

FREDS INC
Form 10-Q
December 11, 2008

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q**

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

For the quarterly period ended November 1, 2008.

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 001-14565

FRED S, INC.

(Exact name of registrant as specified in its charter)

TENNESSEE
(State or Other Jurisdiction of
Incorporation or Organization)

62-0634010
(I.R.S. Employer
Identification Number)

4300 New Getwell Road
Memphis, Tennessee 38118
(Address of Principal Executive Offices)
(901) 365-8880

(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 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. (Check one):

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

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

The registrant had 39,972,687 shares of Class A voting, no par value common stock outstanding as of December 11, 2008.

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	November 1, 2008 (Unaudited)	February 2, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 8,508	\$ 10,266
Receivables, less allowance for doubtful accounts of \$735 and \$879, respectively	29,608	30,972
Inventories	372,812	320,268
Other non-trade receivables	18,360	20,536
Prepaid expenses and other current assets	13,436	11,792
Total current assets	442,724	393,834
Property and equipment, at depreciated cost	141,205	145,985
Equipment under capital leases, less accumulated amortization of \$4,928 and \$4,836, respectively	39	132
Other noncurrent assets, net	11,187	10,621
Total assets	\$ 595,155	\$ 550,572
LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities:		
Accounts payable	\$ 120,946	\$ 70,416
Current portion of indebtedness	257	159
Current portion of capital lease obligations		126
Accrued expenses and other	42,906	39,469
Deferred income taxes	17,543	13,151
Total current liabilities	181,652	123,321
Long-term portion of indebtedness	4,902	35,653
Deferred income taxes	8,727	6,698
Other noncurrent liabilities	14,215	12,841
Total liabilities	209,496	178,513

Commitments and Contingencies

Shareholders equity:

Preferred stock, nonvoting, no par value, 10,000,000 shares authorized, none outstanding

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Preferred stock, Series A junior participating nonvoting, no par value, 224,594 shares authorized, none outstanding		
Common stock, Class A voting, no par value, 60,000,000 shares authorized, 39,972,687 and 39,880,836 shares issued and outstanding, respectively	136,991	135,335
Common stock, Class B nonvoting, no par value, 11,500,000 shares authorized, none outstanding		
Retained earnings	247,660	235,684
Accumulated other comprehensive income	1,008	1,040
Total shareholders' equity	385,659	372,059
Total liabilities and shareholders' equity	\$ 595,155	\$ 550,572

See accompanying notes to condensed consolidated financial statements.

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FRED S. INC.
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(unaudited)

(in thousands, except per share amounts)

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November	November	November	November
	1,	3,	1,	3,
	2008	2007	2008	2007
Net sales	\$ 418,036	\$ 419,913	\$ 1,329,455	\$ 1,286,815
Cost of goods sold	293,850	294,993	948,937	913,411
Gross profit	124,186	124,920	380,518	373,404
Depreciation and amortization	6,367	7,088	20,229	21,723
Selling, general and administrative expenses	108,416	110,642	337,202	327,632
Operating income	9,403	7,190	23,087	24,049
Interest income	(35)	(123)	(237)	(414)
Interest expense	94	476	546	908
Income before income taxes	9,344	6,837	22,778	23,555
Provision for income taxes	3,255	2,230	8,406	8,452
Net income	\$ 6,089	\$ 4,607	\$ 14,372	\$ 15,103
Net income per share				
Basic	\$ 0.15	\$ 0.12	\$ 0.36	\$ 0.38
Diluted	\$ 0.15	\$ 0.12	\$ 0.36	\$ 0.38
Weighted average shares outstanding				
Basic	39,639	39,844	39,687	39,826
Effect of dilutive stock options	231	80	206	74
Diluted	39,870	39,924	39,893	39,900
Dividends per common share	\$ 0.02	\$ 0.02	\$ 0.06	\$ 0.06
Comprehensive income:				
Net income	\$ 6,089	\$ 4,607	\$ 14,372	\$ 15,103
	(10)	(16)	(32)	(48)

Other comprehensive income (expense), net of
tax postretirement plan adjustment

Comprehensive income	\$ 6,079	\$ 4,591	\$ 14,340	\$ 15,055
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See accompanying notes to condensed consolidated financial statements.

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FRED S. INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)
(in thousands)

	Thirty-Nine Weeks Ended	
	November 1, 2008	November 3, 2007
Cash flows from operating activities:		
Net income	\$ 14,372	\$ 15,103
Adjustments to reconcile net income to net cash flows from operating activities:		
Depreciation and amortization	20,229	21,723
Net (gain) loss on asset disposition	(850)	(21)
Provision for store closures and asset impairment	419	
Stock-based compensation	1,249	1,589
Provision for uncollectible receivables, net	(143)	82
LIFO reserve increase	2,738	1,778
Deferred income tax expense (benefit)	6,421	(1,546)
Excess tax benefits (charges) from stock-based compensation	14	8
Provision for post retirement medical	(32)	(48)
(Increase) decrease in operating assets:		
Trade receivables	2,451	(3,622)
Insurance receivables	834	1,397
Inventories	(55,563)	(84,740)
Other assets	(1,644)	(1,121)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	53,967	45,250
Income taxes payable		(4,198)
Other noncurrent liabilities	1,374	3,196
Net cash provided by (used in) operating activities	45,836	(5,170)
Cash flows from investing activities:		
Capital expenditures	(14,386)	(25,048)
Proceeds from asset dispositions	2,163	429
Insurance recoveries for replacement assets	384	841
Asset acquisition, net (primarily intangibles)	(2,713)	(745)
Net cash used in investing activities	(14,552)	(24,523)
Cash flows from financing activities:		
Payments of indebtedness and capital lease obligations	(418)	(1,549)
Proceeds from revolving line of credit	215,213	223,703
Payments on revolving line of credit	(245,848)	(176,571)
Excess tax benefits (charges) from stock-based compensation	(14)	(8)
Proceeds from exercise of stock options and employee stock purchase plan	421	467

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Repurchase of treasury shares			(4,371)
Cash dividends paid	(2,396)		(2,406)
Net cash provided by (used in) financing activities	(33,042)		39,265
Increase (decrease) in cash and cash equivalents	(1,758)		9,572
Cash and cash equivalents:			
Beginning of year	10,266		2,475
End of year	\$ 8,508	\$	12,047
Supplemental disclosures of cash flow information:			
Interest paid	\$ 364	\$	879
Income taxes paid	\$ 1,377	\$	18,200
Non-cash investing and financial activities:			
Assets acquired through term loan	\$ 274	\$	6,065
Common stock issued for purchase of capital assets	\$	\$	1,173

See accompanying notes to condensed consolidated financial statements.

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FRED S, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

NOTE 1: BASIS OF PRESENTATION

Fred s, Inc. and subsidiaries (We , Our , Us or Company) operates, as of November 1, 2008, 658 discount general merchandise stores, including 24 franchised Fred s stores, in 15 states in the southeastern United States. 278 of the stores have full service pharmacies.

The accompanying unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information and are presented in accordance with the requirements of Form 10-Q and therefore do not include all information and notes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with GAAP. The statements do reflect all adjustments (consisting of only normal recurring accruals) which are, in the opinion of management, necessary for a fair presentation of financial position in conformity with GAAP. The statements should be read in conjunction with the Notes to the Consolidated Financial Statements for the fiscal year ended February 2, 2008 incorporated into Our Annual Report on Form 10-K.

The results of operations for the thirteen and thirty-nine week periods ended November 1, 2008 are not necessarily indicative of the results to be expected for the full fiscal year.

NOTE 2: RECENT ACCOUNTING PRONOUNCEMENTS

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, Fair Value Measurements (SFAS No. 157). SFAS No. 157 provides a single definition of fair value, together with a framework for measuring it, and requires additional disclosure about the use of fair value to measure assets and liabilities. SFAS No. 157 also emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and sets out a fair value hierarchy with the highest priority being quoted prices in active markets. Under SFAS No. 157, fair value measurements are required to be disclosed by level within that hierarchy. SFAS No. 157 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. However, FASB Staff Position (FSP) No. FAS 157-2, Effective Date of FASB Statement No. 157, (SFAS No. 157-2) issued in February 2008, delays the effective date of SFAS No. 157 for all nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis, to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years. The Company adopted SFAS No. 157 effective February 3, 2008, and its adoption did not have a material effect on its results of operations or financial position. The Company has also evaluated FSP No. FAS 157-2 and determined that it will have no impact on its results of operations or financial position. In October 2008, the FASB issued FSP 157-3,

Determining the Fair Value of a Financial Asset in a Market That Is Not Active (FASB 157-3). FSP 157-3 clarifies the application of FASB 157 when the market for a financial asset is inactive. The guidance in FASB 157-3 is effective immediately and has no effect on our financial statements.

In February 2007, the Financial Accounting Standards Board issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 , (SFAS No. 159). SFAS No. 159 allows companies the choice to measure many financial instruments and certain other items at fair value. This gives a company the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 is effective for fiscal years beginning after November 15, 2007. The Company has determined that this statement will have no impact on its results of operations or financial position.

In June 2007, the Emerging Issues Task Force (EITF) of the FASB ratified their consensus position 06-11 (EITF 06-11), Accounting for Income Tax Benefits of Dividends on Share-Based Payment Awards. EITF 06-11 provides guidance on how a company should recognize the income tax benefit received on dividends that are paid to employees holding equity-classified nonvested shares, equity-classified nonvested share units, or equity-classified outstanding share options charged to retained earnings under FASB Statement 123(R), Share-Based Payment. The Company is required to apply the guidance provided in EITF 06-11 prospectively to income tax benefits of dividends on equity-classified

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employee share-based payment awards that are declared in fiscal years beginning after September 15, 2007. Early application of EITF 06-11 is permitted for the income tax benefit of dividends on equity-classified employee share-based payment awards that are declared in periods for which financial statements have not yet been issued. The Company has evaluated EITF 06-11 and determined that it will have no impact on its results of operations or financial position.

In December 2007, the FASB issued FASB Statement No. 141(R), *Business Combinations* (SFAS 141(R)), which establishes accounting principles and disclosure requirements for all transactions in which a company obtains control over another business. SFAS No. 141(R) applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. Earlier adoption is prohibited. The Company has evaluated SFAS No. 141(R) and determined it will have no impact its results of operations or financial position.

In December 2007, the FASB issued FASB Statement No. 160, *Noncontrolling Interests in Consolidated Financial Statements* an amendment of ARB No. 51 (SFAS No. 160). SFAS No. 160 establishes new accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The Company has evaluated SFAS No. 160 and determined it will have no impact its results of operations or financial position.

In March 2008, the FASB issued FASB Statement No. 161, *Disclosures about Derivative Instruments and Hedging Activities* an amendment of FASB Statement No. 133 (SFAS No. 161). SFAS No. 161 requires enhanced disclosures about an entity's derivative and hedging activities. SFAS No. 161 is effective for fiscal years, and interim periods within those fiscal years, beginning after November 15, 2008. Earlier adoption is available. The Company has evaluated SFAS No. 161 and determined that it will have no impact on its results of operations or financial position.

In May 2008, the FASB issued FASB Statement No. 162, *The Hierarchy of Generally Accepted Accounting Principles* (SFAS 162), which became effective in November 2008. This statement identifies the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. The Company has determined that this statement will not materially effect its financial statements.

NOTE 3: INVENTORIES

Merchandise inventories are valued at the lower of cost or market using the retail first-in, first-out (FIFO) method for goods in our stores and the cost first-in, first-out (FIFO) method for goods in our distribution centers. The retail inventory method is a reverse mark-up, averaging method which has been widely used in the retail industry for many years. This method calculates a cost-to-retail ratio that is applied to the retail value of inventory to determine the cost value of inventory and the resulting cost of goods sold and gross margin. The assumption that the retail inventory method provides for valuation at lower of cost or market and the inherent uncertainties therein are discussed in the following paragraphs.

In order to assure valuation at the lower of cost or market, the retail value of our inventory is adjusted on a consistent basis to reflect current market conditions. These adjustments include increases to the retail value of inventory for initial markups to set the selling price of goods or additional markups to adjust pricing for inflation and decreases to the retail value of inventory for markdowns associated with promotional, seasonal or other declines in the market value. Because these adjustments are made on a consistent basis and are based on current prevailing market conditions, they approximate the carrying value of the inventory at net realizable value (market value). Therefore, the cost value of our inventory is stated at the lower of cost or market as is prescribed by GAAP.

Because the approximation of net realizable value (market value) under the retail inventory method is based on estimates such as markups, markdowns and inventory losses (shrink), there exists an inherent uncertainty in the final determination of inventory cost and gross margin. In order to mitigate that uncertainty, the Company has a formal review by product class which considers such variables as current market trends, seasonality, weather patterns and age of merchandise to ensure that markdowns are taken currently, or a markdown reserve is established to cover future anticipated markdowns. This review also considers current pricing trends and inflation to ensure that markups are taken if necessary. The estimation of inventory losses is a significant element in approximating the carrying value of

inventory at net realizable value, and as such the following paragraph describes our estimation method as well as the steps we take to mitigate the risk of this estimate in the determination of the cost value of inventory.

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The Company calculates shrink based on actual inventory losses occurring as a result of physical inventory counts during each fiscal period and estimated inventory losses occurring between yearly physical inventory counts. The estimate for shrink occurring in the interim period between physical counts is calculated on a store-specific basis and is based on history, as well as performance on the most recent physical count. It is calculated by multiplying each store's shrink rate, which is based on the previously mentioned factors, by the interim period's sales for each store. Additionally, the overall estimate for shrink is adjusted at the corporate level to a three-year historical average to ensure that the overall shrink estimate is the most accurate approximation of shrink based on the Company's overall history of shrink. The three-year historical estimate is calculated by dividing the book to physical inventory adjustments for the trailing 36 months by the related sales for the same period.

In order to reduce the uncertainty inherent in the shrink calculation, the Company first performs the calculation at the lowest practical level (by store) using the most current performance indicators. This ensures a more reliable number, as opposed to using a higher level aggregation or percentage method. The second portion of the calculation ensures that the extreme negative or positive performance of any particular store or group of stores does not skew the overall estimation of shrink. This portion of the calculation removes additional uncertainty by eliminating short-term peaks and valleys that could otherwise cause the underlying carrying cost of inventory to fluctuate unnecessarily. The Company has not experienced any significant change in shrink as a percentage of sales from year to year during the subject reporting periods.

Management believes that the Company's Retail Inventory Method provides an inventory valuation which reasonably approximates cost and results in carrying inventory at the lower of cost or market. For pharmacy inventories, which were approximately \$31.5 million and \$31.1 million at November 1, 2008 and February 2, 2008, respectively, cost was determined using the retail last-in, first-out (LIFO) method in which inventory cost is maintained using the Retail Inventory Method, then adjusted by application of the Producer Price Index published by the U.S. Department of Labor for the cumulative annual periods. The current cost of inventories exceeded the LIFO cost by approximately \$18.2 million at November 1, 2008 and \$15.4 million at February 2, 2008.

The Company includes an estimate of inbound freight and certain general and administrative expenses in merchandise inventory as prescribed by GAAP. These costs include activities surrounding the procurement and storage of merchandise inventory such as buying, warehousing, accounting, merchandise planning, information technology and human resources, as well as inbound freight. The total amount of expenses and inbound freight included in merchandise inventory at November 1, 2008 is \$24.3 million, with the corresponding amount of \$21.9 million at February 2, 2008.

NOTE 4: STOCK-BASED COMPENSATION

The Company accounts for its stock-based compensation plans in accordance with Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*, (SFAS No. 123(R)). Under SFAS No. 123(R) stock-based compensation expense, is based on awards ultimately expected to vest, and therefore has been reduced for estimated forfeitures. Forfeitures are estimated at the time of grant based on the Company's historical forfeiture experience and will be revised in subsequent periods if actual forfeitures differ from those estimates.

SFAS 123(R) also requires the benefits of income tax deductions in excess of recognized compensation cost to be reported as a financing cash flow, rather than as an operating cash flow as required prior to SFAS 123(R).

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A summary of the Company's stock-based compensation (a component of selling and general and administrative expenses) and related income tax benefit is as follows (*in thousands*):

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 1, 2008	November 3, 2007	November 1, 2008	November 3, 2007
Stock option expense (income)	\$ (85)	\$ 280	\$ 564	\$ 1,019
Restricted stock expense	197	140	552	414
ESPP expense	44	52	133	156
Total stock-based compensation	\$ 156	\$ 472	\$ 1,249	\$ 1,589

Income tax benefit on stock-based compensation	79	56	305	224
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The fair value of each option granted during the thirteen week and thirty-nine week periods ended November 1, 2008 and November 3, 2007, respectively, are estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	November 1, 2008	November 3, 2007	November 1, 2008	November 3, 2007
Stock Options				
Expected volatility	39.0%	42.9%	40.2%	42.8%
Risk-free interest rate	3.4%	4.1%	3.4%	4.1%
Expected option life (in years)	5.84	5.84	5.84	5.84
Expected dividend yield	0.50%	0.40%	0.45%	0.40%
Weighted average fair value at grant date	\$5.87	\$ 4.56	\$4.66	\$ 4.68
Employee Stock Purchase Plan				
Expected volatility	33.5%	40.3%	37.4%	37.4%
Risk-free interest rate	3.1%	4.8%	3.1%	4.7%
Expected option life (in years)	0.75	0.75	0.50	0.50
Expected dividend yield	0.51%	0.39%	0.34%	0.30%
Weighted average fair value at grant date	\$2.54	\$ 4.62	\$2.39	\$ 3.17

The following is a summary of the methodology applied to develop each assumption:

Expected Volatility This is a measure of the amount by which a price has fluctuated or is expected to fluctuate. The Company uses actual historical changes in the market value of our stock to calculate expected price volatility because management believes that this is the best indicator of future volatility. The Company calculates weekly market value changes from the date of grant over a past period representative of the expected life of the options to determine volatility. An increase in the expected volatility will increase compensation expense.

Risk-free Interest Rate This is the yield of a U.S. Treasury zero-coupon bond issue effective at the grant date with a remaining term equal to the expected life of the option. An increase in the risk-free interest rate will increase compensation expense.

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Expected Lives This is the period of time over which the options granted are expected to remain outstanding and is based on historical experience. Options granted have a maximum term of seven and one-half years. An increase in the expected life will increase compensation expense.

Dividend Yield This is based on the historical yield for a period equivalent to the expected life of the option. An increase in the dividend yield will decrease compensation expense.

Forfeiture Rate This is the estimated percentage of options granted that are expected to be forfeited or cancelled before becoming fully vested. This estimate is based on historical experience. An increase in the forfeiture rate will decrease compensation expense.

Employee Stock Purchase Plan

The 2004 Employee Stock Purchase Plan (the 2004 Plan), which was approved by Fred's stockholders, permits eligible employees to purchase shares of our common stock through payroll deductions at the lower of 85% of the fair market value of the stock at the time of grant or 85% of the fair market value at the time of exercise. There were 54,274 shares issued during the thirty-nine weeks ended November 1, 2008. There are 1,410,928 shares approved to be issued under the 2004 Plan and as of November 1, 2008, there were 1,169,673 shares available.

Stock Options

The following table summarizes stock option activity during the thirty-nine weeks ended November 1, 2008:

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value (Thousands)
Outstanding at February 2, 2008	1,216,451	\$ 15.40	4.6	\$ 0
Granted	31,000	\$ 11.20		
Forfeited / Cancelled	(98,200)	\$ 16.55		
Exercised	(1,200)	\$ 13.86		
Outstanding at November 1, 2008	1,148,051	\$ 15.19	4.0	\$ 448
Exercisable at November 1, 2008	696,104	\$ 16.69	2.8	\$ 119

The aggregate intrinsic value in the table above represents the total pre-tax intrinsic value (the difference between Fred's closing stock price of \$12.25 on the last trading day of the period ended November 1, 2008 and the exercise price of the option 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 that date. As of November 1, 2008, total unrecognized stock-based compensation expense net of estimated forfeitures related to non-vested stock options was approximately \$947.3 thousand, which is expected to be recognized over a weighted average period of approximately 3.5 years. The total fair value of options vested during the thirty-nine weeks ended November 1, 2008 was \$2.20 million.

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The following table summarizes restricted stock activity during the thirty-nine weeks ended November 1, 2008:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested Restricted Stock at February 2, 2008	285,635	\$ 13.83
Granted	71,565	\$ 9.89
Forfeited / Cancelled	(29,806)	\$ 13.55
Vested	(11,628)	\$ 13.31

Non-vested Restricted Stock at November 1, 2008 315,766 \$ 12.98

The aggregate pre-tax intrinsic value of restricted stock outstanding as of November 1, 2008 is \$3.9 million with a weighted average remaining contractual life of 6.0 years. The unrecognized compensation expense net of estimated forfeitures, related to the outstanding stock is approximately \$2.8 million, which is expected to be recognized over a weighted average period of approximately 5.6 years. The total fair value of restricted stock awards that vested during the thirty-nine weeks ended November 1, 2008 was \$154.8 thousand.

NOTE 5: ASSETS HELD FOR SALE

In the first quarter of fiscal 2008, the Company purchased the home of a recently hired executive for \$874.6 thousand pursuant to its contractual obligation. The asset was sold during the second quarter for \$805.0 thousand less selling and administrative expenses of \$69.4 thousand. The Company incurred a loss on the sale of the asset of \$139.0 thousand.

NOTE 6: PROPERTY AND EQUIPMENT

Property and Equipment are carried at cost. Depreciation is recorded using the straight-line method over the estimated useful lives of the assets. Improvements to leased premises are amortized using the straight-line method over the shorter of the initial term of the lease or the useful life of the improvement. Leasehold improvements added late in the lease term are amortized over the shorter of the remaining term of the lease (including the upcoming renewal option, if the renewal is reasonably assured) or the useful life of the improvement. Assets under capital leases are amortized in accordance with the Company's normal depreciation policy for owned assets or over the lease term (regardless of renewal options), if shorter, and the charge to earnings is included in depreciation expense in the consolidated financial statements. Gains or losses on the sale of assets are recorded as a component of operating income.

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The following illustrates the breakdown of the major categories within Property and Equipment:

	November 1, 2008 (Unaudited)	February 2, 2008
Furniture, fixtures and equipment	\$ 229,186	\$ 224,734
Building and building improvements	90,728	88,459
Leasehold improvements	49,130	50,859
Automobiles and vehicles	5,268	5,500
Airplane	4,697	4,697
	379,009	374,249
Less: Accumulated Depreciation and Amortization	(245,638)	(235,281)
	133,371	138,968
Construction in Progress	1,501	1,034
Land	6,333	5,983
Total Property and Equipment, at depreciated cost	\$ 141,205	\$ 145,985

NOTE 7: EXIT AND DISPOSAL ACTIVITIES

During the course of 2008, the Company has closed 74 stores and 22 pharmacies pursuant to its restructuring plan announced February 6, 2008. One additional store is scheduled for closure in the fourth quarter bringing the total number of store closures to 75.

Inventory Impairment

During the year ended February 2, 2008, we recorded a below-cost inventory adjustment of approximately \$10.0 million to reduce the value of inventory to lower of cost or market in stores that were planned for closure as part of the Company's strategic plan to improve profitability and operating margin. The adjustment was recorded in cost of goods sold in the consolidated statement of income for the year ended February 2, 2008.

In the second quarter of fiscal year 2008, we recorded an additional below-cost inventory adjustment of \$.3 million to reduce the value of inventory to lower of cost or market associated with stores that closed in the third quarter and utilized \$10.2 million related to the 74 stores closed during the thirty-nine weeks ended November 1, 2008.

Lease Termination

Also during the year ended February 2, 2008 we closed 22 under performing stores and recorded lease contract termination costs of \$1.6 million in rent expense in conjunction with those closings, of which \$1.1M was utilized during the year, leaving \$.6 million in the reserve at the beginning of fiscal year 2008.

Through the third quarter of fiscal year 2008, we closed 74 under performing stores and recorded lease contract termination costs of \$9.4 million, of which \$8.5 million was charged to rent expense and \$.9 reduced the liability for deferred rent. We also utilized \$5.8 million during the period, leaving \$4.2 million in the reserve at November 1, 2008. During the fourth quarter, the Company expects to incur \$.3 million in lease contract termination costs related to the remaining store closure.

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The following table illustrates the exit and disposal activity related to the store closures discussed in the previous paragraphs (in millions):

	Balance at February 2, 2008	Additions FY08 (Unaudited)	Utilized FY08 (Unaudited)	Ending Balance November 1, 2008
Inventory markdowns for planned store closings	\$ 10.0	\$ 0.3	\$ 10.2	\$ 0.1
Lease contract termination liability	0.6	9.4	5.8	4.2
	\$ 10.6	\$ 9.7	\$ 16.0	\$ 4.3

Fixed Asset Impairment

During the second quarter, the Company recorded a charge of \$.1 million in selling, general and administration expense for the impairment of fixed assets and leasehold improvements associated with store closures that occurred in the third quarter. There were no fixed asset impairment charges incurred during the third quarter.

NOTE 8: ACCUMULATED OTHER COMPREHENSIVE INCOME

Comprehensive income consists of two components, net income and other comprehensive income (loss). Other comprehensive income (loss) refers to gains and losses that under GAAP are recorded as an element of shareholders equity but are excluded from net income. The Company's accumulated other comprehensive income includes the unrecognized prior service costs, transition obligations and actuarial gains/losses associated with our postretirement benefit plan.

The following table illustrates the activity in accumulated other comprehensive income:

(in thousands)	Thirty-Nine Weeks Ended November 1, 2008	November 3, 2007	Year Ended February 2, 2008
Accumulated other comprehensive income	\$ 1,040	\$ 1,083	\$ 1,083
Amortization of postretirement benefit	(32)	(32)	(43)
Ending balance	\$ 1,008	\$ 1,051	\$ 1,040

NOTE 9: RELATED PARTY TRANSACTIONS

The Company leases twelve of its store locations from Atlantic Retail Partners, LLC, which is partially owned by Michael J. Hayes, a director and officer of the Company. The terms and conditions regarding the leases on these locations are consistent in all material respects with other store leases of the Company. Rent payments on these locations were \$326.9 thousand and \$999.6 thousand for the quarter and year-to-date ended November 1, 2008, respectively.

During the third quarter ended November 3, 2007, Atlantic Retail Partners, LLC purchased the land and building occupied by 13 Fred's stores. Rent payments on these locations were \$128.5 thousand and \$160.2 thousand for the quarter and year-to-date ended November 3, 2007, respectively.

Table of Contents**Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations****GENERAL****Executive Overview**

During the third quarter of 2008, the Company continued its previously announced strategic plan to improve profitability and operating margin. Management believes that plan, which included the closing of 75 underperforming stores and 22 underperforming pharmacies, coupled with slowing growth in 2008, will have a positive impact on the Company's cash flow and operating margin in 2008 and beyond. In the third quarter of 2008, we closed 7 stores while opening 1 new store and 2 new pharmacies. During 2008, we closed a total of 74 stores and 22 pharmacies and have opened 17 stores and 5 pharmacies. The one remaining going out of business sale and the resulting store closure will be substantially completed in the fourth quarter of 2008. Our new store and pharmacy openings in the quarter were in Louisiana and Arkansas. We did not enter into any new states during the quarter.

Another key area of concentration in the third quarter was our initiative to improve service level and in-stock positions. Our We Got It program focuses on our highest demand consumable type items (700-800 items). These are items that we have promised, through our We Got It campaign, to always have on our shelves and available for our customers. We continued in the third quarter of 2008 to implement supply chain and distribution procedures to ensure that our We Got It pledge is fulfilled.

In the second quarter of 2008, we introduced to our customers a new pricing strategy and marketing campaign entitled Price Alert. This campaign focuses the customer's attention on particular items in our stores that are value priced and attractive to any budget, especially during current economic conditions. This marketing campaign is chain-wide and is delivered to the customer via print and media advertising in addition to specifically designed in-store signage. We will continue to use the Price Alert campaign throughout the remainder of this year and beyond to deliver value priced products to our customers.

Our Battleship Store Program, which was developed late in 2007 and became fully operational in the first quarter, is intended to sharpen focus on our upper tier of profit producing stores. This program is designed to reward our customers with additional benefits such as expanded selections of products, one time or one-of-a-kind type items, or special events such as treasure hunts or outdoor activities. Customer and employee appreciation are key tenets of the Battleship Store Program. As this program is in its infancy, we continued in the third quarter to refine our understanding of our customers' needs in our Battleship Stores markets. Along with refining our understanding of our customers' needs, we continued to hone our delivery and execution of this strategy so that our Battleship Stores will help drive increased operating profit in line with the Company's overall profit improvement strategies.

We continued in the third quarter of 2008 to focus on building our private label line of products which should build and solidify customer loyalty while simultaneously increasing gross margin. We are currently developing additional private label brand names that we believe the customer will find appealing and will become synonymous with Fred's promise to deliver quality products at low prices. As a result of our focus in this area, we continue to increase our market penetration in our private label products.

Over the remainder of 2008, we intend to continue with capital improvements in infrastructure, including existing store expansions and remodels, distribution center upgrades and further development of our information technology capabilities. Technology upgrades will be made in the areas of direct store delivery systems, stores point of sale systems, and pharmacy systems.

The Company expects total earnings per diluted share for 2008 to be in the range of \$0.54 to \$0.57 including costs in 2008 related to our announced store closings. Excluding the estimated store closing expenses of \$10.8 million, earnings per diluted share for 2008 are expected to be in the range of \$0.72 to \$0.76. These earnings projections include the following significant events affecting the balance of the year:

The second year incremental raising of the federal minimum wage which occurred in the second quarter and will negatively impact our labor expense by approximately \$5.2 million for the fiscal year.

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The continued product mix shift to more basic and consumable type items, coupled with inflationary pressures, will continue to negatively affect gross margin.

The positive impact of our initiatives to drive traffic into our stores.

Key factors that will be critical to the Company's future success include managing the strategy for opening new stores and pharmacies, including the ability to open and operate efficiently, maintaining high standards of customer service, maximizing efficiencies in the supply chain, controlling working capital needs through improved inventory turnover, controlling the effects of inflation, especially in regard to occupancy costs, controlling product mix, increasing operating margin through improved gross margin and leveraging operating costs, and generating adequate cash flow to fund the Company's future needs. Additionally, managing the store closing process effectively and efficiently will be a key factor in delivering projected benefits in 2008 and beyond.

Other factors that will affect Company performance in 2008 include the continuing management of the impacts of the changing regulatory environment in which our pharmacy department operates, especially the anticipated implementation of the federally approved change in pricing of generic pharmaceuticals to Average Manufacturer's Price (AMP), which could negatively affect gross margin. We also believe that the housing crisis and economic recession are having an impact on the disposable income of our customers. However, we believe falling fuel prices have been the one economic bright spot in the third quarter, and have to some extent eased the enormous economic pressures being felt by consumers.

Our business is subject to seasonal influences, but has tended to experience less seasonal fluctuation than many other retailers due to the mix of everyday basic merchandise and pharmacy business. Our fiscal fourth quarter is typically the most profitable quarter because it includes the Christmas selling season. The overall strength of the fourth quarter is partially mitigated, however, by the inclusion of the month of January, which is generally the least profitable month of the year.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's condensed financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The critical accounting matters that are particularly important to the portrayal of the Company's financial condition and results of operations and require some of management's most difficult, subjective and complex judgments are described in detail in the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008. The preparation of condensed financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, the Company evaluates its estimates, including those related to inventories, income taxes, insurance reserves, contingencies and litigation. The Company bases its estimates on historical experience and on various other assumptions that are believed 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.

RESULTS OF OPERATIONS

Thirteen Weeks Ended November 1, 2008 and November 3, 2007

Net sales decreased to \$418.0 million in 2008 from \$419.9 million in 2007, a year-over-year decline of \$1.9 million or .4% reflecting the Company's store closing program. Excluding stores closed in 2008, sales increased 4.0% over third quarter last year. The increase was attributable to comparable store sales increase of 1.4% (\$5.8 million) and sales by stores not yet included as comparable stores (\$10.7 million). Sales to franchisees increased \$.8 million in 2008 compared to the same quarter last year. The sales mix for the period was 33.7% Pharmaceuticals, 21.7% Household Goods, 16.4% Food and Tobacco, 9.9% Paper and Cleaning Supplies, 7.7% Apparel and Linens, 8.2% Health and Beauty Aids, and 2.4% Franchise. This compares with 33.9% Pharmaceuticals, 22.4% Household Goods, 14.8% Food and Tobacco, 9.2% Paper and Cleaning Supplies, 9.2% Apparel and Linens, 8.2% Health and Beauty Aids, and 2.3% Franchise for the same period last year.

Gross margin for the third quarter of 2008 was 29.7% of sales, unchanged from the third quarter of last year. Gross margin during the third quarter was unfavorably impacted by continued pricing pressures, an unfavorable shift in the

product mix toward lower margin basic

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and consumable products, and higher inbound freight costs. These negative factors were partially offset by the positive margin effect of a mix shift in the pharmacy department from branded to generic drugs.

Selling, general and administrative expenses, including depreciation and amortization, decreased to \$114.8 million in 2008 from \$117.7 million in 2007. This quarter over quarter decrease is primarily attributable to managing costs in our stores by increasing labor efficiencies, which resulted in a 43 basis point reduction in store labor as a percentage of store sales from 9.78% for the third quarter of 2007 to 9.35% for the third quarter of 2008. Additionally, overall expense efficiencies in store operations reduced store expenses from 25.95% of sales in the third quarter of 2007 to 24.84% in the same period in 2008.

As a percent of sales, selling, general and administrative expenses were 27.4%, down from 28.0% in the third quarter of 2007. This leveraging of selling, general and administrative expenses resulting primarily from the labor efficiencies mentioned in the previous paragraph.

For the third quarter of 2008, the Company incurred net interest expense of \$0.1 million compared to \$.4 million in the third quarter of 2007. This reduction in interest expense is due to less borrowing under our operational line of credit.

For the third quarter of 2008, the effective income tax rate was 34.9%, as compared to 32.6% in the third quarter of last year. The increase in the effective tax rate was primarily due to the expiration of certain federal and state job related income tax credits.

Thirty-Nine Weeks Ended November 1, 2008 and November 3, 2007

Net sales increased to \$1,329.5 million in 2008 from \$1,286.8 million in 2007, an increase of \$42.7 million or 3.3%. Excluding stores closed in 2008, sales increased 5.6% over last year. The increase was attributable to comparable store sales increases of 2.9% (\$35.3 million) and sales by stores not yet included as comparable stores (\$32.9 million). Sales to franchisees increased \$2.5 million in 2008. The sales increase was driven, in part, by the 2008 Economic Stimulus checks that were issued during the first half of 2008 in addition to our previously discussed initiatives to improve our in-store positions and to drive customer traffic. The sales mix for the period was 32.0% Pharmaceuticals, 23.9% Household Goods, 15.7% Food and Tobacco, 9.4% Paper and Cleaning Supplies, 8.6% Apparel and Linens, 8.1% Health and Beauty Aids, and 2.3% Franchise. This compares with 33.2% Pharmaceuticals, 23.1% Household Goods, 14.4% Food and Tobacco, 9.9% Apparel and Linens, 9.1% Paper and Cleaning Supplies, 8.2% Health and Beauty Aids, and 2.1% Franchise for the same period last year.

For the thirty-nine weeks ended November 1, 2008, we opened 17 new store and 5 new pharmacies and we closed 74 stores and 22 pharmacies.

Gross profit decreased to 28.6% of sales in 2008 compared with 29.0% of sales in the prior-year period. Gross profit margin for the first nine months was unfavorably affected by the same factors as listed above for the third quarter. Selling, general and administrative expenses, including depreciation and amortization, increased to \$357.4 million in 2008 from \$349.4 million in 2007. As a percentage of sales, expenses were positively leveraged at 26.9% of sales compared to 27.2% of sales last year. The leveraging in selling, general and administrative expenses resulted primarily from increased labor efficiency in the stores, which resulted in a 56 basis point reduction in store labor as a percentage of store sales from 9.35% in 2007 to 8.79% in 2008. Excluding the effect of net costs associated with the store restructuring program, expenses were 26.3% of sales versus 27.0% in the first nine months last year.

For the thirty-nine weeks ended November 1, 2008, the effective income tax rate was 36.9% compared to 35.9% last year. The increase in the yearly tax rate is due to the same factors that affected the third quarter as mentioned above. We anticipate the tax rate for 2008 to be in the 35% to 37% range.

LIQUIDITY AND CAPITAL RESOURCES

Due to the seasonality of our business and the continued increase in the number of stores and pharmacies, inventories are generally lower at year-end than at each quarter-end of the following year.

Cash provided by operating activities totaled \$45.8 million during the thirty-nine week period ended November 1, 2008 as contrasted with a \$5.2 million use of cash in the same period prior year. While cash was used for our normal seasonal build up of inventories, we generated cash through our closing of 74 stores in the current year-to-date period. We have also implemented new programs to better manage our Accounts Payable processes in order to improve cash flows.

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Cash used in investing activities totaled \$14.6 million, and consisted primarily of expenditures related to existing stores (\$6.4 million), capital expenditures associated with the store and pharmacy expansion program (\$5.3 million) and technology and other corporate expenditures (\$1.3 million). During the third quarter of 2008, we opened 1 store and 2 pharmacies and closed 7 stores. We expect to open 18 stores and 15 pharmacies for the year and expect to close 75 stores and 22 pharmacies. In 2008, the Company is planning capital expenditures totaling approximately \$18.3 million. Expenditures are planned totaling approximately \$11.3 million for upgrades, remodels, or new stores and pharmacies; \$3.7 million for technology upgrades, and \$1.3 million for distribution center equipment and capital replacements. In addition, the Company also plans expenditures of \$2.0 million for the acquisition of customer lists and other pharmacy related items. Depreciation expense for 2008 will be approximately \$26.5 million.

Cash used by financing activities totaled \$33.0 million and included \$30.6 million in net repayments under the Company's revolving credit facility and \$2.4 million for the payment of cash dividends. There were \$5.2 million in borrowings outstanding at November 1, 2008 related to real estate transactions. At February 2, 2008, we had \$35.9 million in borrowings outstanding, \$5.3 million related to real estate transactions and \$30.6 outstanding under our operating line of credit.

On September 16, 2008, the Company and Regions Bank entered into a Ninth Loan Modification to Credit Agreement (Restated) and Promissory Note of the Revolving Loan and Credit Agreement which decreased the credit line from \$75 million to \$60 million.

We believe that sufficient capital resources are available in both the short-term and long-term through currently available cash and cash generated from future operations and, if necessary, the ability to obtain additional financing.

FORWARD-LOOKING STATEMENTS

Other than statements based on historical facts, many of the matters discussed in this Form 10-Q relate to events which we expect or anticipate may occur in the future. Such statements are defined as forward-looking statements under the Private Securities Litigation Reform Act of 1995 (the Reform Act), 15 U.S.C. Sections 77z-2 and 78u-5. The Reform Act created a safe harbor to protect companies from securities law liability in connection with forward-looking statements. We intend to qualify both our written and oral forward-looking statements for protection under the Reform Act and any other similar safe harbor provisions.

The words believe, anticipate, project, plan, expect, estimate, objective, forecast, goal, intend, will, continue and similar expressions generally identify forward-looking statements. All forward-looking statements are inherently uncertain, and concern matters that involve risks and other factors that may cause the actual performance of the Company to differ materially from the performance expressed or implied by these statements. Therefore, forward-looking statements should be evaluated in the context of these uncertainties and risks, including but not limited to:

Economic and weather conditions which affect buying patterns of our customers and supply chain efficiency.

Changes in consumer spending and our ability to anticipate buying patterns and implement appropriate inventory strategies.

Continued availability of capital and financing.

Competitive factors.

Changes in reimbursement practices for pharmaceuticals.

Governmental regulation.

Increases in fuel and utility rates.

Potential adverse results in the Fair Labor Standards Act (FLSA) litigation described under Legal Proceedings on page 18.

Other factors affecting business beyond our control, including (but not limited to) those discussed under Part 1, ITEM 1A Risk Factors of the Company's Annual Report on Form 10-K for the fiscal year ended February 2, 2008.

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Consequently, all forward-looking statements are qualified by this cautionary statement. Readers should not place undue reliance on any forward-looking statements. We undertake no obligation to update any forward-looking statement to reflect events or circumstances arising after the date on which it was made.

Table of Contents**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

We have no holdings of derivative financial or commodity instruments as of November 1, 2008. We are exposed to financial market risks, including changes in interest rates. All borrowings under our Revolving Credit Agreement bear interest at 1.5% below prime rate or a LIBOR-based rate. An increase in interest rates of 100 basis points would not significantly affect our income. All of our business is transacted in U.S. dollars and, accordingly, foreign exchange rate fluctuations have not had a significant impact on us, and they are not expected to in the foreseeable future.

Item 4. CONTROLS AND PROCEDURES

(a) Disclosure Controls and Procedures. As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)). Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of the date of their evaluation, the Company's disclosure controls and procedures are effective in timely alerting them to material information required to be included in the Company's periodic SEC reports, subject to the effectiveness of the Company's internal control over financial reporting. Consistent with the suggestion of the Securities and Exchange Commission, the Company has formed a Disclosure Committee consisting of key Company personnel designed to review the accuracy and completeness of all disclosures made by the Company.

(b) Changes in Internal Control over Financial Reporting. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's third fiscal quarter 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**

In June 2006, a lawsuit entitled Sarah Ziegler, et al. v. Fred's Discount Store was filed in the United States District Court for the Northern District of Alabama in which the plaintiff alleges that she and other current and former Fred's Discount assistant store managers were improperly classified as exempt executive employees under the Fair Labor Standards Act (FLSA) and seeks to recover overtime pay, liquidated damages, and attorneys' fees and court cost. In July 2006, the plaintiffs filed an emergency motion to facilitate notice pursuant to the FLSA that would give current and former assistant managers information about their rights to opt-in to the lawsuit. After initially denying the motion, in October 2006, the judge granted plaintiffs motion to facilitate notice pursuant to the FLSA. Notice was sent to some 2,055 current and former assistant store managers and approximately 450 persons opted into the case. The cut off date for individuals to advise of their interest in becoming part of this lawsuit was February 2, 2007.

The Company believes that its assistant store managers are and have been properly classified as exempt employees under the FLSA and that the actions described above are not appropriate for collective action treatment. The Company is and will continue to vigorously defend these actions in this matter. Discovery is closed. The Company will seek decertification of the class, and the Company will file a number of motions for summary judgment against various claimants. These motions are due to be filed by January 21, 2009. The parties have agreed to submit this dispute to mediation, which is scheduled for January 21-22, 2009.

In August 2007, a lawsuit entitled Julia Atchinson, et al. v. Fred's Stores of Tennessee, Inc., et al, was filed in the United States District Court for the Northern District of Alabama, Southern Division in which the plaintiff alleges that she and other current and former Fred's Discount assistant store managers were improperly classified as exempt executive employees under the Fair Labor Standards Act (FLSA) and seeks to recover overtime pay, liquidated damages, attorney's fees and court costs. The plaintiffs filed a motion seeking a collective action which the Judge has not ruled on. The Company believes that its assistant store managers are and have been properly classified as exempt

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employees under FLSA and that the matter is not appropriate for collective action treatment. Discovery has not yet begun. The Company is and will continue to vigorously defend this matter.

In July 2008, a lawsuit styled Jessica Chapman, on behalf of herself and others similarly situated, v. Fred's Stores of Tennessee, Inc. was filed in the United States District Court for the Northern District of Alabama, Southern Division, in which the plaintiff alleges that she and other female assistant store managers are paid less than comparable males and seek compensable damages, liquidated damages, attorney fees and court costs. The plaintiff filed a motion seeking collective action. Briefs have not yet been filed and the judge has not ruled. The Company believes that all assistant managers have been properly paid and that the matter is not appropriate for collective action treatment. Discovery has not yet begun. The Company is and will continue to vigorously defend this matter.

In addition to the matters disclosed above, the Company is party to several pending legal proceedings and claims arising in the normal course of business including those mentioned in Part I Item 3. Legal Proceedings in the Annual Report on Form 10-K for the fiscal year ended February 2, 2008. There have been no material developments in those proceedings and claims. Although the outcome of the proceedings and claims cannot be determined with certainty, management of the Company is of the opinion that it is unlikely that these proceedings and claims will have a material adverse effect on the financial statements as a whole. However, litigation involves an element of uncertainty. There can be no assurance that pending lawsuits will not consume the time and energy of our management or that future developments will not cause these actions or claims, individually or in aggregate, to have a material adverse effect on the financial statements as a whole. We intend to vigorously defend or prosecute each pending lawsuit.

Item 1A. Risk Factors

The risk factors listed in Part I Item 1A. Risk Factors in the Annual Report on Form 10-K for the fiscal year ended February 2, 2008, should be considered with the information provided elsewhere in this Quarterly Report on Form 10-Q, which could materially adversely affect the business, financial condition or results of operations. There have been no material changes to the risk factors as previously disclosed in such Annual Report on Form 10-K.

Item 6. Exhibits

Exhibits:

- 10.18 Ninth Modification Agreement of the Revolving Loan and Credit Agreement dated September 16, 2008 (modifies the Revolving Loan and Credit Agreement dated April 3, 2000.)
- 31.1 Certification of Chief Executive Officer.
- 31.2 Certification of Chief Financial Officer.
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Section 1350.

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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.

FRED S, INC.

Date: December 11, 2008

/s/ Michael J. Hayes
Michael J. Hayes
Chief Executive Officer

Date: December 11, 2008

/s/ Jerry A. Shore
Jerry A. Shore
Chief Financial Officer

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