(in millions)	October 31, 2009	November 1, 2008	Fiscal 2009
Cash flow from operating activities	$ 7.2	$ 0 .7	$ 20.0 -25.0
Less: Capital expenditures	(3.4)	(9.4)	(5.0)
Less: Acquisition of Dahle Big & Tall stores	—	(3.0)	—
Free Cash Flow	$ 3.8	$ (11.7)	$ 15.0 – 20.0

Sales

For the third quarter of fiscal 2009, total sales decreased by 11.3% to $88.7 million when compared to total sales of $100.0 million for the third quarter of fiscal 2008. Comparable sales for the third quarter decreased 10.6% when compared to the same period of the prior year. This decrease consisted of a 9.1% decrease in sales from our Casual Male business and a 20.6% decrease in our Rochester business. Similar to other high-end retailers, our Rochester division has been significantly impacted by the recession.

For the first nine months of fiscal 2009, total sales decreased by 11.4% to $284.5 million when compared to $321.1 million for the first nine months of fiscal 2008. The sales shortfall of $36.6 million was primarily driven by a decrease in our comparable sales of 11.8%, which includes a comparable sales decrease of 8.9% from our Casual Male business and a comparable sales decrease of 24.6% from our Rochester business.

Our comparable sales decreases for the third quarter and first nine months of fiscal 2009 are consistent with the decrease in store traffic that we experienced. However, during the third quarter the Company's average transaction levels have been flat to last year, which were declining prior to the third quarter, and for the year-to-date period are down by 4%

compared to last year. We continue to experience improvement in our sales conversion (the percentage of store guests who make a purchase), which improved by approximately 3% for the third quarter and 6% for the first nine months, overcoming the average transaction trend and maintaining sales productivity levels consistent with the prior year comparable periods.

Gross Profit Margin

For the third quarter of fiscal 2009, our gross margin rate, inclusive of occupancy costs, was 42.7% as compared to a gross margin rate of 42.2% for the third quarter of fiscal 2008. The increase of 50 basis points was the result of increased merchandise margins for the third quarter of fiscal 2009 of 240 basis points offset by an increase of 190 basis points in occupancy costs due to the deleveraging of sales. The unfavorable occupancy rate continues to be the result of relatively fixed occupancy costs over a decreased sales base. Actual occupancy costs in dollars for the third quarter were flat with the prior year quarter.

For the first nine months of fiscal 2009, our gross margin rate was 43.3% as compared to 44.2% for the first nine months of fiscal 2008. The decrease in gross margin rate was the result of a 125 basis point increase in merchandise margins offset by a 215 basis point increase in occupancy costs due to the deleveraging of sales. Occupancy costs in dollars for the first nine months of fiscal 2009 were relatively flat to the prior first nine months of fiscal 2008. Our merchandise margin increase of 125 basis points reflects the impact during the first quarter of fiscal 2009 of some residual fourth quarter 2008 clearance merchandise.

As stated above, we anticipate our merchandise margins for fiscal 2009 to increase by 300 to 325 basis points over fiscal 2008, partially offset by unfavorable deleveraging of fixed occupancy costs by approximately 190-200 basis points

Selling, General and Administrative Expenses

SG&A expenses for the third quarter of fiscal 2009 were 39.8% of sales as compared to 42.7% for the third quarter of fiscal 2008. On a dollar basis, SG&A expenses decreased $7.5 million, or 17.4%, for the third quarter of fiscal 2009 as compared to the third quarter of fiscal 2008.

For the first nine months of fiscal 2009, SG&A expenses were 37.9% of sales as compared to 40.3% for the first nine months of fiscal 2008. On a dollar basis, SG&A expenses decreased $21.6 million, or 16.7%, for the first nine months of fiscal 2009 as compared to the first nine months of fiscal 2008. Approximately half of the savings in the first nine months were as a result of our revised marketing objectives, which have been refined to focus on our most productive customer base. The remainder of the savings resulted from our cost reduction efforts throughout our organization, including corporate overhead, distribution and field productivity improvements and staff reductions.

With the weakness in sales continuing this quarter, strong expense control has been a significant priority for us. We remain committed to managing our SG&A costs, while continuing to invest in our marketing campaigns and growing our direct businesses. As mentioned above, we expect to reduce our annual SG&A expenses for fiscal 2009 by 15% to $152.0 million, or $26.0 million less than fiscal 2008.

Interest Expense, Net

Net interest expense was $0.3 million for the third quarter of fiscal 2009 as compared to $0.8 million for the third quarter of fiscal 2008. For the first nine months of fiscal 2009, net interest expense was $0.9 million as compared to $2.4 million for the corresponding period of the prior year. The reduction in interest costs for the third quarter and first nine months of fiscal 2009 as compared to the prior year was due to an overall reduction of 51.8% in total debt as of the end of the third quarter as well as favorable interest rates on our credit facility. The average interest rate on our average borrowings for the first nine months of fiscal 2009 was approximately 2.4% compared to approximately 4.7% during the first nine months of fiscal 2008.

Income Taxes

At October 31, 2009, our total deferred tax assets were approximately $57.6 million, with a corresponding valuation allowance of $57.6 million. These tax assets principally relate to federal net operating loss ("NOL") carryforwards that expire through 2028.

The effect of the weakening economy on our retail business, especially in fiscal 2008, has had a significant impact upon our revenue and profitability. Further, the conditions of the economy also negatively impacted our market value as a result of the deterioration of the capital markets and resulted in substantial impairments in fiscal 2008. Accordingly, due to our cumulative operating losses as well as our uncertainty regarding the economy and our ability to generate future taxable income to realize all of our deferred tax assets, in the fourth quarter of fiscal 2008, we established a valuation allowance against our deferred tax assets.

Our effective tax rate for the first nine months of fiscal 2009 has been reduced from the statutory rate due to the utilization of fully reserved NOL carryforwards. Assuming an effective tax rate of approximately 41.0%, this benefit resulted in a reduction in the income tax provision of approximately $0.7 million, or $0.02 per diluted share, for the first nine months of fiscal 2009.

Net Income

For the third quarter of fiscal 2009, we had a net loss of $1.4 million, or $(0.03) per diluted share, as compared to a net loss of $3.2 million, or $(0.08) per diluted share, for the third quarter of fiscal 2008. For the first nine months of fiscal 2009, we had net income of $2.6 million, or $0.06 per diluted share, as compared to a net loss of $1.2 million, or $(0.03) per diluted share, for the first nine months of fiscal 2008.

Inventory

At October 31, 2009, total inventory was $108.2 million compared to $98.6 million at January 31, 2009 and $130.3 million at November 1, 2008.

Inventory at the end of the third quarter of fiscal 2009 decreased $22.1 million, or 17.0%, as compared to November 1, 2008. Over the past twelve months, we have been making a concerted effort to manage our inventory levels during the economic recession.

SEASONALITY

Historically, and consistent with the retail industry, we have experienced seasonal fluctuations as it relates to our operating income and net income. Traditionally, a significant portion of our operating income and net income is generated in the fourth quarter, as a result of the "Holiday" season.

LIQUIDITY AND CAPITAL RESOURCES

Our primary cash needs are for working capital (essentially inventory requirements) and capital expenditures. As discussed below, our capital expenditure program for fiscal 2009 is $5.0 million and is considerably less than in prior years. For fiscal 2009, we have no plans for new store growth and will only pursue those capital projects which we deem imperative to our business and to promote improved customer service.

The current retail environment has been impacted by the recent volatility in the financial markets and the uncertainty in the economy, all of which could result in unanticipated adverse effects on our business. However, we currently believe that our existing cash generated by operations together with our availability under our credit facility will be sufficient within current forecasts for us to meet our foreseeable liquidity requirements. In determining future liquidity and cash flow for fiscal 2009, we factored in potential decreases in sales for fiscal 2009 of 11%-12%. We anticipate that we will be able to generate free cash flow of approximately $15.0-20.0 million in fiscal 2009 despite a lower sales base. For the first nine months of fiscal 2009, free cash flow improved $15.5 million to $3.8 million from $(11.7) million for the first nine months of fiscal 2008. See "Presentation of Non-GAAP Measures" above regarding non-GAAP free cash flow.

For the first nine months of fiscal 2009, cash provided by operating activities was $7.2 million as compared to cash used for operating activities of $0.7 million for the corresponding period of the prior year. The improvement in cash flows from operations was primarily due to improved operating results and the timing of working capital accounts, primarily related to accrued expenses.

In addition to cash flow from operations, our other primary source of working capital is our Credit Facility which has a total commitment of $110.0 million, although the amount that can be borrowed is limited to the borrowing base as defined by the Credit Facility, which is comprised primarily of the liquidation value of our inventory. The maturity date of the Credit Facility is October 29, 2011. At October 31, 2009, our borrowing base under our Credit Facility was $74.2 million. Borrowings under the Credit Facility bear interest at variable rates based on Bank of America's prime rate or the London Interbank Offering Rate ("LIBOR") and vary depending on our levels of excess availability. Our Credit Facility is described in more detail in Note 2 to the Notes to the Consolidated Financial Statements.

We had outstanding borrowings under the Credit Facility at October 31, 2009 of $25.7 million. Outstanding standby letters of credit were $2.5 million and outstanding documentary letters of credit were $0.9 million. Average monthly borrowings outstanding under this facility during the first nine months of fiscal 2009 were approximately $37.8 million, resulting in an average unused excess availability of approximately $30.7 million. Unused excess availability at October 31, 2009 was $49.7 million. Our obligations under the Credit Facility are secured by a lien on all of our assets.

At October 31, 2009, we have reduced our total debt, including our long-term debt, by $37.0 million, or 51.8%, to $34.5 million from $71.5 million at November 1, 2008.

During the third quarter of fiscal 2009, we raised gross proceeds of $13.6 million from the sale of 4.95 million shares of our common stock through a registered direct offering. Offering costs associated with the sale were approximately $1.1 million. The net proceeds of approximately $12.5 million from this offering were used for general corporate purposes, primarily the repayment of indebtedness.

Capital Expenditures

The following table sets forth the stores opened and related square footage at October 31, 2009 and November 1, 2008, respectively:

	At October 31, 2009		At November 1, 2008	
Store Concept *(square footage in thousands)*	**Number of Stores**	**Square Footage**	**Number of Stores**	**Square Footage**
Casual Male XL	465	1,667	473	1,654
Rochester Big & Tall	20	161	27	220
Total Stores	485	1,828	500	1,874

Total cash outlays for capital expenditures for the first nine months of fiscal 2009 were $3.4 million as compared to $9.4 million for the first nine months of fiscal 2008.

Our capital expenditures for fiscal 2009 are expected to approximate $5.0 million, which we believe to be an adequate level of expenditures to maintain our infrastructure, the condition of our stores, conduct certain necessary real estate relocations and advance our technology projects for further productivity enhancements. Our capital projects for fiscal 2009 have been limited to those that we believe will provide a substantial financial benefit, such as our inventory integration project. With the exception of $0.5 million for the conversion and development of five hybrid Rochester/Casual Male XL stores, we do not plan on opening any new store locations during fiscal 2009.

Below is a summary of store openings and closings since January 31, 2009:

	Casual Male	**Rochester Big &Tall**	**Total stores**
At January 31, 2009	467	27	494
New outlet stores	—	—	—
New retail stores (1)	1	—	1
Closed stores (1)	3	7	10
At October 31, 2009	465	20	485
Relocations	8	—	8

(1) During the second quarter of fiscal 2009, we converted one of our Rochester Clothing stores to a Casual Male XL store. Also during the second quarter of fiscal 2009, we closed five of our Rochester Clothing store locations in connection with the conversion of five of our existing Casual Male XL stores into our new hybrid Rochester/Casual Male XL store format.

At the end of fiscal 2009, we expect to have 480 stores as a result of closing four additional Casual Male XL stores and one Rochester Clothing store during the fourth quarter.

CRITICAL ACCOUNTING POLICIES

There have been no material changes to the critical accounting policies and estimates disclosed in our Annual Report on Form 10-K for the year ended January 31, 2009 filed with the SEC on March 23, 2009.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

In the normal course of business, our financial position and results of operations are routinely subject to a variety of risks, including market risk associated with interest rate movements on borrowings and foreign currency fluctuations. We regularly assess these risks and have established policies and business practices to protect against the adverse effects of these and other potential exposures.

Interest Rates

We utilize cash from operations and from our Credit Facility to fund our working capital needs. Our Credit Facility is not used for trading or speculative purposes. In addition, we have available letters of credit as sources of financing for our working capital requirements. Borrowings under the Credit Facility, which expires October 29, 2011, bear interest at variable rates based on Bank of America's prime rate or LIBOR. At October 31, 2009, the interest rate on our prime based borrowings was 3.25%. Approximately $23.5 million of our outstanding borrowings were in LIBOR contracts with an interest rate of approximately 1.49%. Based upon a sensitivity analysis as of October 31, 2009, assuming average outstanding borrowing during the first nine months of fiscal 2009 of $37.8 million, a 50 basis point increase in interest rates would have resulted in a potential increase in interest expense of approximately $189,000 on an annualized basis.

Foreign Currency

Our Sears Canada catalog operations conduct business in Canadian dollars and our Rochester Clothing store located in London, England conducts business in British pounds. Our international e-commerce sites conduct business in Euros and British pounds. If the value of the Canadian dollar, British pound or Euro against the U.S. dollar weakens, the revenues and earnings of these operations will be reduced when they are translated or remeasured to U.S. dollars. Also, the value of these assets to U.S. dollars may decline. As of October 31, 2009, sales from our Sears Canada operations, our London Rochester Clothing store and our international e-commerce sites were immaterial to consolidated sales. As such, we believe that movement in foreign currency exchange rates will not have a material adverse affect on our financial position or results of operations.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of October 31, 2009. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of October 31, 2009, our disclosure controls and procedures were effective.

Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended October 31, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

We are subject to various legal proceedings and claims that arise in the ordinary course of business. We believe that the resolution of these matters will not have an adverse impact on our operations or financial position.

Item 1A. Risk Factors.

There have been no material changes to the risk factors as previously disclosed in Part I, Item 1A ("Risk Factors") of our Annual Report on Form 10-K for the year ended January 31, 2009 filed with the SEC on March 23, 2009.

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

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

We held our 2009 Annual Meeting of Stockholders on August 27, 2009. The matters submitted to a vote of our stockholders and the corresponding voting results are as follows.

(i) Our stockholders elected eight directors to hold office until the 2010 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The results of the voting were as follows:

Directors	Votes FOR	Votes AGAINST
Seymour Holtzman	29,864,434	7,998,133
David A. Levin	29,849,108	8,013,459
Alan S. Bernikow	28,798,712	9,063,885
Jesse Choper	28,730,003	9,132,564
Ward K. Mooney	30,559,597	7,302,970
George T. Porter, Jr.	28,740,003	9,122,564
Mitchell S. Presser	30,625,083	7,237,484
Robert L. Sockolov	29,929,493	7,933,074

(ii) Our stockholders approved an amendment to our Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to increase the authorized number of shares of our common stock from 75,000,000 shares to 100,000,000 shares. The results of the voting were as follows:

Votes FOR	Votes AGAINST	Votes ABSTAINED
37,355,964	501,672	4,930

(iii) Our stockholders approved an amendment to our Certificate of Incorporation to reclassify our existing common stock into new shares of common stock that provide for limitations on the transferability of the common stock in certain circumstances, in an effort to preserve our ability to utilize our net operating loss carryforwards. The results of the voting were as follows:

Votes FOR	Votes AGAINST	Votes ABSTAINED
37,376,445	453,892	32,229

(iv) Our stockholders approved an amendment to our 2006 Incentive Compensation Plan increasing the total number of shares of common stock authorized for issuance under the plan by 750,000 shares, from 2,500,000 to 3,250,000 shares. The results of the voting were as follows:

Votes FOR	Votes AGAINST	Votes ABSTAINED	Broker Non-Votes
21,856,099	8,643,816	2,950	7,359,702

Item 5. Other Information.

None.

Item 6. Exhibits.

10.1	Casual Male Retail Group, Inc. 2006 Incentive Compensation Plan, as amended (included as Appendix C to the Company's Definitive Proxy Statement filed with the SEC on July 30, 2009, and incorporated herein by reference).
10.2	Form of Subscription Agreement dated September 1, 2009 (included as Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 2, 2009, and incorporated herein by reference).
10.3	Employment Agreement between the Company and Peter Stratton, Jr. dated June 15, 2009 (included as Exhibit 10.2 to the Company's Current Report on Form 8-K filed August 28, 2009, and incorporated herein by reference).
10.4	Extension to Consulting Agreement, effective as of May 17, 2009, between the Company and Jewelcor Management, Inc.
31.1	Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

CASUAL MALE RETAIL GROUP, INC.

Date: November 20, 2009

By: /S/ PETER H. STRATTON, JR.

Peter H. Stratton, Jr.
Senior Vice President of Finance, Corporate Controller
and Chief Accounting Officer

Exhibit 10.4

AMENDMENT TO CONSULTING AGREEMENT

Dated as of May 17, 2009

WHEREAS, Casual Male Retail Group, Inc. (formerly Designs, Inc., the “Corporation”) and Jewelcor Management, Inc. (the “Independent Contractor”) entered into a certain Consulting Agreement dated April 29, 2000, as amended by Letter Agreement dated April 28, 2001, by Letter Agreement dated April 28, 2002, by Amendment to Consulting Agreement dated April 29, 2003, by Amendment to Consulting Agreement dated April 26, 2004, by Amendment to Consulting Agreement dated August 26, 2004, by Amendment to Consulting Agreement dated June 15, 2005, as amended by Letter Agreement dated May 26, 2006, by Letter Agreement dated April 29, 2007 and by Amendment to Consulting Agreement dated September 8, 2008 (hereinafter referred to as “the Agreement”), and

WHEREAS, Corporation and Independent Contractor wish to amend, modify and/or restate certain terms, provisions, conditions and covenants of the Agreement.

NOW THEREFORE, for and in consideration of the foregoing, the mutual promises and covenants set forth in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby expressly acknowledged, the Corporation and Independent Contractor hereby agree to amend the Agreement as follows:

1. Term of Agreement.

The term of the Agreement shall expire on April 29, 2011. The term can be further extended only by agreement of both the Corporation and Independent Contractor. For the sake of clarity and the avoidance of doubt, the parties hereby agree and acknowledge that the term of the Agreement as set forth in SECTION FIVE, headed “Duration”, of the original agreement dated April 29, 2000, and as amended through September 8, 2008 as set forth above, is deemed replaced in its entirety by this Amendment to Consulting Agreement.

2. Compensation. The first paragraph under “Compensation” in the Amendment to Consulting Agreement dated April 29, 2007 shall be amended by adding the following sentence:

For fiscal year 2009, the compensation to be paid under the Agreement shall consist of a 10.0% decrease in each payment made on or after the effective date of this Agreement.

THE REMAINING terms of the Agreement as amended shall remain in full force and effect without change.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment to Consulting Agreement as a sealed instrument, in any number of counterpart copies, each of which shall be deemed an original for all purposes, as of the day and year first written above.

JEWELCOR MANAGEMENT, INC.

By: /s/ Seymour Holtzman
Seymour Holtzman
August 27, 2009

CASUAL MALE RETAIL GROUP, INC.

By: /s/ David A. Levin
David A. Levin
August 4, 2009

By: /s/ Dennis R. Hernreich
Dennis R. Hernreich
August 4, 2009

Exhibit 31.1

CERTIFICATION

I, David A. Levin, certify that:

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

Date: November 20, 2009

/s/ DAVID A. LEVIN

David A. Levin
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Dennis R. Hernreich, certify that:

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

Date: November 20, 2009

/s/ DENNIS R. HERNREICH

Dennis R. Hernreich
Chief Financial Officer

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Casual Male Retail Group, Inc. (the "Company") for the period ended October 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David A. Levin, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is being furnished as an exhibit to the Report pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except to the extent that the Company specifically incorporates this certification by reference.

Dated: November 20, 2009

/s/ DAVID A. LEVIN
David A. Levin
Chief Executive Officer

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

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report on Form 10-Q of Casual Male Retail Group, Inc. (the “Company”) for the period ended October 31, 2009, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Dennis R. Hernreich, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

This certification is being furnished as an exhibit to the Report pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except to the extent that the Company specifically incorporates this certification by reference.

Dated: November 20, 2009

/s/ DENNIS R. HERNREICH
Dennis R. Hernreich
Chief Financial Officer

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