SHOE CARNIVAL INC
Form 10-K
April 16, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

[X]	**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
	For the fiscal year ended: **January 31, 2009**
	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: 0-21360

Shoe Carnival, Inc.
(Exact name of registrant as specified in its charter)

Indiana	**35-1736614**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification Number)*
7500 East Columbia Street Evansville, IN	**47715**
(Address of principal executive offices)	*(Zip code)*

(812) 867-6471
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Common Stock, $.01 par value	**The NASDAQ Stock Market LLC**
(Title of Each Class)	*(Name of Each Exchange on Which Registered)*

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
[ ] Yes [X] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.
[ ] Yes [X] No

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.
[X] Yes [ ] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrants knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

[ ]Large accelerated filer [X]Accelerated filer [ ]Non-accelerated filer [ ]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 [X] No

The aggregate market value of the voting stock held by non-affiliates of the registrant based on the last sale price for such stock at August 2, 2008 (the last business day of the registrants most recently completed second fiscal quarter) was approximately $281,886,000 (assuming solely for the purposes of this calculation that all Directors and executive officers of the registrant are "affiliates").

Number of Shares of Common Stock, $.01 par value, outstanding at April 2, 2009 was 12,912,079.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information contained in the Definitive Proxy Statement for the Annual Meeting of Shareholders of the Registrant to be held on June 9, 2009 is incorporated by reference into PART III hereof.

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Shoe Carnival, Inc.
Evansville, Indiana

Annual Report to Securities and Exchange Commission
January 31, 2009

PART I

ITEM 1. **BUSINESS**

Forward-Looking Statements

This annual report contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve a number of risks and uncertainties. A number of factors could cause our actual results, performance, achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. These factors include, but are not limited to: general economic conditions in the areas of the United States in which our stores are located; the effects and duration of the current economic downturn and the ailing credit markets; changes in the overall retail environment and more specifically in the apparel and footwear retail sectors; our ability to generate increased sales at our stores; the potential impact of national and international security concerns on the retail environment; changes in our relationships with key suppliers; the impact of competition and pricing; changes in weather patterns, consumer buying trends and our ability to identify and respond to emerging fashion trends; the impact of disruptions in our distribution or information technology operations; the effectiveness of our inventory management; the impact of hurricanes or other natural disasters on our stores, as well as on consumer confidence and purchasing in general; risks associated with the seasonality of the retail industry; our ability to successfully execute our growth strategy, including the availability of desirable store locations at acceptable lease terms, our ability to open new stores in a timely and profitable manner and the availability of sufficient funds to implement our growth plans; higher than anticipated costs associated with the closing of underperforming stores; the inability of manufacturers to deliver products in a timely manner; changes in the political and economic environments in the People's Republic of China, Brazil, Spain and East Asia, the primary manufacturers of footwear; and the continued favorable trade relations between the United States and China and the other countries which are the major manufacturers of footwear. See ITEM 1A. RISK FACTORS of this report.

General

Shoe Carnival, Inc. is one of the nation's largest family footwear retailers. We offer customers a broad assortment of moderately priced dress, casual and athletic footwear for men, women and children with emphasis on national and regional name brands. We differentiate our retail concept from our competitors' by our distinctive, highly promotional in-store marketing effort and large stores that average 11,100 square feet, generate an average of approximately $2.2 million in annual sales and carry an average inventory of approximately 28,000 pairs of shoes per location. As of January 31, 2009, we operated 304 stores in 29 states primarily in the Midwest, South and Southeast regions of the United States.

We make available free of charge through the Investor Relations portion of our website at www.shoecarnival.com our annual reports on Form 10-K, our quarterly reports on Form 10-Q, our current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission.

Our annual report on Form 10-K as filed with the Securities and Exchange Commission is available without charge to shareholders, investment professionals and securities analysts upon written request. Requests should be directed to Investor Relations at the corporate address.

We are an Indiana corporation that was initially formed in Delaware in 1993 and reincorporated in Indiana in 1996.

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Business Strategy

Our goal is to continue to grow our net sales and earnings by strengthening our position as the logical destination store for our customers footwear needs. Key elements of our business strategy are as follows.

We offer a distinctive shopping experience. Our stores combine competitive pricing with a highly promotional, in-store marketing effort that encourages customer participation and creates a fun and exciting shopping experience. We promote a high-energy retail environment by decorating with bright lights and bold colors, and by featuring a stage and barker as the focal point in each store. With a microphone, this barker, or "mic-person", announces current specials, organizes contests and games, and assists and educates customers with the features and location of merchandise. Our mic-person offers limited-duration promotions throughout the day, encouraging the customers to take immediate advantage of our value pricing. We believe this highly promotional atmosphere results in various competitive advantages, including increased multiple unit sales; the building of a loyal, repeat customer base; the creation of word-of-mouth advertising; and enhanced sell through of in-season goods.

We offer a broad merchandise assortment. Our objective is to be the destination store-of-choice for a wide range of consumers seeking moderately priced, current season name brand and private label footwear. Our product assortment includes dress and casual shoes, sandals, boots and a wide assortment of athletic shoes for the entire family. The average store carries approximately 28,000 pairs of shoes in four general categories - mens, womens, childrens and athletics. In addition to footwear, our stores carry selected accessory items complementary to the sale of footwear. We emphasize name brand merchandise to customers with creative signage and by prominently displaying selected brands on end caps, focal walls and within the aisles. These displays may highlight a product offering of a single vendor, highlight sales promotions, advertise promotional pricing to meet or beat competitors sale prices or may make a seasonal or lifestyle statement by highlighting similar footwear from multiple vendors. These visual merchandising techniques make it easier for customers to shop and focus attention on key name brands. Expenses for signage and visual displays highlighting a particular brand will often be partially or fully reimbursed by the vendor.

We believe that by offering a wide selection of both athletic and non-athletic footwear, we are able to reduce our exposure to shifts in fashion preferences between those categories. Our ability to identify and react to fashion changes is a key factor in our sales and earnings performance.

We offer value to our customers. Our marketing effort targets moderate income, value conscious consumers seeking name brand footwear for all age groups. We believe that by offering a wide selection of popular styles of name brand merchandise at competitive prices, we generate broad customer appeal. Additionally, the time conscious customer appreciates the convenience of one stop shopping for the entire family. We also believe our highly promotional in-store shopping environment contributes to a reputation of value pricing throughout the store.

We maintain an efficient store level cost structure. Our cost efficient store operations and real estate strategy enable us to price products competitively. Low labor costs are achieved by housing merchandise directly on the selling floor in an open stock format, enabling customers to serve themselves, if they choose. This reduces the staffing required to assist customers and reduces store level labor costs as a percentage of sales. We prefer to locate stores predominantly in strip shopping centers in order to take advantage of lower occupancy costs and maximize our exposure to value oriented shoppers.

We rely heavily on information technology. We have invested significant resources in information technology. Our proprietary inventory management and state-of-the-art point-of-sale ("POS") systems provide corporate management, buyers and store managers with the timely information necessary to monitor and control all phases

of operations. The POS provides, in addition to other features, full price management (including price look-up), promotion tracking capabilities (in support of the spontaneous nature of the in-store price promotions), real-time sales and gross margin analysis by product category at the store level and customer tracking. Using the POS, store managers are able to monitor sales and gross profit margins on a real-time basis throughout the day. Reacting to sales trends, our mic-people use POS reports to choose from among a number of product promotions supplied by our centralized merchandising staff.

Our network connects our corporate office to our distribution center and retail stores via a wide area network, providing up-to-date sales and inventory information as required. Our data warehouse enables the merchandising staff to analyze sales, margin and inventory levels by store, by day, down to the size of shoe. Using this information, our merchandise managers meet regularly with vendors to compare their product sales, gross margins and return on inventory investment against previously stated objectives. We believe timely access to key business data has enabled us in the past to drive annual comparable store sales increases, manage our markdown activity and improve inventory turnover.

Growth Strategy and Store Location

In reaction to the current recessionary economic environment, we have chosen to significantly slow our store growth. However, when economic conditions improve, we plan to continue to grow our store base in order to strengthen our position as a leading specialty branded footwear retailer. Aside from comparable store sales increases, the majority of our sales and earnings growth is expected to be generated by the opening of new stores. In fiscal 2009, we expect to open approximately 15 stores and close ten. These new stores will be located in large and small markets in both new and existing geographic areas. Our intention is to fill in certain under-penetrated markets with additional stores, thereby increasing the performance of the overall market. We also intend to enter smaller markets that we can fully penetrate with one or two stores. We generally can advertise more effectively in these markets, which helps to create immediate brand awareness. We have adjusted, and will continue to adjust, our annual store growth rate based on our view of internal and external opportunities and challenges. We intend to increase our annual store growth rate to between 10% to 12% in the future, subject to the availability of sufficient real estate and the state of the U.S. economy.

Critical to the success of opening new stores in larger markets or geographic areas is our ability to cluster stores. In larger markets (populations greater than 400,000), clustering involves opening two or more stores at approximately the same time, and in smaller markets that can only support a single store, clustering involves seeking locations in reasonably close proximity to other existing markets. This strategy creates cost efficiencies by enabling us to leverage store expenses with respect to advertising, distribution and management costs. We believe the advantages of clustering stores in existing markets will lead to cost efficiencies and overall incremental sales gains that should more than offset any adverse effect on sales of existing stores.

The number of stores opened and closed during fiscal years 2008, 2007 and 2006 were as follows:

Fiscal years	2008	2007	2006
Stores open at beginning of year	291	271	263
Opened during year	24	25	14
Closed during year	11	5	6
Stores open at end of year	304	291	271

On January 31, 2009, we had 304 stores located in 29 states, primarily in the Midwest, South and Southeast regions of the United States. We prefer strip shopping center locations where occupancy costs are typically lower and we enjoy greater operating freedom to implement our non-traditional retail methods. We feel that our target customers enjoy the convenience offered by strip shopping centers as opposed to enclosed malls. Our stores averaged approximately 11,100 square feet, ranging in size from 6,000 to 26,500 square feet. Our current store prototype utilizes between 8,000 and 12,000 square feet, depending upon, among other factors, the location of the store and the population base the store is expected to service. The sales area of most stores is approximately 86% of the gross store size.

All of our stores are leased rather than owned. We believe the flexibility afforded by leasing allows us to avoid the inherent risks of owning real estate, particularly with respect to under-performing stores. Before entering a new market, we perform a market, demographic and competition analysis to evaluate the suitability of the potential market. Potential store site selection criteria include, among other factors, market demographics, traffic counts, the tenant mix of a potential strip shopping center, visibility within the center and from major thoroughfares, overall retail activity of the area and proposed lease terms. The time required to open a store after signing a lease depends primarily upon the landlords ability to deliver the premises. After we accept the premises from the landlord in turnkey condition, we can generally open a store within 60 days.

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Merchandising and Pricing

Our merchandising strategy is designed to provide a large selection of moderately priced footwear for the entire family. Our stores carry an average of approximately 28,000 pairs of shoes featuring a broad assortment of current-season name brand footwear, supplemented with private label merchandise and select name brand closeouts. Our stores also carry complementary accessories such as handbags, shoe care items and socks. The mix of merchandise and the brands offered in a particular store are based upon the demographics of each market, among other factors.

Our pricing strategy is designed to emphasize value. By combining current season name brand product with promotional pricing, we feel that we create a better value for customers. Initial pricing decisions are guided by gross profit margin targets, which vary by merchandise category and depend on whether the item is name brand or private label merchandise. Markdowns are centrally managed by the buying staff and communicated to the stores through information systems as needed.

The table below sets forth our percentage of sales by product category for fiscal years 2008, 2007 and 2006.

Fiscal years	2008	2007	2006
Womens	26%	27%	27%
Mens	15	15	15
Childrens [(1)]	17	17	17
Athletics [(2)]	38	37	37
Accessories and Miscellaneous Items	4	4	4
	100%	100%	100%

(1) Childrens includes childrens athletic shoes.
(2) Includes mens and womens sizes only.

Womens, mens and childrens non-athletic footwear categories are further divided into dress, casual, sport, sandals and boots. Athletic shoes are classified by functionality, such as running, basketball or fitness shoes. In fiscal 2008, athletic styles, including childrens sizes, represented approximately half of our footwear sales.

One of our major goals is to improve our operating margins. We are focused on improving our operating margins by increasing our gross margin and to a lesser extent leveraging general and administrative expenses against a higher sales base.

Advertising and Promotion

We use various forms of media advertising to communicate the exceptional values offered on specific shoes or entire product categories. Approximately 59% of our total advertising budget was directed to print media (including newspaper ads, inserts and direct mail) and outdoor advertising in fiscal 2008. Television and radio accounted for the balance of the budget. A special effort is made to utilize the cooperative advertising dollars offered by vendors whenever possible.

In-store promotions are a key element in our marketing effort. By utilizing both planned and impromptu contests and games, store managers create an environment that encourages customer interaction with store personnel. For example, a customer is enticed to purchase additional merchandise by winning an on-the-spot discount. Promotions of this type exemplify our emphasis on fun and excitement in order to enhance our customers total

shopping experience.

We strive to make each store opening a major retail event. Major promotions during grand openings and peak selling periods feature contests and prize giveaways. We believe our grand openings help to establish the high-energy, promotional atmosphere that develops a loyal, repeat customer base and generates word-of-mouth advertising.

Distribution

During the fourth quarter of fiscal 2006 and the first quarter of fiscal 2007, we converted our distribution and warehousing functions to our new 410,000 square foot distribution center, located in Evansville, Indiana. This facility is leased from a third party and can support the processing and distribution needs of a minimum of 460 stores to facilitate future growth. We negotiated in our lease the right to expand into a designated expansion area as long as we provide 120 days written notice to the property owner. Expansion under this option would provide us the processing capacity to support a total of approximately 650 stores.

The distribution center is equipped with state-of-the-art processing and product movement equipment. The facility utilizes cross docking/store replenishment and redistribution methods to fill store product requirements. These methods may include count verification, price and bar code labeling of each unit (when not performed by the manufacturer), redistribution of an order into size assortments (when not performed by the manufacturer) and allocation of shipments to individual stores. Throughout packing, allocating, storing and shipping, our distribution process is essentially paperless. Merchandise is typically shipped to each store one time per week. The majority of shipments are handled by a dedicated carrier, with occasional use of common carriers.

Buying Operations

Maintaining fresh, fashionable merchandise is critical to our success. Our buyers stay in touch with evolving trends by shopping fashion-leading markets, attending national trade shows, gathering vendor input and monitoring the current styles shown in leading fashion and lifestyle magazines. Management of the purchasing function is the responsibility of our Executive Vice President - General Merchandise Manager. Store operations personnel are expected to provide input to our merchandising staff regarding market specific fashion trends.

We purchase merchandise from over 150 footwear vendors. In fiscal 2008, two suppliers, Nike USA, Inc. and Skechers USA, Inc., each accounted for over 10% of our net sales and together accounted for over 31% of our net sales. A loss of any of our key suppliers in certain product categories could have a material adverse effect on our business. As is common in the industry, we do not have any long-term contracts with suppliers.

Competition

The retail footwear business is highly competitive. We believe the principal competitive factors in our industry are merchandise selection, price, fashion, quality, location, store environment and service. We compete primarily with department stores, shoe stores, sporting goods stores and mass merchandisers.

We compete with most department stores and traditional shoe stores by offering lower prices. We compete with off-price retailers, mass merchandisers and discount stores by offering a wider and deeper selection of merchandise.

Many of our competitors are significantly larger and have substantially greater financial and other resources. However, we believe that our distinctive retail format, in combination with our wide merchandise selection, competitive prices and low operating costs, have in the past enabled us to compete effectively.

Store Operations

Management of store operations is the responsibility of our Executive Vice President - Store Operations, who is assisted by the Senior Vice President - Store Operations, divisional managers, regional managers and the individual store general managers. In general, each store has a general manager and up to three assistant managers, depending on sales volume. Store operations personnel are charged with making certain

merchandising decisions necessary to maximize sales and profits primarily through merchandise placement, signage and timely clearance of slower selling items. Administrative functions are centrally controlled from the corporate headquarters. These functions include accounting, purchasing, store maintenance, information systems, advertising, human resources, distribution and pricing.

Employees

At January 31, 2009, we had approximately 4,200 employees, of which approximately 2,400 were employed on a part-time basis. The number of employees fluctuates during the year primarily due to seasonality. None of our employees are represented by a labor union.

We attribute a large portion of our success in various areas of cost control to our inclusion of virtually all management level employees in incentive compensation plans. We contribute all or a portion of the cost of medical, disability and life insurance coverage for those employees who are eligible to participate in company-sponsored plans. Additionally, we sponsor a 401(k) retirement plan that is open to all employees who have met the minimum age and workhour requirements. All employees are eligible to receive discounts on purchases from our stores. We consider our relationship with our employees to be satisfactory.

Seasonality

Our quarterly results of operations have fluctuated, and are expected to continue to fluctuate in the future, primarily as a result of seasonal variances and the timing of sales and costs associated with opening new stores. Non-capital expenditures, such as advertising and payroll, incurred prior to the opening of a new store are charged to expense as incurred. Therefore, our results of operations may be adversely affected in any quarter in which we incur pre-opening expenses related to the opening of new stores.

We have three distinct peak selling periods: Easter, back-to-school and Christmas.

Trademarks

We own the following federally registered trademarks and servicemarks: Shoe Carnival®, The Carnival®, Donna Lawrence®, Oak Meadow®, Victoria Spenser®, Via Nova®, Innocence®, Trade Dress®, Carnival Lites®, Color Block Design®, Y-NOT?®, and 93 Octane®. We believe these marks are valuable and, accordingly, we intend to maintain the marks and the related registrations. We are not aware of any pending claims of infringement or other challenges to our right to use these marks.

ITEM 1A. **RISK FACTORS**

You should carefully consider the following risk factors and all other information contained in this annual report before making an investment decision with respect to our common stock. Investing in our common stock involves a high degree of risk. If any of the following risks actually occur, we may not be able to conduct our business as currently planned and our financial condition and operating results could be seriously harmed. See ITEM 1. BUSINESS - "Forward-Looking Statements" of this report.

The recent financial crisis and current economic conditions may adversely affect consumer spending and may significantly harm our business. The success of our business depends to a significant extent upon the level of consumer spending. A number of factors may affect the level of consumer spending on merchandise that we offer, including, among other things:

- general economic, industry and weather conditions;
- energy costs, which affect gasoline and home heating prices;
- the level of consumer debt;
- consumer credit availability;

- real estate values and foreclosure rates;
- interest rates;

- tax rates and policies;
- unemployment trends;
- war, terrorism, other hostilities and security concerns; and
- consumer confidence in future economic conditions.

The merchandise we sell generally consists of discretionary items. Continued adverse economic conditions and any related decrease in consumer confidence and spending may result in reduced consumer demand for discretionary items. Any decrease in consumer demand could reduce traffic in our stores, limit the prices we can charge for our products and force us to take inventory markdowns, which could have a material adverse effect on our business, results of operations and financial condition. Reduced demand may also require increased selling and promotional expenses. Reduced demand and increased competition could increase the need to close underperforming stores, which could result in higher than anticipated closing costs.

We face significant competition in our markets and we may be unable to compete favorably. The retail footwear industry is highly competitive. We compete primarily with department stores, shoe stores, sporting goods stores and mass merchandisers. Many of our competitors are significantly larger and have substantially greater financial and other resources than we do. Economic pressures on or bankruptcies of our competition could result in increased pricing pressures. This competition could adversely affect our results of operations and financial condition in the future.

Our failure to identify fashion trends could result in lower sales, higher markdowns and lower gross profits. Our success depends upon our ability to anticipate and react to the fashion tastes of our customers and provide merchandise that satisfies customer demand. Our failure to anticipate, identify or react appropriately to changes in consumer fashion preferences may result in lower sales, higher markdowns to reduce excess inventories and lower gross profits. Conversely, if we fail to anticipate or react to consumer demand for our products, we may experience inventory shortages, which would result in lost sales and could negatively impact our customer goodwill, our brand image and our profitability. Moreover, our business relies on continuous changes in fashion preferences. Stagnating consumer preferences could also result in lower sales and would require us to take higher markdowns to reduce excess inventories.

A failure to increase sales at our existing stores may adversely affect our stock price and impact our results of operations. A number of factors have historically affected, and will continue to affect, our comparable store sales results, including:

- competition;
- timing of holidays including sales tax holidays;
- general regional and national economic conditions;
- inclement weather;
- consumer trends, such as less disposable income due to the impact of higher gasoline prices;
- fashion trends;
- changes in our merchandise mix;

- our ability to distribute merchandise efficiently to our stores;
- timing and type of, and customer response to, sales events, promotional activities or other advertising;
- the effectiveness of our inventory management;

- new merchandise introductions; and
- our ability to execute our business strategy effectively.

Our comparable store sales results have fluctuated in the past, and we believe such fluctuations may continue. The unpredictability of our comparable store sales may cause our revenue and results of operations to vary from quarter to quarter, and an unanticipated decline in revenues or operating income may cause our stock price to fluctuate significantly.

We depend on our key suppliers for merchandise and advertising support and the loss of key suppliers could adversely affect our business. Our business depends upon our ability to purchase fashionable, name brand and other merchandise at competitive prices from our suppliers. In fiscal 2008, two branded suppliers, Nike USA, Inc. and Skechers USA, Inc., collectively accounted for over 31% of our net sales. Name brand suppliers also provide us with cooperative advertising and visual merchandising funds. A loss of any of our key suppliers in certain product categories or our inability to obtain name brand or other merchandise from suppliers at competitive prices could have a material adverse effect on our business. As is common in the industry, we do not have any long-term contracts with our suppliers.

An increase in the cost or a disruption in the flow of our imported goods may decrease our sales and profits. We rely on imported goods to sell in our stores. Substantially all of the footwear product we sell is manufactured overseas, including the merchandise we import directly from overseas manufacturers and agents and the merchandise we purchase from domestic vendors. The primary footwear manufacturers are located in China, Brazil, Spain and East Asia. A disruption in the flow of imported merchandise or an increase in the cost of those goods may decrease our sales and profits. In addition, we do not control our vendors or their labor and business practices. The violation of labor or other laws by one of our vendors could have an adverse affect on our business.

If imported merchandise becomes more expensive or unavailable, the transition to alternative sources may not occur in time to meet our demands. Products from alternative sources may be of lesser quality and more expensive than those we currently import. Other risks associated with our use of imported goods include: disruptions in the flow of imported goods because of factors such as electricity or raw material shortages, work stoppages, strikes and political unrest; problems with oceanic shipping, including shipping container shortages; economic crises and international disputes; currency exchange rate fluctuations; increases in the cost of purchasing or shipping foreign merchandise resulting from the failure to maintain normal trade relations with source countries; import duties, import quotas and other trade sanctions; and increases in shipping rates imposed by the trans-Pacific shipping cartel.

We may not be able to successfully execute our growth strategy, which could have a material adverse effect on our business, financial condition and results of operations. We intend to open new stores as a part of our growth strategy. We may not be able to open all of the new stores contemplated by our growth strategy and the new stores that we open may not be as profitable as existing stores.

The complexity of our operations and management responsibilities will increase as we grow. Our growth strategy requires that we continue to expand and improve our operating and financial systems and to expand, train and manage our employee base. In addition, as we open new stores, we may be unable to hire a sufficient number of qualified store personnel or successfully integrate the new stores into our business.

The success of our growth strategy will depend on a number of other factors, many of which are out of our control, including, among other things:

- our ability to locate suitable store sites and negotiate store leases (for new stores and renewals) on favorable terms;
- the acceptance of the Shoe Carnival concept in new markets;
- the availability of financing for capital expenditures and working capital requirements;
- our ability to provide adequate distribution to support growth;

- our ability to source sufficient levels of inventory to meet the needs of new stores;
- particularly in new markets, our ability to open a sufficient number of new stores to provide the critical mass needed for efficient advertising and effective name recognition;
- our ability to improve costs and timing associated with opening new stores; and
- the impact of new stores on sales or profitability of existing stores in the same market.

Due to the risks involved, we may be unable to open new stores at the rates expected. If we fail to successfully implement our growth strategy, it could have a material adverse effect on our business, financial condition or results of operations.

We will require significant funds to implement our growth strategy and meet our other liquidity needs. We cannot assure you that we will be able to generate sufficient cash flow from operations or obtain sufficient borrowings under our existing credit agreement to finance our growth strategy and meet our other liquidity needs. In fiscal 2009, capital expenditures are expected to range from $9 million to $12 million. Our actual costs may be greater than anticipated. We also require working capital to support inventory for our existing stores. Failure to generate or raise sufficient funds may require us to modify, delay or abandon some of our future growth or expenditure plans. In addition, our results could be adversely affected if interest rates materially increase from present levels.

We would be adversely affected if our distribution or information technology operations were disrupted. We currently operate a single, 410,000 square foot distribution center in Evansville, Indiana. Virtually all merchandise received by our stores, with the exception of a small amount of goods shipped directly to the stores, is and will be shipped through our distribution center. Our corporate computer network is essential to our distribution process. If our distribution center is shut down for any reason, such as a natural disaster, power outage or terrorist attack, or if our information technology systems do not operate effectively, or if we are the target of attacks or breaches, we could incur significantly higher costs and longer lead times associated with distributing our products to our stores. Our insurance only covers costs relating to specified, limited matters such as a shutdown due to fire and windstorms, but does not cover other events such as acts of war or terrorist attacks. Even in the event of a shutdown due to covered matters, we cannot assure you that our insurance will be sufficient, or that the insurance proceeds will be paid to us in a timely fashion. Shutdowns or information technology disruptions could have an adverse effect on our operating and financial performance.

In addition, our stores process debit and credit card transactions. We believe we have established appropriate controls to protect our customers' personal confidential information gathered when a debit or credit card is utilized. However, in the event that such confidential information is misused or obtained by an unauthorized third party, we could be subject to negative publicity that could harm our business, as well as have a material adverse effect on our financial conditions or results of operations.

Our failure to retain our existing senior management team and to continue to attract qualified personnel could adversely affect our business. Our success depends to a large extent on the continued service of our executive management team. Departures by executive officers could have a negative impact on our business, as we may not be able to find suitable management personnel to replace departing executives on a timely basis. Furthermore, our strategy requires us to continue to train, motivate and manage our employees and to attract, motivate and retain additional qualified managerial and merchandising personnel. Competition for

these types of personnel is intense, and we cannot assure you that we will be successful in attracting, assimilating and retaining the personnel required to grow and operate our business profitably.

Failure to maintain effective internal control over financial reporting could result in a loss of investor confidence in our financial reports and have a material adverse effect on our stock price. We must continue to document, test and evaluate our internal control over financial reporting in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, which requires annual reports by management regarding the effectiveness of our internal control over financial reporting and a report by our independent registered public accounting firm attesting to the effectiveness of our internal controls. We have expended, and expect that we will continue to expend, significant management time and resources documenting and testing our internal control over financial reporting. If we conclude in future periods that our internal control over financial reporting is not effective, it could result in lost investor confidence in the accuracy, reliability and completeness of our financial reports. Any such events could have a material adverse effect on our stock price.

Our quarterly operating results will fluctuate due to seasonality and other factors. Our quarterly results of operations have fluctuated in the past and can be expected to continue to fluctuate in the future. Our quarterly results of operations are affected by a variety of factors, including:

- fashion trends;
- calendar shifts of holiday or seasonal periods;
- the effectiveness of our inventory management;
- weather conditions;
- timing of opening of new stores;
- changes in general economic conditions and consumer spending patterns; and
- actions of competitors or co-tenants.

We have three distinct peak selling periods: Easter, back-to-school and Christmas. To prepare for our peak shopping seasons, we must order and keep in stock significantly more merchandise than we would carry during other parts of the year. Any unanticipated decrease in demand for our products during these peak shopping seasons could require us to sell excess inventory at a substantial markdown, which could reduce our net sales and gross margins and negatively impact our profitability. Our operating results depend significantly upon the sales generated during these periods. If our future quarterly results fail to meet the expectations of research analysts, then the market price of our common stock could decline substantially.

Our stock price may be volatile and could decline substantially. The stock market has, from time to time, experienced extreme price and volume fluctuations. Many factors may cause the market price for our common stock to decline, including:

- operating results failing to meet the expectations of securities analysts or investors in any quarter;
- downward revisions in securities analysts estimates;
- material announcements by us or our competitors; and
- the other risk factors cited in this annual report.

In the past, companies that have experienced volatility in the market price of their stock have been the subject of securities class action litigation. If we become involved in a securities class action litigation in the future, it could result in substantial costs and diversion of management attention and resources, thus harming our business.

We are controlled by our principal shareholder. J. Wayne Weaver, our Chairman of the Board of Directors and principal shareholder, his spouse and an adult child together own approximately 28.4% of our outstanding common stock. Accordingly, Mr. Weaver is able to exert substantial influence over our management and operations. In addition, his interests may differ from or be opposed to the interests of our other shareholders, and his control may have the effect of delaying or preventing a change in control that may be favored by other shareholders.

Provisions of our organizational documents and Indiana law might deter acquisition bids for us. Our Restated Articles of Incorporation and Indiana corporate laws contain provisions that may discourage other persons from attempting to acquire control of us, including, without limitation, a Board of Directors that has staggered terms for its members, supermajority voting provisions, restrictions on the ability of shareholders to call a special meeting of shareholders and procedural requirements in connection with shareholder proposals or director nominations. The Board of Directors has the authority to issue preferred stock in one or more series without the approval of the holders of our common stock. Further, Indiana corporate law contains business combination provisions that, in general, prohibit for five years any business combination with a beneficial owner of more than 10% or more of our common stock unless the holder�s acquisition of the stock was approved in advance by our Board of Directors. Indiana corporate law also contains control share acquisition provisions that limit the ability of certain shareholders to vote their shares unless their control share acquisition is approved. In certain circumstances, the fact that corporate devices are in place that inhibit or discourage takeover attempts could reduce the market value of our common stock.

ITEM 1B. **UNRESOLVED STAFF COMMENTS**

None.

ITEM 2. **PROPERTIES**

We lease all existing stores and intend to lease all future stores. All leases for existing stores provide for fixed minimum rentals and most provide for contingent rental payments based upon various specified percentages of sales above minimum levels. Certain leases also contain escalation clauses for increases in minimum rentals, operating costs and taxes.

The following table identifies the number of our stores in each state as of January 31, 2009:

State	#	State	#
Alabama	11	North Carolina	13
Arkansas	9	North Dakota	1
Colorado	7	Nebraska	1
Florida	23	Ohio	17
Georgia	12	Oklahoma	6
Idaho	4	Pennsylvania	3
Iowa	6	South Carolina	11
Illinois	27	South Dakota	2
Indiana	20	Tennessee	17
Kansas	3	Texas	37
Kentucky	12	Utah	3
Louisiana	12	Virginia	10
Michigan	5	Wisconsin	2
Missouri	20	West Virginia	4
Mississippi	6	Total Stores	304

In February 2006, we entered into an operating lease with an independent third-party to lease our 410,000 square foot distribution center located in Evansville, Indiana. The lease has an initial term of 15 years, commencing on December 1, 2006. We have the right to extend the initial lease term for up to three additional periods of five years each.

In June 2006, we entered into an operating lease with an independent third-party to lease our corporate headquarters for an initial term of 15 years, commencing on June 1, 2007. We have the right to extend the initial lease term for up to three additional periods of five years each.

For additional information with respect to our properties, see ITEM 1. BUSINESS "Growth Strategy and Store Location" and "Distribution" as well as PART II, ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS "Executive Summary" of this report.

ITEM 3. **LEGAL PROCEEDINGS**

On or about April 22, 2008, an arbitration claim was filed by SDI Industries, Inc. ("SDI") against us with the American Arbitration Association Western Case Management Center in Los Angeles, California, captioned *SDI Industries, Inc. (Claimant and Counter-Respondent) v. Shoe Carnival, Inc. (Respondent and Counterclaimant)*, in which SDI seeks payment of $1.2 million of unpaid retainage, $700,000 for services it has not yet billed, plus additional interest and legal fees. The retainage was withheld from progress billings for work performed on our distribution center and is recorded in accrued and other liabilities and fixed assets in our consolidated financial statements. On or about May 21, 2008, we filed a Counterclaim and Response in this matter, denying SDI's claim, and seeking monetary damages of more than $3.0 million. We contend that SDI breached our contract with SDI ("Contract") due to their failure to deliver our distribution center's material handling system pursuant to the specifications of the Contract. The hearing before the arbitration panel is currently scheduled for July 2009.

Although the investment we made in the distribution center will satisfy our distribution needs throughout fiscal 2009, we have not achieved the productivity that we expect will be required based on our plan for long-term store growth. We have contracted with a company to provide recommendations as to system upgrades to improve throughput. Modifications are tentatively expected to be complete prior to the end of fiscal 2009.

ITEM 4. **SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

We did not submit any matters to a vote of security holders during the fourth quarter of the 2008 fiscal year.

Executive Officers

Name	**Age**	**Position**
J. Wayne Weaver	74	Chairman of the Board and Director
Mark L. Lemond	54	President, Chief Executive Officer and Director
Timothy T. Baker	52	Executive Vice President - Store Operations
W. Kerry Jackson	47	Executive Vice President - Chief Financial Officer and Treasurer
Clifton E. Sifford	55	Executive Vice President - General Merchandise Manager

Mr. Weaver is Shoe Carnivals largest shareholder and has served as Chairman of the Board since March 1988. From 1978 until February 2, 1993, Mr. Weaver had served as president and chief executive officer of Nine West Group Inc., a designer, developer and marketer of womens footwear. He has over 40 years of experience in the footwear industry. Mr. Weaver is a former director of Nine West Group, Inc. Mr. Weaver serves as chairman and chief executive officer of Jacksonville Jaguars, LTD and is a member of LC Footwear, LLC.

Mr. Lemond has been employed as President and Chief Executive Officer since September 1996. From March 1988 to September 1996, Mr. Lemond served as Executive Vice President, Chief Financial Officer, Treasurer and Assistant Secretary. On February 3, 1994, Mr. Lemond was promoted to the position of Chief Operating Officer. Mr. Lemond has served as a Director since March 1988. Prior to March 1988, he served in similar officer capacities with Russells Shoe Biz, Inc. Prior to joining Russells Shoe Biz, Inc. in 1987, Mr. Lemond was a partner with a public accounting firm. He is a Certified Public Accountant.

Mr. Baker has been employed as Executive Vice President - Store Operations since June 2001. From March 1994 to June 2001, Mr. Baker served as Senior Vice President - Store Operations. From May 1992 to March 1994, Mr.

Baker served as Vice President - Store Operations. Prior to that time, he served as one of our regional managers. From 1983 to June 1989, Mr. Baker held various retail management positions with Payless ShoeSource.

Mr. Jackson has been employed as Executive Vice President - Chief Financial Officer and Treasurer since August 2004. From June 2001 to August 2004, Mr. Jackson served as Senior Vice President Chief Financial Officer and Treasurer. From September 1996 to June 2001, Mr. Jackson served as Vice President Chief Financial Officer and Treasurer. From January 1993 to September 1996, Mr. Jackson served as Vice President - Controller and Chief Accounting Officer. Prior to January 1993, Mr. Jackson held various accounting positions with us. Prior to joining us in 1988, Mr. Jackson was associated with a public accounting firm. He is a Certified Public Accountant.

Mr. Sifford has been employed as Executive Vice President - General Merchandise Manager since June 2001. From April 13, 1997 to June 2001, Mr. Sifford served as Senior Vice President - General Merchandise Manager. Prior to joining us, Mr. Sifford served as merchandise manager-shoes for Belk Store Services, Inc.

Our executive officers serve at the discretion of the Board of Directors. There is no family relationship between any of our Directors or executive officers.

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(Pursuant to General Instruction G (3) of Form 10-K, the foregoing information is included as an unnumbered Item in PART I of this annual report in lieu of being included in our Proxy Statement for our 2009 Annual Meeting of Shareholders.)

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PART II

ITEM 5. MARKET FOR THE REGISTRANTS COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information and Holders

Our common stock has been quoted on The NASDAQ Stock Market, LLC under the trading symbol "SCVL" since March 16, 1993.

The quarterly high and low trading prices for fiscal 2008 and fiscal 2007 were as follows:

Fiscal year 2008	High	Low
First Quarter	$ 15.15	$ 11.52
Second Quarter	16.25	11.48
Third Quarter	18.45	10.20
Fourth Quarter	14.65	6.75
Fiscal year 2007		
First Quarter	$ 35.26	$ 29.09
Second Quarter	30.66	20.28
Third Quarter	23.18	14.26
Fourth Quarter	15.47	10.54

As of March 18, 2009 there were approximately 218 holders of record of our common stock.

No unregistered equity securities were sold by us during fiscal 2008.

Dividends

We have not paid, and do not currently intend to pay, cash dividends on our common stock in the foreseeable future. The payment of any future dividends will be at the discretion of our Board of Directors and will depend upon, among other things, future earnings, operations, capital requirements, our general financial condition and general business conditions. In addition, our credit agreement allows the payment of dividends only if after a dividend is declared, the balance of Total Shareholders' Equity, adjusted for the effect of any share repurchases, is not reduced below the balance at our most recent fiscal year end.

Issuer Purchases of Equity Securities

Throughout fiscal 2008 we issued treasury shares to employees for the exercise of stock options and the issuance of restricted stock awards. This included the repurchase of 181 shares of common stock as a result of our withholding shares or allowing our employees to deliver shares to us to cover the income taxes resulting from the vesting of certain restricted stock awards. It is our intention to continue to issue treasury shares to employees for the exercise of stock options and the issuance of restricted stock awards.

In fiscal 2006, our Board of Directors authorized a $50.0 million share repurchase program, which was to terminate upon the earlier of the repurchase of the maximum amount or December 31, 2008. On October 8, 2008, the Board of Directors extended the date of termination one year to December 31, 2009. As of January 31, 2009, approximately 1.2 million shares had been repurchased at an aggregate cost of $28.1 million. The amount that remained available under the existing repurchase authorization at January 31, 2009 was $21.9 million. The following table summarizes repurchase activity during the fourth quarter of fiscal 2008:

Period	Total Number of Shares Purchased [1]	Average Price Paid per Share	Total Number Of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs
November 2, 2008 to November 29, 2008	0	$ 0.00	0	$ 0
November 30, 2008 to January 3, 2009	0	$ 0.00	0	$ 0
January 4, 2009 to January 31, 2009	181	$ 7.59	0	$ 21,852,000
	181		0	

(1) Total number of shares purchased represents shares delivered to or withheld by us in connection with employee payroll tax withholding upon the vesting of certain restricted stock awards.

Securities Authorized for Issuance Under Equity Compensation Plans

The information required by this Item concerning securities authorized for issuance under our equity plans has been incorporated by reference into PART III, ITEM 12 of this report.

ITEM 6. **SELECTED FINANCIAL DATA**

The following selected financial data should be read in conjunction with our consolidated financial statements and notes to those statements included in PART II, ITEM 8 of this report.

(In thousands, except per share and operating data)

Fiscal years [1]	2008	2007	2006	2005	2004
Income Statement Data:					
Net Sales	$ 647,572	$ 658,680	$ 681,662	$ 655,638	$ 590,186
Cost of sales (including buying, distribution and occupancy costs)	473,244	472,831	482,888	465,942	422,961
Gross Profit	174,328	185,849	198,774	189,696	167,225
Selling, general and administrative expenses	165,953	166,717	161,144	158,860	146,360
Operating income	8,375	19,132	37,630	30,836	20,865
Interest income	(148)	(690)	(1,235)	(170)	(73)
Interest expense	153	264	152	524	731
Income before income taxes	8,370	19,558	38,713	30,482	20,207
Income tax expense	3,051	6,751	14,949	11,692	7,678
Net income	$ 5,319	$ 12,807	$ 23,764	$ 18,790	$ 12,529
Net income per share:					
Basic	$ 0.43	$ 0.99	$ 1.78	$ 1.43	$ 0.98
Diluted	$ 0.43	$ 0.97	$ 1.73	$ 1.40	$ 0.96
Average shares outstanding					
Basic	12,406	12,922	13,373	13,128	12,820
Diluted	12,492	13,158	13,744	13,457	13,051
Selected Operating Data [2]:					
Stores open at end of year	304	291	271	263	255
Square footage of store space at year end (000s)	3,335	3,238	3,062	3,012	2,935
Average sales per store (000s)	$ 2,206	$ 2,364	$ 2,544	$ 2,524	$ 2,404
Average sales per square foot	$ 198	$ 209	$ 223	$ 219	$ 207
Comparable store sales [3]	(4.6)%	(5.2)%	1.5%	6.9%	(0.8)%
Balance Sheet Data:					
Working capital	$ 150,937	$ 141,455	$ 152,214	$ 131,778	$ 115,495
Total assets	$ 293,074	$ 291,616	$ 311,162	$ 274,833	$ 256,905
Long-term debt	$ 0	$ 0	$ 0	$ 0	$ 7,300
Total shareholders equity	$ 204,636	$ 196,612	$ 209,949	$ 181,155	$ 156,919

(1) Our fiscal year is a 52/53 week year ending on the Saturday closest to January 31. Unless otherwise stated, references to years 2008, 2007, 2006, 2005, and 2004 relate respectively to the fiscal years ended January 31, 2009, February 2, 2008, February 3, 2007, January 28, 2006, and January 29, 2005. Fiscal year 2006 consisted of 53 weeks and the other fiscal years consisted of 52 weeks.

(2) Selected Operating Data has been adjusted to a comparable 52 week basis for fiscal 2006.

(3) Comparable store sales for the periods indicated include stores that have been open for 13 full months prior to the beginning of the period, including those stores that have been relocated or remodeled. Therefore, stores opened or closed during the periods indicated are not included in comparable store sales.

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ITEM 7. **MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following discussion of our financial condition and results of operations should be read together with our consolidated financial statements and notes to those statements included in PART II, ITEM 8 of this report.

Overview of Our Business

Shoe Carnival, Inc. is one of the nation's largest family footwear retailers. As of January 31, 2009, we operated 304 stores in 29 states primarily in the Midwest, South and Southeast regions of the United States. We offer a distinctive shopping experience, a broad merchandise assortment and value to our customers while maintaining an efficient store level cost structure.

Our stores combine competitive pricing with a highly promotional, in-store marketing effort that encourages customer participation and creates a fun and exciting shopping experience. We believe this highly promotional atmosphere results in various competitive advantages, including increased multiple unit sales; the building of a loyal, repeat customer base; the creation of word-of-mouth advertising; and enhanced sell through of in-season goods. Our objective is to be the destination store-of-choice for a wide range of consumers seeking moderately priced, current season name brand and private label footwear. Our product assortment includes dress and casual shoes, sandals, boots and a wide assortment of athletic shoes for the entire family. We believe that by offering a wide selection of both athletic and non-athletic footwear, we are able to reduce our exposure to shifts in fashion preferences between those categories.

Our marketing effort targets moderate income, value-conscious consumers seeking name brand footwear for all age groups. We believe that by offering a wide selection of popular styles of name brand merchandise at competitive prices, we generate broad customer appeal. Our cost-efficient store operations and real estate strategy enable us to price products competitively. Low labor costs are achieved by housing merchandise directly on the selling floor in an open-stock format, enabling customers to serve themselves, if they choose. This reduces the staffing required to assist customers and reduces store level labor costs as a percentage of sales. We locate stores predominantly in strip shopping centers in order to take advantage of lower occupancy costs and maximize our exposure to value-oriented shoppers.

In fiscal 2006, our Board of Directors authorized a $50.0 million share repurchase program, which was to terminate upon the earlier of the repurchase of the maximum amount or December 31, 2008. On October 8, 2008, the Board of Directors extended the date of termination one year to December 31, 2009. Share repurchases under this authorization may be made in the open market or in privately negotiated transactions. The timing and actual number of shares repurchased will depend on a variety of factors including price, corporate and regulatory requirements and other market conditions. As of January 31, 2009, approximately 1.2 million shares had been repurchased at an aggregate cost of $28.1 million. The amount that remained available under the existing repurchase authorization at January 31, 2009 was $21.9 million.

Our fiscal year is a 52/53 week year ending on the Saturday closest to January 31. Unless otherwise stated, references to years 2008, 2007, 2006, 2005, and 2004, relate respectively to the fiscal years ended January 31, 2009, February 2, 2008, February 3, 2007, January 28, 2006, and January 29, 2005. Fiscal year 2006 consisted of 53 weeks and the other fiscal years consisted of 52 weeks.

Executive Summary

Fiscal 2008, and especially the second half of the year, proved to be a difficult economic environment during which our targeted moderate income consumer further reduced their discretionary spending. Consequently, like many retailers in the United States, we experienced a continuing decline in customer traffic which negatively impacted our business. This resulted in a comparable store sales decrease of 4.6% for the year.

Sales results by product category were uneven during the fiscal year. Weakness throughout the year in our non-athletic product categories, particularly women's non-athletic, accounted for approximately 70% of the comparable store sales decline for the year. Athletic sales saw benefit from the economic stimulus checks in the second quarter along with the need presented by the back-to-school period, resulting in a comparable store sales increase through August. However, as the economic climate worsened in the second half of the fiscal year, and particularly in the fourth quarter, we saw our athletic category accelerate in comparable store sales declines to also end the year negative. Total comparable store sales reached their lowest levels during the fourth quarter, as general economic conditions worsened and consumer confidence continued to deteriorate.

Our store managers and merchants worked diligently throughout the year to control inventories. At the end of each quarter, inventories were at or below the prior year on a per-store average. While the heavily promotional retail environment contributed to the 80 basis point decline in our merchandise margins, we exited fiscal 2008 with inventories on a per-store basis 10 percent lower than prior year levels.

During fiscal 2008, selling, general and administrative expenses were reduced $764,000 from the prior year. Reductions in advertising and employee incentive and benefit costs were able to more than offset the cost of operating an average of 17 more stores and incurring an additional $1.4 million in store closing costs.

We opened 24 new stores during fiscal 2008, and consistent with our real estate strategy, these stores were located in large and small markets in both new and existing geographic areas. We continued to fill in under-penetrated markets with additional stores and enter smaller one or two store markets. We closed 11 under-performing stores and identified an additional 13 under-performing stores for closure in future periods.

During fiscal 2008, we were able to generate free cash flow of $13.9 million and end the year with $24.8 million in cash and cash equivalents and no interest bearing debt. We realize the current level of economic uncertainty and rising unemployment within the U.S. marketplace has altered the spending habits of most consumers and we believe the economy will continue to have a negative impact on customer traffic during fiscal 2009. Therefore, we intend to scale back plans to open new stores, significantly reduce capital expenditures, slightly lower per-store inventories from fiscal 2008 levels and maintain tight control over expense. We believe these are tremendously important strategies during what we expect to be a volatile year in retail. Through proper execution, we expect to continue to generate free cash flow and maintain a debt free balance sheet.

Critical Accounting Policies

It is necessary for us to include certain judgments in our reported financial results. These judgments involve estimates that are inherently uncertain and actual results could differ materially from these estimates. The accounting policies that require the more significant judgments are:

Merchandise Inventories - Merchandise inventories are stated at the lower of cost or market using the first-in, first-out (FIFO) method. In determining market value, we estimate the future sales price of items of merchandise contained in the inventory as of the balance sheet date. Factors considered in this determination include, among others, current and recently recorded sales prices, the length of time product has been held in inventory and quantities of various product styles contained in inventory. The ultimate amount realized from the sale of certain product could differ materially from our estimates. We also estimate a shrinkage reserve for the period between the last physical count and the balance sheet date. The estimate for the shrinkage reserve can be affected by changes in merchandise mix and changes in actual shrinkage trends.

Valuation of Long-Lived Assets - We review long-lived assets whenever events or circumstances indicate the carrying value of an asset may not be recoverable and annually when no such event has occurred. We evaluate the ongoing value of assets associated with retail stores that have been open longer than one year. When events such as these occur, the assets subject to impairment are adjusted to estimated fair value and, if applicable, an impairment loss is recorded in selling, general and administrative expenses. Our assumptions and estimates used in the evaluation of impairment, including current and future economic trends for stores, are subject to a high degree of judgment and if actual results or market conditions differ from those anticipated, additional losses may be recorded.

Income Taxes - We calculate income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes" ("SFAS No. 109") and account for uncertain tax positions in accordance with Interpretation No. 48, "Accounting for Uncertainty in Income Taxes — an interpretation of Financial Accounting Standards Board ("FASB") Statement No. 109" ("FIN 48"). Under SFAS No. 109, deferred tax assets and liabilities are recognized based on the difference between the consolidated financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using the estimated tax rates in effect in the years when those temporary differences are expected to reverse. Under FIN 48, we are required to make many subjective assumptions and judgments regarding our income tax exposures. Interpretations of and guidance surrounding income tax laws and regulations are often complex, ambiguous and change over time. As such, changes in our subjective assumptions and judgments can materially affect amounts recognized in the consolidated financial statements.

Insurance Reserves - We use a combination of self-insurance and third-party insurance for workers' compensation, employee medical and general liability insurance. These plans have stop-loss provisions that protect us from individual and aggregate losses over specified dollar values. When estimating our self-insured liabilities, we consider a number of factors, including historical claims experience, severity factors, statistical

trends and, in certain instances, valuation assistance provided by independent third-parties. We will continue to evaluate our self-insured liabilities and the underlying assumptions on a quarterly basis and make adjustments as needed. The ultimate cost of these claims may be greater than or less than the established accruals. While we believe that the recorded amounts are adequate, there can be no assurance that changes to management's estimates will not occur due to limitations inherent in the estimating process. In the event we determine an accrual should be increased or reduced, we will record such adjustments in the period in which such determination is made.

Results of Operations

The following table sets forth our results of operations expressed as a percentage of net sales for the following fiscal years:

Fiscal years	2008	2007	2006
Net Sales	100.0%	100.0%	100.0%
Cost of sales (including buying, distribution, and occupancy costs)	73.1	71.8	70.8
Gross profit	26.9	28.2	29.2
Selling, general and administrative expenses	25.6	25.3	23.7
Operating income	1.3	2.9	5.5
Interest income	(0.0)	(0.1)	(0.2)
Interest expense	0.0	0.1	0.0
Income before income taxes	1.3	2.9	5.7
Income tax expense	0.5	1.0	2.2
Net income	0.8%	1.9%	3.5%

In the regular course of business, we offer our customers sales incentives including coupons, discounts, and free merchandise. Sales are recorded net of such incentives and returns and allowances. If an incentive involves free merchandise, that merchandise is recorded as a zero sale and the cost is included in cost of sales. Comparable store sales for the periods indicated below include stores that have been open for 13 full months prior to the beginning of the period, including those stores that have been relocated or remodeled. Therefore, stores opened or closed during the periods indicated are not included in comparable store sales.

2008 Compared to 2007

Net Sales

Net sales decreased $11.1 million to $647.6 million in fiscal 2008, a 1.7% decrease from net sales of $658.7 million in fiscal 2007. Comparable store sales decreased 4.6%, or approximately $28.4 million, compared to the prior fiscal year. This decrease in net sales was partially offset by a $17.3 million increase in sales generated by the 24 stores opened in fiscal 2008 and the effect of a full year's worth of sales for the 25 stores opened in fiscal 2007, net of the sales loss from the 16 stores which were closed during the last two years.

Gross Profit

Gross profit decreased $11.5 million to $174.3 million in fiscal 2008, a 6.2% decrease from gross profit of $185.8 million in fiscal 2007. The gross profit margin for fiscal 2008 decreased to 26.9% from 28.2% in fiscal 2007. As a percentage of sales, the merchandise margin decreased 0.8% compared to the prior year, while buying, distribution and occupancy costs increased 0.5%. As was seen across the retail sector, heavy promotions throughout the year were necessary to keep inventory turning at an acceptable level and consequently negatively impacted margins. We experienced a 0.6% increase in occupancy costs, as a percentage of sales, primarily as a result of the lower comparable store sales, an increase in costs due to the additional stores we operated throughout the year and additional store closing costs. This increase, as a percentage of sales, was partially offset by a 0.2% decline in distribution costs. Our distribution costs, both as a percentage of sales and in dollars,

declined as a result of the increased costs associated with the conversion to our new distribution center during the first quarter of the prior year, a reduction in volume for fiscal 2008 and increased efficiencies.

Selling, General and Administrative Expenses

Selling, general and administrative expenses decreased $764,000 to $166.0 million in fiscal 2008 from $166.7 million in fiscal 2007. As a percentage of sales, selling, general and administrative expenses increased to 25.6% during fiscal 2008 from 25.3% in fiscal 2007. The savings in dollars was primarily the result of a $6.2 million reduction in advertising costs from our decision to decrease advertising during non-peak periods along with a $1.2 million decrease in the expense for employee incentives and benefits. These decreases were partially offset by $6.0 million of additional costs incurred from the operation and support of the net new stores opened since the beginning of fiscal 2007.

Pre-opening costs included in selling, general and administrative expenses were $1.0 million, or 0.2% of sales, in both fiscal 2008 and in fiscal 2007. We opened 24 stores in fiscal 2008 as compared to 25 stores in fiscal 2007. Pre-opening costs, such as advertising, payroll and supplies, incurred prior to the opening of a new store are charged to expense in the period they are incurred. The total amount of pre-opening expense incurred will vary by store depending on the specific market and the promotional activities involved. Our average pre-opening costs per store were $41,000 in fiscal 2008 as compared to $40,000 in fiscal 2007.

The portion of store closing costs included in selling, general and administrative expenses for fiscal 2008 was $3.3 million, or 0.5% as a percentage of sales. These costs related to the closing of 11 stores in fiscal 2008 and the impairment and acceleration of expenses associated with management's determination to close certain underperforming stores at future dates. In fiscal 2007, we incurred $1.9 million, or 0.3% as a percentage of sales, in costs related to the closing of five stores in fiscal 2007 and the impairment and acceleration of expenses associated with management's determination to close certain underperforming stores at future dates. Currently, we have identified 10 stores to close in fiscal 2009, eight in fiscal 2010, four in fiscal 2011, and one in fiscal 2012. We are currently accelerating applicable expenses on all of these stores. We will continue to evaluate underperforming stores for possible closing on a routine basis, which may result in the identification of additional store closings for the current or future fiscal years. The timing and actual amount of expense recorded in closing a store can vary significantly depending, in part, on the period in which management commits to a closing plan, the remaining basis in the fixed assets to be disposed of at closing and the amount of any lease buyout.

Interest Income and Expense

Interest income decreased to $148,000 in fiscal 2008 from $690,000 in fiscal 2007. The decrease was primarily attributable to a decrease in the rate available on investments. Interest expense decreased to $153,000 in fiscal 2008 from $264,000 in fiscal 2007.

Income Taxes

The effective income tax rate was 36.5% for fiscal 2008 and 34.5% in fiscal 2007. The effective income tax rate for both years differed from the statutory rate due primarily to state and local income taxes, net of the federal tax benefit and tax credits. In the first quarter of fiscal 2007, we recorded $980,000 of state tax credits related to the investment in our new distribution center, which was the primary factor in reducing our effective tax rate in fiscal 2007.

2007 Compared to 2006

Net Sales

Net sales decreased $23.0 million to $658.7 million in fiscal 2007, a 3.4% decrease from net sales of $681.7 million in fiscal 2006. Comparable store sales for the 52-week period ended February 2, 2008 decreased 5.2%, or approximately $34.5 million, compared to the 52-week period ended February 3, 2007. This decrease in net sales was partially offset by a $23.3 million increase in sales generated by the 25 stores opened in fiscal 2007 and the effect of a full year's worth of sales for the 14 stores opened in fiscal 2006, net of the sales loss from the 11 stores which were closed during the same periods. Additional sales of approximately $11.5 million were recorded in the

53rd week of fiscal 2006.

We believe the constriction of the general economy during fiscal 2007 directly affected our target customer through higher gasoline prices, escalating food costs, housing and mortgage issues and increased consumer debt loads. These conditions had a direct negative impact on traffic in our stores, and consequently, resulted in lower sales for fiscal 2007. The 5.2% decline in comparable store sales was broad-based, with all product categories experiencing a decline.

Gross Profit

Gross profit decreased $13.0 million to $185.8 million in fiscal 2007, a 6.5% decrease from gross profit of $198.8 million in fiscal 2006. The gross profit margin for fiscal 2007 decreased to 28.2% from 29.2% in fiscal 2006. As a percentage of sales, the merchandise margin remained unchanged compared to the prior year, while buying, distribution and occupancy costs increased 1.0%. An increase in occupancy costs related primarily to the operation of 28 net new stores coupled with declining sales accounted for 0.6% of the 1.0% increase. The remaining 0.4% was primarily related to increases in fixed distribution costs.

Selling, General and Administrative Expenses

Selling, general and administrative expenses increased $5.6 million to $166.7 million in fiscal 2007 from $161.1 million in fiscal 2006. As a percentage of sales, selling, general and administrative expenses increased to 25.3% during fiscal 2007 from 23.7% in fiscal 2006.

Pre-opening costs were $1.0 million, or 0.2% of sales, in fiscal 2007 as compared to $494,000, or 0.1% of sales in fiscal 2006. We opened 25 stores in fiscal 2007 as compared to 14 stores in fiscal 2006. Pre-opening costs, such as advertising, payroll and supplies, incurred prior to the opening of a new store are charged to expense in the period they are incurred. Our average pre-opening costs per store were $40,000 in fiscal 2007 as compared to $35,000 in fiscal 2006. This increase was primarily due to an increase in advertising expenditures.

The portion of store closing costs included in selling, general and administrative expenses for fiscal 2007 was $1.9 million, or 0.3% as a percentage of sales. These costs related to five fiscal 2007 store closings and the impairment and acceleration of expenses associated with management's determination to close 10 stores in fiscal 2008, four in fiscal 2009 and one each in fiscal 2010 and 2011. In fiscal 2006, we incurred $621,000, or 0.1% as a percentage of sales, in store closing costs related to six fiscal 2006 store closings and an impairment charge for one store. The timing and actual amount of expense recorded in closing a store can vary significantly on a store-by-store basis depending, in part, on the period in which management commits to a closing plan, the remaining basis in the fixed assets at the store and any amounts required to be paid as part of the lease termination.

Additional significant items associated with this net increase in selling, general and administrative expenses included $7.2 million of additional expense to operate and support the 28 net new stores (stores opened since the beginning of fiscal 2006, net of store closings), which was partially offset by $3.6 million in comparable store expense savings primarily attributable to variable expense controls along with a $2.0 million decrease in performance based incentive compensation expense. The increase in costs associated with providing general and administrative services to the corporation account for the balance of the increase in selling, general and administrative expenses and are not materially significant as individual items.

Interest Income and Expense

Interest income decreased to $690,000 in fiscal 2007 from $1.2 million in fiscal 2006. The decrease was primarily attributable to lower average cash and cash equivalents balances available for investment purposes throughout fiscal 2007. Interest expense increased to $264,000 in fiscal 2007 from $152,000 in fiscal 2006.

Income Taxes

The effective income tax rate was 34.5% for fiscal 2007 and 38.6% in fiscal 2006. The effective income tax rate for both years differed from the statutory rate due primarily to state and local income taxes, net of the federal tax

benefit and tax credits. In the first quarter of fiscal 2007, we recorded $980,000 of state tax credits related to the investment in our new distribution center, which was the primary factor in reducing the company's effective tax rate in fiscal 2007 as compared to fiscal 2006.

Discontinued Operations

We evaluate our store closings for discontinued operations classification utilizing the guidance within FASB Statement No. 144 ("SFAS No. 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets." Based on this evaluation, we have determined that each of our stores is the lowest level at which the operations and cash flows can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the company. Although each of our stores, on its own, is a component of the company, there may be cases in which we expect significant sales from store closures to transfer to our other existing stores that we continue to operate. In these cases, we believe the operations and cash flows from the store closures will not be eliminated from the ongoing operations of the company, and should not be classified as discontinued operations in accordance with the provisions of SFAS No. 144.

The following table summarizes our discontinued operations for the years ended January 31, 2009, February 2, 2008 and February 3, 2007:

(in thousands, except per store data)

Fiscal years	2008	2007	2006
Total stores closed during year	11	5	6
Stores closed in which sales transferred to existing store locations	4	2	0
Discontinued operations stores [(1)]	7	3	6
Net sales for discontinued operations stores [(1)]	$ 6,800	$ 3,900	$ 5,500
Net loss for discontinued operations stores, net of tax [(1)]	$ (1,500)	$ (475)	$ (639)

(1) These stores are not located near other existing stores to facilitate transference of sales nor do we have significant continuing involvement in their operations after closing. We have not segregated the results of operations for these stores in our consolidated financial statements as the amounts are deemed immaterial.

Liquidity and Capital Resources

Our sources and uses of cash are summarized as follows:

(000s)

Fiscal years	2008	2007	2006
Net income plus depreciation and amortization	$ 22,164	$ 28,613	$ 38,232
Deferred income taxes	780	(387)	(2,383)
Lease incentives	2,038	663	953
Changes in operating assets and liabilities	6,480	(11,378)	(8,676)
Other operating activities	616	2,368	1,141
Net cash provided by operating activities	32,078	19,879	29,267
Net cash used in investing activities	(18,201)	(18,041)	(17,748)
Net cash provided by (used in) financing activities	1,763	(27,500)	3,016
Net increase (decrease) in cash and cash equivalents	$ 15,640	$ (25,662)	$ 14,535

Our primary sources of funds are cash flows from operations and borrowings under our revolving credit facility. For fiscal 2008, net cash provided by operating activities was $32.1 million compared to net cash provided by operating activities of $19.9 million for fiscal 2007. These amounts reflect the income from operations adjusted for non-cash items and working capital changes. This $12.2 increase in cash provided by operations, when comparing the two periods of each year, was primarily due to a reduction in inventory on a per store basis and the timing of payments for accounts payable and accrued liabilities partially offset by a decrease in net income.

Working capital increased to $150.9 million at January 31, 2009 from $141.5 million at February 2, 2008. This was primarily attributable to a $15.6 million increase in cash and cash equivalents and a $7.5 million decrease in accounts payable partially offset by an $11.3 million decrease in merchandise inventories. The current ratio at January 31, 2009 was 3.1 and for February 2, 2008 was 2.8. We had no outstanding interest-bearing debt at January 31, 2009 or February 2, 2008.

Capital expenditures were $18.2 million in fiscal 2008, $18.4 million in fiscal 2007 and $25.0 million in fiscal 2006. No capital lease obligations were incurred during this three-year period. Of the fiscal 2008 capital expenditures, approximately $7.3 million was used for new stores, $4.3 million was used for remodels and relocations and $1.3 million was used for technology. The remaining capital expenditures for fiscal 2008 were used for in-store graphics, fixture improvements and normal asset replacement activities. Lease incentives received from landlords were $2.0 million, $663,000 and $953,000 for fiscal years 2008, 2007 and 2006, respectively.

Capital expenditures are expected to be $9 million to $12 million in fiscal 2009. We intend to open approximately 15 stores at an expected total cost of approximately $5.0 million in fiscal 2009. We anticipate the remediation to the distribution center will cost up to $3.0 million. The remaining capital expenditures are expected to be incurred for store remodels and various other store improvements, along with continued investments in technology and normal asset replacement activities. The actual amount of cash required for capital expenditures for store operations depends in part on the number of new stores opened, the amount of lease incentives, if any, received from landlords and the number of stores remodeled. The opening of new stores will be dependent upon, among other things, the availability of desirable locations, and the negotiation of acceptable lease terms and general economic and business conditions affecting consumer spending in areas we target for expansion.

Our current store prototype uses between 8,000 and 12,000 square feet depending upon, among other factors, the location of the store and the population base the store is expected to service. Capital expenditures for a new store in fiscal 2009 are expected to average approximately $344,000. The average inventory investment in a new store is expected to range from $350,000 to $500,000 depending on the size and sales expectation of the store and the timing of the new store opening. Pre-opening expenses, such as advertising, salaries and supplies, are expected to average approximately $67,000 per store in fiscal 2009. On a per-store basis, for the 24 stores opened during fiscal 2008, the initial inventory investment averaged $425,000, capital expenditures averaged $312,000 and lease incentives received from landlords averaged $30,000.

Significant contractual obligations as of January 31, 2009 and the fiscal years in which payments are due include:

(000's)	Payments Due By Fiscal Year				
Contractual Obligations	Total	2009	2010 & 2011	2012 & 2013	2014 and after
Letters of credit	$ 9,225	$ 9,225	$ 0	$ 0	$ 0
Operating leases	263,619	46,271	78,833	59,708	78,807
Purchase commitments	169,118	169,118	0	0	0
Deferred compensation	2,678	51	136	156	2,335
FIN 48 liabilities	1,135	65	0	0	1,070
Total contractual obligations	$ 445,775	$ 224,730	$ 78,969	$ 59,864	$ 82,212

Our unsecured credit facility provides for up to $95.0 million in cash advances on a revolving basis and both commercial and standby letters of credit. Borrowings under the revolving credit line are based on eligible inventory. The agreement governing the credit facility stipulates that Total Shareholders' Equity, adjusted for the effect of any share repurchases, will not fall below that of the prior fiscal year-end, the ratio of funded debt plus rent to EBITDA plus rent will not exceed 2.5 to 1.0, total distributions for stock repurchases will not exceed $50.0 million and cash dividends will not reduce our Total Shareholders' Equity, adjusted for the effect of any share repurchases, below that of the prior fiscal year-end. We were in compliance with these requirements as of January 31, 2009. Should a default condition be reported, the lenders may preclude additional borrowings and call all loans and accrued interest at their discretion. The credit agreement and amendments thereto are filed as exhibits to (or incorporated by reference in) this annual report on Form 10-K. There were no borrowings outstanding under the credit facility and letters of credit outstanding were $9.2 million at January 31, 2009.

Estimated interest payments on our line of credit are not included in the above table as our line of credit is subject to frequent borrowing and/or repayment activities which does not lend itself to reliable forecasting for disclosure purposes. As of January 31, 2009, $79.0 million was available to us for additional borrowings under the credit facility.

On December 15, 2006, the credit agreement was amended to extend the maturity date to April 30, 2010 and to allow us to repurchase shares of our outstanding common stock in an amount not to exceed $50 million. In December 2006, the Board of Directors authorized a $50 million share repurchase program, which was to terminate on the earlier of the repurchase of the maximum amount or December 31, 2008. On October 8, 2008, the Board of Directors extended the date of termination one year to December 31, 2009. As of January 31, 2009, approximately 1.2 million shares had been repurchased at an aggregate cost of $28.1 million. The amount that remained available under the existing repurchase authorization at January 31, 2009 was $21.9 million.

On or about April 22, 2008, an arbitration claim was filed by SDI Industries, Inc. ("SDI") against us with the American Arbitration Association Western Case Management Center in Los Angeles, California, captioned *SDI Industries, Inc. (Claimant and Counter-Respondent) v. Shoe Carnival, Inc. (Respondent and Counterclaimant)*, in which SDI seeks payment of $1.2 million of unpaid retainage, $700,000 for services it has not yet billed, plus additional interest and legal fees. The retainage was withheld from progress billings for work performed on our new distribution center and is recorded in accrued and other liabilities and fixed assets in our consolidated financial statements. On or about May 21, 2008, we filed a Counterclaim and Response in this matter, denying SDI's claim, and seeking monetary damages of more than $3.0 million. We contend that SDI breached the Contract due to their failure to deliver our distribution center's material handling system pursuant to the specifications of the Contract. The hearing before the arbitration panel is currently scheduled for July 2009.

Although the investment we made in the new distribution center will satisfy our distribution needs throughout fiscal 2009, we have not achieved the productivity that we expect will be required in three to five years, based on our long-term store growth plan. We have contracted with a company to provide recommendations as to system upgrades to improve throughput. Modifications are tentatively expected to be complete prior to the end of fiscal 2009.

We anticipate that our existing cash and cash flow from operations, supplemented by borrowings under our revolving credit line, will be sufficient to fund our planned store expansion along with other capital expenditures, any future repurchase of our common stock under our current repurchase plan and other operating cash requirements for at least the next 12 months.

See Note 4 "Long-Term Debt", Note 5 "Leases", Note 6 "Income Taxes" and Note 7 "Employee Benefit Plans" to our Notes to Consolidated Financial Statements contained in PART II, ITEM 8 of this report for a further discussion of our contractual obligations.

Off-Balance Sheet Arrangements

We did not assign any store operating leases to separate third parties during fiscal 2008. We remain liable on three assignments of operating leases covering former store locations. We believe that the likelihood of material liability being triggered under these leases is remote, and no liability has been accrued for these contingent lease obligations in our consolidated financial statements as of January 31, 2009. See Note 5 "Leases" to our Notes to Consolidated Financial Statements contained in PART II, ITEM 8 of this report for further discussion.

Except for the assignment of certain store operating leases and operating leases entered into in the normal course of business, we have not entered into any off-balance sheet arrangements during fiscal 2008 or fiscal 2007, nor did we have any off-balance sheet arrangements outstanding at January 31, 2009 or February 2, 2008.

Seasonality

Our quarterly results of operations have fluctuated, and are expected to continue to fluctuate in the future, primarily as a result of seasonal variances and the timing of sales and costs associated with opening new stores. Non-capital expenditures, such as advertising and payroll, incurred prior to the opening of a new store are charged to expense as incurred. Therefore, our results of operations may be adversely affected in any quarter in

which we incur pre-opening expenses related to the opening of new stores.

We have three distinct peak selling periods: Easter, back-to-school and Christmas.

New Accounting Pronouncements

Recent accounting pronouncements applicable to our operations are contained in Note 2 "Summary of Significant Accounting Policies," contained in the Notes to Consolidated Financial Statements included in PART II, ITEM 8 of this report.

ITEM 7A. **QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risk in that the interest payable on our credit facility is based on variable interest rates and therefore is affected by changes in market rates. We do not use interest rate derivative instruments to manage exposure to changes in market interest rates. A 1% change in the weighted average interest rate charged under the credit facility would have resulted in interest expense fluctuating by less than $1,000 in fiscal 2008 compared to approximately $20,000 in fiscal 2007.

ITEM 8. **FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The information required by this item appears beginning on page 28.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Shoe Carnival, Inc., Evansville, Indiana

We have audited the accompanying consolidated balance sheets of Shoe Carnival, Inc. and subsidiaries (the Company) as of January 31, 2009 and February 2, 2008, and the related consolidated statements of income, stockholders' equity, and cash flows for the years ended January 31, 2009, February 2, 2008, and February 3, 2007. Our audits also included the financial statement schedule listed in the Index at Item 15. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Shoe Carnival, Inc. and subsidiaries as of January 31, 2009 and February 2, 2008, and the results of their operations and their cash flows for the years ended January 31, 2009, February 2, 2008, and February 3, 2007, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

As discussed in Note 2 to the consolidated financial statements, the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48*, Accounting for Uncertainties in Income Taxes* in 2007.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of January 31, 2009, based on the criteria established in *Internal ControlIntegrated Framework* issued by the Committee of Sponsoring

Organizations of the Treadway Commission and our report dated April 16, 2009 expressed an unqualified opinion on the Company's internal control over financial reporting.

/s/ Deloitte & Touche LLP

Indianapolis, Indiana
April 16, 2009

Shoe Carnival, Inc.
Consolidated Balance Sheets
(In thousands, except per share data)

	January 31, 2009	February 2, 2008
Assets		
Current Assets:		
Cash and cash equivalents	$ 24,817	$ 9,177
Accounts receivable	1,607	411
Merchandise inventories	189,494	200,781
Deferred income tax benefit	2,305	2,340
Other	4,634	7,221
Total Current Assets	222,857	219,930
Property and equipment net	70,217	71,686
Total Assets	$ 293,074	$ 291,616
Liabilities and Shareholders Equity		
Current Liabilities:		
Accounts payable	$ 60,320	$ 67,786
Accrued and other liabilities	11,600	10,689
Total Current Liabilities	71,920	78,475
Deferred lease incentives	5,844	5,396
Accrued rent	5,331	5,925
Deferred income taxes	1,144	399
Deferred compensation	2,678	3,559
Other	1,521	1,250
Total Liabilities	88,438	95,004
Shareholders Equity:		
Common stock, $.01 par value, 50,000 shares authorized, 13,664 and 13,670 shares issued at January 31, 2009 and February 2, 2008	137	137
Additional paid-in capital	67,686	75,523
Retained earnings	153,866	148,547
Treasury stock, at cost, 745 and 1,205 shares at January 31, 2009 and February 2, 2008	(17,053)	(27,595)
Total Shareholders Equity	204,636	196,612
Total Liabilities and Shareholders Equity	$ 293,074	$ 291,616

See notes to consolidated financial statements.

Shoe Carnival, Inc.
Consolidated Statements of Income
(In thousands, except per share data)

Fiscal years ended	January 31, 2009	February 2, 2008	February 3, 2007
Net sales	$ 647,572	$ 658,680	$ 681,662
Cost of sales (including buying, distribution and occupancy costs)	473,244	472,831	482,888
Gross profit	174,328	185,849	198,774
Selling, general and administrative expenses	165,953	166,717	161,144
Operating income	8,375	19,132	37,630
Interest income	(148)	(690)	(1,235)
Interest expense	153	264	152
Income before income taxes	8,370	19,558	38,713
Income tax expense	3,051	6,751	14,949
Net income	$ 5,319	$ 12,807	$ 23,764
Net income per share:			
Basic	$ 0.43	$ 0.99	$ 1.78
Diluted	$ 0.43	$ 0.97	$ 1.73
Average shares outstanding:			
Basic	12,406	12,922	13,373
Diluted	12,492	13,158	13,744

See notes to consolidated financial statements.

Shoe Carnival, Inc.
Consolidated Statements of Shareholders' Equity
(In thousands)

	Common Stock			Additional Paid-In	Retained	Treasury	Deferred Equity	
	Issued	Treasury	Amount	Capital	Earnings	Stock	Compensation	Total
Balance at January 28, 2006	13,363	(95)	$ 134	$ 70,672	$ 112,090	$ (658)	$ (1,083)	$ 181,155
Stock option exercises	175	65	2	2,154		453		2,609
Stock-based compensation income tax benefit				916				916
Employee stock purchase plan purchases	8			168				168

Restricted stock awards	15	39		(446)		446		0
Accounting change for stock-based compensation				(1,083)			1,083	0
Common stock repurchased		(9)				(241)		(241)
Stock-based compensation expense				1,578				1,578
Net income					23,764			23,764
Balance at February 3, 2007	13,561	0	136	73,959	135,854	0	0	209,949
Stock option exercises	24	15		116		413		529
Stock-based compensation income tax benefit				404				404
Employee stock purchase plan purchases	2	7		(11)		182		171
Restricted stock awards	83	11	1	(310)		309		0
Common stock repurchased		(1,238)				(28,499)		(28,499)
Stock-based compensation expense				1,365				1,365
Cumulative effect of adoption of FIN 48					(114)			(114)
Net income					12,807			12,807
Balance at February 2, 2008	13,670	(1,205)	137	75,523	148,547	(27,595)	0	196,612
Stock option exercises		124		(1,462)		2,837		1,375
Stock-based compensation income tax benefit				214				214
Employee stock purchase plan purchases		16		(191)		356		165
Restricted stock awards	(6)	320		(7,350)		7,350		0
Common stock repurchased						(1)		(1)
Stock-based compensation expense				952				952
Net income					5,319			5,319
Balance at January 31, 2009	13,664	(745)	$ 137	$ 67,686	$ 153,866	$ (17,053)	$ 0	$ 204,636

See notes to consolidated financial statements.

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Shoe Carnival, Inc.
Consolidated Statements of Cash Flows
(In thousands)

Fiscal years ended	January 31, 2009	February 2, 2008	February 3, 2007
Cash Flows From Operating Activities			
Net income	$ 5,319	$ 12,807	$ 23,764
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	16,845	15,806	14,468
Stock-based compensation	977	1,365	1,578
Loss on retirement and impairment of assets	2,454	1,814	332
Deferred income taxes	780	(387)	(2,383)
Lease incentives	2,038	663	953
Other	(2,815)	(811)	(769)
Changes in operating assets and liabilities:			
Accounts receivable	(1,196)	537	(662)
Merchandise inventories	11,287	(4,119)	(12,669)
Accounts payable and accrued liabilities	(6,195)	(2,541)	3,653
Other	2,584	(5,255)	1,002
Net cash provided by operating activities	32,078	19,879	29,267
Cash Flows From Investing Activities			
Purchases of property and equipment	(18,204)	(18,434)	(24,952)
Proceeds from sale of property and equipment	3	387	7,202
Other	0	6	2
Net cash used in investing activities	(18,201)	(18,041)	(17,748)
Cash Flow From Financing Activities			
Borrowings under line of credit	6,625	72,220	0
Payments on line of credit	(6,625)	(72,220)	0
Proceeds from issuance of stock	1,540	700	2,777
Excess tax benefits from stock-based compensation	224	299	480
Common stock repurchased	(1)	(28,499)	(241)
Net cash provided by (used in) financing activities	1,763	(27,500)	3,016
Net increase (decrease) in cash and cash equivalents	15,640	(25,662)	14,535
Cash and cash equivalents at beginning of year	9,177	34,839	20,304
Cash and Cash Equivalents at End of Year	$ 24,817	$ 9,177	$ 34,839
Supplemental disclosures of cash flow information:			
Cash paid during year for interest	$ 151	$ 264	$ 150
Cash paid during year for income taxes	$ 3,022	$ 7,662	$ 15,402
Capital expenditures incurred but not yet paid	$ 1,695	$ 2,066	$ 4,822

See notes to consolidated financial statements.

Shoe Carnival, Inc.
Notes to Consolidated Financial Statements

Note 1 Organization and Description of Business

Our consolidated financial statements include the accounts of Shoe Carnival, Inc. and its wholly-owned subsidiaries SCHC, Inc. and Shoe Carnival Ventures, LLC, and SCLC, Inc., a wholly-owned subsidiary of SCHC, Inc. (collectively referred to as "we", "our" or "us"). All significant intercompany accounts and transactions have been eliminated. Our primary activity is the sale of footwear and related products through retail stores operated by us primarily in the Midwest, South and Southeast regions of the United States.

Note 2 Summary of Significant Accounting Policies

Fiscal Year

Our fiscal year is a 52/53 week year ending on the Saturday closest to January 31. Unless otherwise stated, references to years 2008, 2007, and 2006 relate respectively to the fiscal years ended January 31, 2009, February 2, 2008, and February 3, 2007. Fiscal year 2006 consisted of 53 weeks and the other fiscal years consisted of 52 weeks.

Cash and Cash Equivalents

We had cash and equivalents of $24.8 million and $9.2 million at January 31, 2009 and February 2, 2008, respectively. Additionally, credit and debit card receivables totaling $3.9 million and $4.1 million were included in cash equivalents at January 31, 2009 and February 2, 2008, respectively.

We consider all certificates of deposit and other short-term investments with an original maturity date of three months or less to be cash equivalents. As of January 31, 2009, all invested cash was held in either a bank money market account, a U.S. Treasury investment fund, or a bank commercial paper account. While these investments are not considered by management to be at significant risk, they could be impacted if the underlying financial institutions fail or are subject to other adverse conditions in the financial markets.

The cash balances held in bank operating accounts are covered by the Federal Deposit Insurance Corporation ("FDIC") Transaction Account Guarantee Program. Through December 31, 2009, non-interest checking accounts and certain low interest transaction accounts are fully guaranteed for the entire amount in the account.

To date, we have experienced no loss or lack of access to either invested cash or cash held in our operating accounts.

Fair Value of Financial Instruments

Statement of Financial Accounting Standards ("SFAS") No. 107, "Disclosures about Fair Value of Financial Instruments," requires management to disclose the estimated fair value of certain assets and liabilities defined by SFAS No. 107 as financial instruments. The carrying amount of cash and cash equivalents, accounts receivable, accounts payable and accrued and other liabilities included in the consolidated balance sheets approximate fair value given the short-term nature of these financial instruments.

Merchandise Inventories and Cost of Sales

Merchandise inventories are stated at the lower of cost or market using the first-in, first-out (FIFO) method. In determining market value, we estimate the future sales price of items of merchandise contained in the inventory as of the balance sheet date. Factors considered in this determination include, among others, current and recently recorded sales prices, the length of time product has been held in inventory and quantities of various product styles contained in inventory. The ultimate amount realized from the sale of certain product could differ

materially from our estimates.

Costs of sales includes the cost of merchandise sold, buying, distribution, and occupancy costs, inbound freight expense, provision for inventory obsolescence, inventory shrink and credits and allowances from merchandise vendors in accordance with Emerging Issues Task Force Issue No. 02-16, "Accounting by a Customer (Including a Reseller) for Certain Consideration Received from a Vendor."

Property and Equipment-Net

Property and equipment is stated at cost. Depreciation and amortization of property, equipment and leasehold improvements are taken on the straight-line method over the shorter of the estimated useful lives of the assets or the applicable lease terms. Lives used in computing depreciation and amortization range from two to twenty years. Expenditures for maintenance and repairs are charged to expense as incurred. Expenditures, which materially increase values, improve capacities or extend useful lives are capitalized. Upon sale or retirement, the costs and related accumulated depreciation or amortization are eliminated from the respective accounts and any resulting gain or loss is included in operations.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that full recoverability is questionable. Factors used in the evaluation include, but are not limited to, our plans for future operations, recent operating results and projected cash flows. Based upon this review, we recorded non-cash impairment charges of $2.1 million, $1.5 million and $100,000 in fiscal years 2008, 2007 and 2006, respectively.

Insurance Reserves

We use a combination of self-insurance and third-party insurance for workers' compensation, employee medical and general liability insurance. These plans have stop-loss provisions that protect us from individual and aggregate losses over specified dollar values. When estimating our self-insured liabilities, we consider a number of factors, including historical claims experience, severity factors, statistical trends and in certain instances valuation assistance provided by independent third-parties. We evaluate our self-insured liabilities and the underlying assumptions on a quarterly basis and make adjustments as needed. The ultimate cost of these claims may be greater than or less than the established accruals. While we believe that the recorded amounts are adequate, there can be no assurance that changes to management's estimates will not occur due to limitations inherent in the estimating process. In the event we determine an accrual should be increased or reduced, we will record such adjustments in the period in which such determination is made.

Deferred Lease Incentives

All cash incentives received from landlords for leasehold improvements and fixturing of stores are recorded as deferred income and amortized over the life of the lease on a straight-line basis as a reduction of rental expense.

Accrued Rent

We are party to various lease agreements which require scheduled rent increases over the initial lease term. Rent expense for such leases is recognized on a straight-line basis over the initial lease term beginning the earlier of the start date of the lease or when we take possession of the property. The difference between rent based upon scheduled monthly payments and rent expense recognized on a straight-line basis is recorded as accrued rent.

Revenue Recognition

Revenue from sales of our merchandise is recognized at the time of sale, net of sales tax. In the regular course of business, we offer our customers sales incentives including coupons, discounts, and free merchandise. Sales are recorded net of such incentives and returns and allowances. If an incentive involves free merchandise, that merchandise is recorded as a zero sale and the cost is included in cost of sales. Gift card revenue is recognized at the time of redemption.

Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

Cash Consideration Received From a Vendor

Cash consideration is primarily received from merchandise vendors. Cash consideration is either recorded as a reduction of the price paid for the vendor's products and recorded as a reduction of our cost of sales or if the cash consideration represents a reimbursement of a specific, incremental and identifiable cost then it is recorded as an offset to the same financial statement line item.

Cash consideration received from our vendors includes co-operative advertising/promotion, margin assistance, damage allowances and rebates earned for a specific level of purchases over a defined time period. Cash consideration principally takes the form of credits that we can apply against trade amounts owed.

Cash consideration received after the related merchandise has been sold is recorded as an offset to cost of sales in the period negotiations are finalized. For cash consideration received on merchandise still in inventory, the allowance is recorded as a reduction to the cost of on-hand inventory and recorded as a reduction of our cost of sales at the time of sale. Allowances received from vendors representing a reimbursement of specific, incremental and identifiable costs are offset to the same financial statement line item. Should the allowances received exceed the incremental cost then the excess consideration is recorded as a reduction to the cost of on-hand inventory and allocated to cost of sales in future periods utilizing an average inventory turn rate.

Store Opening and Start-up Costs

Non-capital expenditures, such as advertising, payroll and supplies, incurred prior to the opening of a new store are charged to expense in the period they are incurred. Start-up costs associated with the new distribution center were incurred in the first quarter of fiscal 2007 and charged to expense.

Advertising Costs

Print, radio and television communication costs are generally expensed when incurred. Internal production costs are expensed when incurred and external production costs are expensed in the period the advertisement first takes place. Advertising expenses included in selling, general and administrative expenses were $28.7 million, $34.9 million and $32.8 million in fiscal years 2008, 2007 and 2006, respectively.

Segments of an Enterprise and Related Information

We have identified each retail store as individual operating segments, which have been aggregated into one reportable business segment that offers the same principal product and service throughout the Midwest, South and Southeast regions of the United States.

Discontinued Operations

We evaluate our store closings for discontinued operations classification utilizing the guidance within Financial Accounting Standards Board (the "FASB") Statement No. 144 ("SFAS No. 144"), "Accounting for the Impairment or Disposal of Long-Lived Assets." Based on this evaluation, we have determined that each of our stores is the lowest level at which the operations and cash flows can be clearly distinguished, operationally and for financial reporting purposes, from the rest of the company. Although each of our stores, on its own, is a component of the company, there may be cases in which we expect significant sales from store closures to transfer to our other existing stores that we continue to operate. In these cases, we believe the operations and cash flows from the store closures will not be eliminated from the ongoing operations of the company, and should not be classified as discontinued operations in accordance with the provisions of SFAS No. 144.

Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

The following table summarizes our discontinued operations for the years ended January 31, 2009, February 2, 2008 and February 3, 2007:

(in thousands, except per store data)			
Fiscal years	2008	2007	2006
Total stores closed during year	11	5	6
Stores closed in which sales transferred to existing store locations	4	2	0
Discontinued operations stores [1]	7	3	6
Net sales for discontinued operations stores [1]	$ 6,800	$ 3,900	$ 5,500
Net loss for discontinued operations stores, net of tax [1]	$ (1,500)	$ (475)	$ (639)

(1) These stores are not located near other existing stores to facilitate transference of sales nor do we have significant continuing involvement in their operations after closing. We have not segregated the results of operations for these stores in our consolidated financial statements as the amounts are deemed immaterial.

Income Taxes

We compute income taxes using the asset and liability method, under which deferred income taxes are provided for the temporary differences between the financial reporting basis and the tax basis of our assets and liabilities.

Effective February 4, 2007, we account for uncertain tax positions in accordance with Interpretation No. 48, "Accounting for Uncertainty in Income Taxes an interpretation of the Financial Accounting Standards Board (the "FASB") Statement No. 109" ("FIN 48") and report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest expense and penalties, if any, related to uncertain tax positions in income tax expense.

Net Income Per Share

Net income per share of common stock is based on the weighted average number of shares and common share equivalents outstanding during the year. The following table presents a reconciliation of our basic and diluted weighted average common shares outstanding as required by SFAS No. 128, "Earnings Per Share":

(000 s)			
Fiscal years	2008	2007	2006
Basic shares	12,406	12,922	13,373
Dilutive effect of stock-based awards	86	236	371
Diluted shares	12,492	13,158	13,744

Options to purchase 223,600 shares of common stock in fiscal 2008 were not included in the computation of diluted shares because the options exercise prices were greater than the average market price for the period. For fiscal 2007 and 2006, there were no anti-dilutive shares.

Stock-Based Compensation

Effective January 29, 2006, we adopted the fair value recognition provisions of SFAS No. 123 (revised 2004), "Share-Based Payment" ("SFAS No. 123R"), using the modified prospective transition method and began recognizing compensation expense for stock-based awards based on the fair value of the awards. Stock-based awards include stock option grants, stock appreciation rights, restricted stock grants and certain transactions

under our other stock-based compensation plans.

SFAS No. 123R requires share-based compensation expense to be based on the following: a) fair value estimated in accordance with the original provisions of SFAS No. 123 for unvested stock-based awards granted prior to the adoption date; b) fair value estimated in accordance with the provisions of SFAS No. 123R for all stock-based awards granted subsequent to the adoption date; and c) the discount on shares sold to employees subsequent to the adoption date, which represents the difference between the grant date fair value and the employee purchase price. Stock-based compensation expense is included in selling, general and administrative expense.

SFAS No. 123R requires us to apply an estimated forfeiture rate in calculating the period expense as opposed to recognizing forfeitures as an expense reduction as they occur, which was the method used prior to adoption. Forfeiture estimates are adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from previous estimates. SFAS No. 123R also requires the benefit of tax deductions in excess of the compensation cost recognized for exercised options and restricted stock that vests to be classified as financing cash inflows rather than operating cash inflows. This amount is shown as "Excess tax benefits from stock-based compensation" on the consolidated statement of cash flows in accordance with SFAS No. 123R.

New Accounting Pronouncements

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. The provisions of SFAS No. 157 are effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB deferred the implementation of SFAS No. 157 for certain non-financial assets and liabilities for fiscal years beginning after November 15, 2008. We adopted the provisions of SFAS No. 157 for financial assets and liabilities on February 3, 2008 and elected to defer adoption for non-financial assets and liabilities. The adoption of SFAS No. 157 for financial assets did not have a material impact on our consolidated financial statements. We do not believe the adoption of SFAS No. 157 for certain non-financial assets and liabilities will have a material impact on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141R, "Business Combinations" ("SFAS No. 141R"). SFAS No. 141R requires an acquirer to recognize the assets acquired, the liabilities assumed, and any non-controlling interest in the acquired business at the acquisition date, measured at their full fair values as of that date. SFAS No. 141R is effective for business combinations occurring after December 31, 2008, with early application prohibited. We do not believe the adoption of SFAS No. 141R will have a material impact on our consolidated financial statements.

In April 2008, the FASB issued Staff Position No. FAS 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP FAS 142-3"), which amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under FASB Statement No. 142, "Goodwill and Other Intangible Assets". FSP FAS 142-3 allows an entity to use its own historical experience in renewing or extending similar arrangements, adjusted for specified entity-specific factors, in developing assumptions about renewal or extension used to determine the useful life of a recognized intangible asset. Additional disclosures are required to enable financial statement users to assess the extent to which the expected future cash flows associated with the asset are affected by the entitys intent and/or ability to renew or extend the arrangement. The guidance for determining the useful life of a recognized intangible asset is to be applied prospectively to intangible assets acquired after the effective date. The disclosure requirements are to be applied prospectively to all intangible assets recognized as of, and subsequent to, the effective date. FSP FAS 142-3 is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008, with early adoption prohibited. We do not believe the adoption of FSP FAS 142-3 will have a material impact on our consolidated financial statements.

Note 3 Property and Equipment-Net

The following is a summary of property and equipment:

(000s)	January 31, 2009	February 2, 2008
Furniture, fixtures and equipment	$ 105,913	$ 103,107
Leasehold improvements	60,319	57,976
Total	166,232	161,083
Less accumulated depreciation and amortization	(96,015)	(89,397)
Property and equipment net	$ 70,217	$ 71,686

Note 4 Long-Term Debt

We have an unsecured credit agreement (the "Credit Agreement") with a bank group, which allows for both cash advances and the issuance of letters of credit. On December 15, 2006, the Credit Agreement was amended to extend the maturity date to April 30, 2010. The maximum amount available under the credit facility was increased from $70 million to $95 million in an amendment on June 10, 2008.

Borrowings under the revolving credit line are based on eligible inventory. The Credit Agreement governing the credit facility stipulates Total Shareholders' Equity, adjusted for the effect of any share repurchases, will not fall below that of the prior fiscal year-end, the ratio of funded debt plus rent to EBITDA plus rent will not exceed 2.5 to 1.0, total distributions for stock repurchases will not exceed $50.0 million and cash dividends will not reduce our Total Shareholders' Equity, adjusted for the effect of any share repurchases, below that of the prior fiscal year-end. We were in compliance with these requirements as of January 31, 2009. Should a default condition be reported, the lenders may preclude additional borrowings and call all loans and accrued interest at their discretion.

The credit facility bears interest, at our option, at the agent banks prime rate (3.50% at January 31, 2009) minus 0.5% or LIBOR plus from 0.75% to 1.5%, depending on our achievement of certain performance criteria. A commitment fee is charged, at our option, at 0.3% per annum on the unused portion of the bank groups commitment or 0.15% per annum of the total commitment. We had no outstanding long-term debt at January 31, 2009 or February 2, 2008. At January 31, 2009, we had $9.2 million of outstanding letters of credit and $79.0 million was available to us for additional borrowings under the credit facility.

Note 5 Leases

We lease all of our retail locations and certain equipment under operating leases expiring at various dates through fiscal 2022. Various lease agreements require scheduled rent increases over the initial lease term. Rent expense for such leases is recognized on a straight-line basis over the initial lease term beginning the earlier of the start date of the lease or when we take possession of the property. The difference between rent based upon scheduled monthly payments and rent expense recognized on a straight-line basis is recorded as accrued rent. All cash incentives received from landlords for leasehold improvements and fixturing of stores are recorded as deferred income and amortized over the life of the lease on a straight-line basis as a reduction of rental expense.

Certain leases provide for contingent rents that are not measurable at inception. These contingent rents are primarily based on a percentage of sales that are in excess of a predetermined level. These amounts are excluded from minimum rent and are included in the determination of total rent expense when it is probable that the expense has been incurred and the amount is reasonably estimable. Certain leases also contain escalation clauses for increases in operating costs and taxes.

We did not assign any store operating leases to separate third parties during fiscal 2008. We remain liable on three assignments of operating leases covering former store locations. These operating leases were assigned to third parties in prior years. The assignments require us to make payments under the lease agreements in certain events of default. The maximum potential amount of future payments (undiscounted) that we could be required to make under all assignments is approximately $2.3 million at January 31, 2009. One assignment remains in effect

until the lease expires in fiscal 2011. Two of the assignments remain in effect until the leases expire in fiscal year 2013. We believe that the likelihood of material liability being triggered under these leases is remote, and no liability has been accrued for these contingent lease obligations in our consolidated financial statements as of January 31, 2009.

In February 2006, we sold our combined distribution center and corporate headquarters for $7.2 million and recorded a loss of approximately $55,000 including legal fees and associated selling costs. We entered into a lease to continue operations in this combined facility, the initial term of which expired on January 31, 2007. The lease provided an option that allowed us to continue our occupancy until January 31, 2008. We exercised this option during fiscal 2006 and leased the combined facility on a month-to-month basis. In March and June 2007, we relinquished our rights to the distribution center and corporate headquarters, respectively.

In February 2006, we entered into an operating lease with an independent third-party to lease our new distribution center. The lease has an initial term of 15 years, commencing on December 1, 2006. We have the right to extend the initial lease term for up to three additional, successive periods of five years each.

In June 2006, we entered into an operating lease with an independent third-party to lease our new corporate headquarters for an initial term of 15 years, commencing on June 1, 2007. We have the right to extend the initial lease term for up to three additional, successive periods of five years each.

Rental expense for our operating leases consisted of:

(000s) Fiscal years	2008	2007	2006
Rentals for real property	$ 46,628	$ 43,800	$ 40,643
Contingent rent	50	22	74
Equipment rentals	393	452	502
Total	$ 47,071	$ 44,274	$ 41,219

Future minimum lease payments at January 31, 2009 are as follows:

(000s) Fiscal years	Operating Leases
2009	$ 46,271
2010	41,983
2011	36,850
2012	32,572
2013	27,136
Thereafter to 2022	78,807
Total	$ 263,619

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Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

Note 6 Income Taxes

The provision for income taxes consisted of:

(000s) Fiscal years	2008	2007	2006
Current:			
Federal	$ 1,825	$ 6,992	$ 15,801
State	446	146	1,531

Total current	2,271	7,138	17,332
Deferred:			
Federal	758	(147)	(2,188)
State	22	(240)	(195)
Total deferred	780	(387)	(2,383)
Total provision	$ 3,051	$ 6,751	$ 14,949

We realized a tax benefit of $214,000, $404,000, and $916,000 in fiscal years 2008, 2007, and 2006, respectively, as a result of the exercise of stock options and the vesting of restricted stock, which is recorded in shareholders equity.

Reconciliation between the statutory federal income tax rate and the effective income tax rate is as follows:

Fiscal years	2008	2007	2006
U.S. Federal statutory tax rate	35.0%	35.0%	35.0%
State and local income taxes, net of federal tax benefit	5.6	(0.5)	3.4
Other	(4.1)	0.0	0.2
Effective income tax rate	36.5%	34.5%	38.6%

In fiscal 2008, we recorded $414,000 and $35,000 of federal and state employment related tax credits, respectively. In fiscal 2007, we recorded $980,000 of state tax credits related to the investment in our new distribution center. All of these credits had the effect of reducing our effective tax rate in the respective year.

Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

Deferred income taxes are the result of temporary differences in the recognition of revenue and expense for tax and financial reporting purposes. The sources of these differences and the tax effect of each are as follows:

(000s)	January 31, 2009	February 2, 2008
Deferred tax assets:		
Accrued rent	$ 2,053	$ 2,281
Accrued compensation	1,462	1,768
Accrued employee benefits	1,273	925
Inventory	616	860
Self-insurance reserves	464	0
Lease incentives	651	0
Unrecognized tax benefits	487	357
State bonus depreciation addback	193	121
Other	439	360
Total deferred tax assets	7,638	6,672
Deferred tax liabilities:		
Depreciation	5,635	3,511
Lease incentives	0	321
Capitalized costs	842	899
Total deferred tax liabilities	6,477	4,731
Net deferred tax asset	1,161	1,941

Less current deferred income tax benefit		(2,305)		(2,340)
Long-term deferred income taxes	$	(1,144)	$	(399)

As of January 31, 2009, we had available state tax credits of $136,000 that can be carried forward for eight years.

On February 4, 2007, we adopted the provisions of FIN 48. This interpretation of SFAS No. 109 clarifies the accounting for the uncertainty in income taxes recognized by prescribing a recognition threshold that a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on derecognition of tax benefits, classification on the balance sheet, interest and penalties, accounting in interim periods, disclosure, and transition. The total effect of the adoption on our consolidated balance sheet as of February 4, 2007 was a $361,000 increase in tax liability including penalties and interest and a $247,000 increase in deferred income tax benefits. This resulted in a $114,000 net reduction to retained earnings. After recording these entries, we had a liability for unrecognized tax benefits, including interest and penalties, of $775,000 at February 4, 2007.

Our liability for unrecognized tax benefits is related to tax years encompassing our fiscal years 1999 through 2008, the tax years which remain subject to examination by major tax jurisdictions as of January 31, 2009.

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest and penalties, is as follows:

(000's) Fiscal years	2008	2007
Beginning balance	$ 1,029	$ 567
Increases tax positions in prior period	0	301
Decreases tax positions in prior period	(20)	0
Gross increases current period tax positions	126	161
Ending balance	$ 1,135	$ 1,029

A liability of $1.6 million for uncertain tax positions has been recognized as of January 31, 2009, of which $1.5 million is included in Other liabilities on the consolidated balance sheets. The liability for uncertain tax positions is comprised of $1.1 million related to unrecognized tax positions, $326,000 related to accrued interest and $156,000 related to accrued penalties. If our uncertain tax positions become recognizable, the amount would reduce our effective tax rate.

During the next twelve months we expect to effectively settle an uncertain tax position which will reduce our unrecognized tax liability by $65,000, excluding penalties and interest. We also expect to be audited in fiscal 2009 by a taxing authority in which uncertain tax positions have been deemed to not be more-likely-than-not to be upheld in our FIN 48 analysis. During the next twelve months, the amount of unrecognized tax liabilities could be reduced by up to $108,000, excluding penalty and interest.

Prior to the adoption of FIN 48, we recorded interest expense related to uncertain tax positions as a component of interest expense. Upon adoption of FIN 48, we changed this policy to record such interest expense as a component of income tax expense in the consolidated statement of income. Penalties have historically been included as a component of income tax expense and will continue to be recorded in this manner with the adoption of FIN 48. During fiscal 2008, we recorded $146,000 of interest and penalty expense related to uncertain tax positions.

Note 7 Employee Benefit Plans

Retirement Savings Plan

On February 24, 1994, our Board of Directors approved the Shoe Carnival Retirement Savings Plan (the "Retirement Plan"). The Retirement Plan is open to all employees who have been employed for one year, are at least 21 years of age and who work at least 1,000 hours in a defined year. The primary savings mechanism under the Retirement Plan is a 401(k) plan under which an employee may contribute up to 20% of earnings with us matching the first 4% at a rate of 50%.

Our contributions to the participants accounts become fully vested when the participant reaches their third anniversary of employment with us. Contributions charged to expense were $450,000, $447,000 and $482,000 in fiscal years 2008, 2007 and 2006, respectively.

Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

Stock Purchase Plan

On May 11, 1995, our shareholders approved the Shoe Carnival, Inc. Employee Stock Purchase Plan (the "Stock Purchase Plan") as adopted by our Board of Directors on February 9, 1995. The Stock Purchase Plan reserves 300,000 shares of our common stock (subject to adjustment for any subsequent stock splits, stock dividends and certain other changes in the common stock) for issuance and sale to any employee who has been employed for more than a year at the beginning of the calendar year, and who is not a 10% owner of our stock, at 85% of the then fair market value up to a maximum of $5,000 in any calendar year. Under the plan, 15,600, 9,200 and 7,700 shares of common stock were purchased by participants in the plan and proceeds to us for the sale of those shares were approximately $165,000, $171,000 and $168,000 for fiscal years 2008, 2007 and 2006, respectively. At January 31, 2009, 128,120 shares of unissued common stock were reserved for future purchase under the Stock Purchase Plan.

The following table summarizes information regarding stock-based compensation expense recognized for the employee stock purchase plan:

(000's)

Fiscal years	2008	2007 (1)	2006
Stock-based compensation expense before the recognized income tax benefit (2)	$ 29	$ 30	$ 30
Income tax benefit	$ 11	$ 12	$ 11

(1) Income tax benefit was calculated using an adjusted effective tax rate. The adjusted rate removes the tax effect of a reduction in state income taxes from state incentives related to the investment in our new distribution center.
(2) Amounts are representative of the 15% discount employees are provided for purchases under the employee stock purchase plan.

Deferred Compensation Plan

In fiscal 2000, we established a non-qualified deferred compensation plan for certain key employees who, due to Internal Revenue Service guidelines, cannot take full advantage of the employer sponsored 401(k) plan. Participants in the plan elect on an annual basis to defer, on a pre-tax basis, portions of their current compensation until retirement, or earlier if so elected. While not required to, we can match a portion of the employees contributions, which would be subject to vesting requirements. The compensation deferred under this plan is credited with earnings or losses measured by the mirrored rate of return on investments elected by plan participants. The plan is currently unfunded. Due to the downturn in the economy, the plan recorded a loss of $1.1 million in fiscal 2008. Compensation (income)/expense for our match and earnings on the deferred amounts were ($977,000), $269,000 and $409,000 for fiscal years 2008, 2007 and 2006, respectively. Total deferred compensation liability at January 31, 2009 and February 2, 2008 was $2.7 million and $3.6 million, respectively.

Note 8 Stock Based Compensation

Compensation Plan Summaries

We have three stock-based compensation plans: the 1993 Stock Option and Incentive Plan (the "1993 Plan"), the Outside Directors Stock Option Plan (the "Directors Plan") and the 2000 Stock Option and Incentive Plan (the "2000 Plan").

The 1993 Plan was approved by our Board of Directors and shareholders effective January 15, 1993, and amended at the 1997 annual meeting of shareholders. The 1993 Plan reserved 1,500,000 shares of common stock for stock option grants (subject to adjustment for subsequent stock splits, stock dividends and certain other changes in the common stock). On January 14, 2003, the 1993 Plan expired. Previously issued stock options can be exercised for up to 10 years from their date of grant. At January 31, 2009, all outstanding stock options granted under the 1993 Plan were fully vested.

The Directors Plan was approved by our Board of Directors on March 4, 1999. The plan reserves for issuance 25,000 shares of common stock (subject to adjustment for stock splits, stock dividends and certain other changes to the common stock). No grants were made under this plan in fiscal years 2006, 2007 or 2008, and it is currently the intention of the Board of Directors not to grant stock options under this plan in the future. At January 31, 2009, 9,000 shares of unissued common stock were reserved for possible future grants under the Directors Plan. At January 31, 2009, all outstanding stock options granted under the Directors Plan were fully vested.

The 2000 Plan was approved by our Board of Directors and shareholders effective June 8, 2000. The 2000 Plan initially reserved 1,000,000 shares of common stock for stock option and restricted stock grants, but on June 11, 2004, the 2000 Plan was amended to increase the number of shares reserved for issuance to 1,500,000 (subject to adjustment for subsequent stock splits, stock dividends and certain other changes in the common stock). On June 14, 2005, the 2000 Plan was further amended to include our non-employee Directors as individuals eligible to receive awards; to stipulate that the exercise price of all options granted may not be less than the fair market value of our common stock on the date the option is granted; and to delete the provision permitting loans to participants. On June 12, 2008, the 2000 Plan was amended to increase the number of shares reserved for issuance to 2,000,000, and to extend the term of the 2000 Plan until the later of ten years from the date of adoption of the 2000 Plan by our shareholders or the approval of any amendment of the 2000 Plan by our shareholders. On October 8, 2008, the 2000 Plan was further amended to modify the change in control provisions and to provide that upon a change in control (as defined in the 2000 Plan), any shares of restricted stock will become fully vested in the participants. At January 31, 2009, 547,084 shares of unissued common stock were reserved for future grants under the 2000 Plan.

Stock options currently outstanding under the 2000 Plan typically were granted such that one-third of the shares underlying the stock options granted would vest and become fully exercisable on each of the first three anniversaries of the date of the grant and were assigned a 10-year term from the date of grant. Restricted stock awards issued to employees under the 2000 Plan either vest upon the achievement of specified levels of annual earnings per diluted share during a six-year period starting from the grant date or were granted such that one-third of the shares would vest on each of the first three anniversaries subsequent to the date of the grant. For the performance-based awards, should the annual earnings per diluted share criteria not be met within the six-year period from the grant date, any shares still restricted will be forfeited. All restricted stock awards issued to date to non-employee Directors vested on January 2 of the year following the year of the grant.

Plan Specific Activity and End of Period Balance Summaries

Stock Options

The following table summarizes the stock option transactions pursuant to the stock-based compensation plans for the year ended January 31, 2009:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (in thousands)
Outstanding at February 2, 2008	637,709	$ 12.40		
Granted	17,500	14.63		
Forfeited or expired	(5,167)	13.66		
Exercised	(123,874)	11.11		
Outstanding at January 31, 2009	526,168	$ 12.77	3.38	$ 207
Options outstanding at January 31, 2009, net of estimated forfeitures	520,613	$ 12.77	3.77	$ 207
Exercisable at January 31, 2009	487,001	$ 12.76	3.40	$ 207

The weighted-average fair value of options granted was $6.44 during fiscal 2008 and $4.90 during fiscal 2007. No options were granted during fiscal 2006. The fair value of options granted were estimated at grant date using a Black-Scholes option-pricing model with the following weighted-average assumptions:

Fiscal years	2008	2007
Risk free interest rate	3.0%	2.8%
Expected dividend yield	0.0%	0.0%
Expected volatility	45.93%	43.91%
Expected term	5 Years	5 Years

The risk free interest rate was based on the U.S. Treasury yield curve in effect at the time of the grant. We had not paid and did not anticipate paying cash dividends; therefore, the expected dividend yield was assumed to be zero. Expected volatility was based on the historical volatility of our stock. The expected term of the options was based on our historical option exercise data taking into consideration the exercise and forfeiture patterns of the class of option holders during the option's life.

The following table summarizes information regarding options exercised:

(000's) Fiscal years	2008	2007	2006
Total intrinsic value (1)	$ 640	$ 578	$ 3,169
Total cash received	$ 1,375	$ 529	$ 2,609
Associated excess income tax benefits recorded	$ 224	$ 203	$ 839

(1) Defined as the difference between the market value at exercise and the grant price of stock options exercised.

Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

The following table summarizes information regarding outstanding and exercisable options at January 31, 2009:

	Options Outstanding			Options Exercisable	
Range of Exercise Price	Number of Options Outstanding	Weighted Average Remaining Life	Weighted Average Exercise Price	Number of Options Exercisable	Weighted Average Exercise Price
$ 4.38 – 5.75	61,162	1.84	$ 4.46	61,162	$ 4.46
$ 8.56 – 12.63	109,585	4.28	$ 10.44	87,918	$ 10.17

$ 12.67 16.30	197,801	4.71	$ 13.17	180,301	$ 13.03
$ 17.12	157,620	3.17	$ 17.12	157,620	$ 17.12

The following table summarizes information regarding stock-based compensation expense for non-vested options recognized during the fiscal years ended January 31, 2009 and February 2, 2008:

(000's)

Fiscal years	2008	2007 (1)	2006
Stock-based compensation expense before the recognized income tax benefit	$ 71	$ 67	$ 222
Income tax benefit	$ 26	$ 26	$ 86

(1) Income tax benefit was calculated using an adjusted effective tax rate. The adjusted rate removes the tax effect of a reduction in state income taxes from state incentives related to the investment in our new distribution center.

As of January 31, 2009, there was approximately $158,000 of unrecognized compensation related to non-vested stock options. This cost is expected to be recognized over a weighted-average period of approximately 2.3 years.

Restricted Stock Awards

Restricted stock awards issued to employees under the 2000 Plan either vest upon the achievement of specified levels of annual earnings per diluted share during a six-year period starting from the grant date or were granted such that one-third of the shares would vest on each of the first three anniversaries subsequent to the date of the grant. For the performance-based awards, should the annual earnings per diluted share criteria not be met within the six-year period from the grant date, any shares still restricted will be forfeited. All restricted stock awards issued to date to non-employee Directors vested on January 2 of the year following the year of grant. The fair value of restricted stock awards is determined based on the number of shares granted and the quoted closing price of our common stock on the date of grant.

The following table summarizes the restricted share transactions pursuant to the 2000 Plan for fiscal 2008:

	Number of Shares	Weighted-Average Grant Date Fair Value
Non-vested at February 2, 2008	130,154	$ 27.61
Granted	320,850	11.38
Vested	(4,450)	14.48
Forfeited	(12,320)	20.13
Non-vested at January 31, 2009	434,234	$ 15.97

The total fair value at grant date of previously non-vested stock awards that vested during fiscal 2008, 2007, and 2006 was $64,000, $871,000 and $859,000, respectively. The weighted-average grant date fair value of stock awards granted during fiscal 2007 and fiscal 2006 were $29.24 and $23.30, respectively.

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Shoe Carnival, Inc.
Notes to Consolidated Financial Statements - continued

The following table summarizes information regarding stock-based compensation for restricted stock awards:

(000's)

Fiscal years	2008	2007 (1)	2006
	$ 852	$ 1,268	$ 1,327

Stock-based compensation expense before the recognized income tax benefit			
Income tax benefit	$ 311	$ 492	$ 502

(1) Income tax benefit was calculated using an adjusted effective tax rate. The adjusted rate removes the tax effect of a reduction in state income taxes from state incentives related to the investment in our new distribution center.

As of January 31, 2009, there was approximately $3.5 million of unrecognized compensation expense remaining related to both the performance-based and service-based non-vested stock awards. The cost is expected to be recognized over a weighted average period of approximately 3.2 years. This incorporates the current assumptions of the estimated requisite service period required to achieve the designated performance conditions for performance-based stock awards.

Cash-Settled Stock Appreciation Rights (SARs)

Cash-settled stock appreciation rights (SARs) were granted to certain employees in fiscal 2008 such that one-third of the shares underlying the SARs granted would vest and become fully exercisable on each of the first three anniversaries of the date of the grant and were assigned a five-year term from the date of grant. Each SAR entitles the holder, upon exercise, to receive cash in the amount equal to the closing price of our stock on the date of exercise less the exercise price. The maximum amount paid, however, cannot exceed 100% of the exercise price. In accordance with SFAS No. 123R, cash-settled SARs are classified as Other liabilities on the consolidated balance sheet as of January 31, 2009.

The following table summarizes the SARs activity for the year ended January 31, 2009:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (Years)
Outstanding at February 2, 2008	0	$ 0.00	
Granted	157,000	9.72	
Forfeited or expired	0	0.00	
Exercised	0	0.00	
Outstanding at January 31, 2009	157,000	$ 9.72	4.88
Exercisable at January 31, 2009	0	$ 0.00	0.00

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Shoe Carnival, Inc.

Notes to Consolidated Financial Statements - continued

SFAS No. 123R requires the fair value of these liability awards be remeasured at each reporting period until the date of settlement. Increases or decreases in compensation expense are recognized over the vesting period, or immediately for vested awards. The weighted-average fair value of SARs granted was $2.24 as of January 31, 2009. The fair value was estimated using a trinomial lattice model with the following assumptions:

	2008
Risk free interest rate yield curve	0.15% - 1.85%
Expected dividend yield	0.0%
Expected volatility	54.27%
Maximum life	4.88 Years
Exercise multiple	1.75
Maximum payout	$9.72
Employee exit rate	2.2% - 9.0%

As of January 31, 2009, there was approximately $324,000 in unrecognized compensation expense related to non-vested SARs.

Note 9 Business Risk

We purchase merchandise from over 150 footwear vendors. In fiscal 2008, two suppliers each accounted for approximately 10%, or more, of our purchases and together accounted for approximately 34% of our purchases. A loss of any of our key suppliers in certain product categories could have a material adverse effect on our business. As is common in the industry, we do not have any long-term contracts with suppliers.

Note 10 Litigation Matters

On or about April 22, 2008, an arbitration claim was filed by SDI Industries, Inc. ("SDI") against us with the American Arbitration Association Western Case Management Center in Los Angeles, California, captioned *SDI Industries, Inc. (Claimant and Counter-Respondent) v. Shoe Carnival, Inc. (Respondent and Counterclaimant)*, in which SDI seeks payment of $1.2 million of unpaid retainage, $700,000 for services it has not yet billed, plus additional interest and legal fees. The retainage was withheld from progress billings for work performed on our new distribution center and is recorded in accrued and other liabilities and fixed assets in our consolidated financial statements. On or about May 21, 2008, we filed a Counterclaim and Response in this matter, denying SDI's claim, and seeking monetary damages of more than $3.0 million. We contend that SDI breached our contract with SDI ("Contract") due to their failure to deliver our distribution center's material handling system pursuant to the specifications of the Contract. The hearing before the arbitration panel is currently scheduled for July 2009.

Although the investment we made in the new distribution center will satisfy our distribution needs throughout fiscal 2009, we have not achieved the productivity that we expect will be required based on our plan for long-term store growth. We have contracted with a company to provide recommendations as to system upgrades to improve throughput. Modifications are tentatively expected to be complete prior to the end of fiscal 2009.

We are involved in various other legal proceedings incidental to the conduct of our business. While the outcome of any legal proceeding is always uncertain, we do not currently expect that any such proceedings will have a material adverse effect on our financial position or results of operations.

Note 11 Other Related Party Transactions

Our Chairman and principal shareholder and his son are members of LC Footwear, LLC. They also were shareholders of PL Footwear, Inc., which during December 2007 became a wholly owned subsidiary of LC Footwear, LLC. We purchase name brand merchandise from LC Footwear, LLC, and PL Footwear, Inc. serves as an import agent for us. PL Footwear, Inc. represents us on a commission basis in dealings with shoe factories in mainland China, where most of our private label shoes are manufactured.

Purchases made from LC Footwear, LLC were $513,000 in fiscal 2008 and $56,000 in fiscal 2007. There were no purchases made from LC Footwear, LLC in fiscal 2006. Commissions paid to PL Footwear, Inc. were $894,000, $892,000 and $1.2 million in fiscal years 2008, 2007 and 2006, respectively.

Note 12 Quarterly Results (Unaudited)

Quarterly results are determined in accordance with the accounting policies used for annual data and include certain items based upon estimates for the entire year. All fiscal quarters in 2008 and 2007 include results for 13 weeks. The following table summarizes results for fiscal 2008 and fiscal 2007:

(In thousands, except per share data)

2008	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	$ 162,119	$ 158,480	$ 170,063	$ 156,910
Gross profit	47,080	42,146	46,317	38,785
Operating income	7,757	1,485	3,928	(4,795)
Net income	4,784	977	2,607	(3,049)
Net income per share Basic	$ 0.39	$ 0.08	$ 0.21	$ (0.24)
Net income per share Diluted	$ 0.38	$ 0.08	$ 0.21	$ (0.24)

2007	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Net sales	$ 165,653	$ 154,805	$ 173,881	$ 164,341
Gross profit	49,791	40,247	50,561	45,250
Operating income	10,466	129	6,934	1,603
Net income	7,327	167	4,186	1,127
Net income per share Basic	$ 0.54	$ 0.01	$ 0.33	$ 0.09
Net income per share Diluted	$ 0.53	$ 0.01	$ 0.33	$ 0.09

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SHOE CARNIVAL, INC.
SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

Descriptions (In thousands)	Balance at Beginning of Period	Charged to Cost and Expenses	Credited to Costs and Expenses	Balance at End of Period
Year ended February 3, 2007				
Reserve for sales returns and allowances	$ 144	$ 59,461	$ 59,515	$ 90
Inventory reserve	$ 3,300	$ 700	$ 550	$ 3,450
Year ended February 2, 2008				
Reserve for sales returns and allowances	$ 90	$ 60,940	$ 60,933	$ 97
Inventory reserve	$ 3,450	$ 950	$ 300	$ 4,100
Year ended January 31, 2009				
Reserve for sales returns and allowances	$ 97	$ 61,167	$ 61,170	$ 94
Inventory reserve	$ 4,100	$ 650	$ 450	$ 4,300

ITEM 9. **CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

There have been no changes in or disagreements with our independent registered public accounting firm on accounting or financial disclosures.

ITEM 9A. **CONTROLS AND PROCEDURES**

Managements Report on Internal Control Over Financial Reporting

The company's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Internal control over financial reporting is a process designed by, or under the supervision of, the companys principal executive and principal financial officers and effected by the companys board of directors, management and other personnel 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 and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

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Management assessed the effectiveness of the company's internal control over financial reporting as of January 31, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations ("COSO") of the Treadway Commission in Internal Control-Integrated Framework. Based on its assessment, management believes that the company's internal control over financial reporting was effective as of January 31, 2009.

The company's internal control over financial reporting as of January 31, 2009 has been audited by its independent registered public accounting firm, Deloitte & Touche LLP, as stated in their report which is included herein.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures and Changes in Internal Control over Financial Reporting

Our Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation as of January 31, 2009, that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports filed or submitted by us under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There have been no changes in our internal control over financial reporting that occurred during the fourth quarter ended January 31, 2009, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders
Shoe Carnival, Inc., Evansville, Indiana

We have audited the internal control over financial reporting of Shoe Carnival, Inc. and subsidiaries (the "Company") as of January 31, 2009, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2009, based on the criteria established in *Internal ControlIntegrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements and financial statement schedule as of and for the year ended January 31, 2009 of the Company and our report dated April 16, 2009, expressed an unqualified opinion on those financial statements and financial statement schedule and included an explanatory paragraph regarding the Companys adoption of Financial Accounting Standards Board (FASB) Interpretation No. 48*, Accounting for Uncertainties in Income Taxes.*

/s/ Deloitte & Touche LLP

Indianapolis, Indiana
April 16, 2009

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ITEM 9B. **OTHER INFORMATION**

None.

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PART III

ITEM 10. **DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by this Item concerning our Directors, nominees for Director, Code of Ethics, designation of the Audit Committee financial expert and identification of the Audit Committee, and concerning

any disclosure of delinquent filers under Section 16(a) of the Exchange Act, is incorporated herein by reference to our definitive Proxy Statement for the 2009 Annual Meeting of Shareholders, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days after the end of our last fiscal year. Information concerning our executive officers is included under the caption "Executive Officers of the Company" at the end of PART I of this annual report. Such information is incorporated herein by reference, in accordance with General Instruction G(3) to Form 10-K and Instruction 3 to Item 401(b) of Regulation S-K.

We have adopted a Code of Business Conduct and Ethics (the "Code") that applies to all of our Directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer and controller. The Code is posted on our website at www.shoecarnival.com. We intend to disclose any amendments to the Code by posting such amendments on our website. In addition, any waivers of the Code for our Directors or executive officers will be disclosed in a report on Form 8-K.

ITEM 11. **EXECUTIVE COMPENSATION**

The information required by this Item concerning remuneration of our officers and Directors and information concerning material transactions involving such officers and Directors and Compensation Committee interlocks, including the Compensation Committee Report and the Compensation Discussion and Analysis, is incorporated herein by reference to our definitive Proxy Statement for the 2009 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A within 120 days after the end of our last fiscal year.

ITEM 12. **SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by this Item concerning the stock ownership of management, five percent beneficial owners and securities authorized for issuance under equity compensation plans is incorporated herein by reference to our definitive Proxy Statement for the 2009 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A within 120 days after the end of our last fiscal year.

ITEM 13. **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by this Item concerning certain relationships and related transactions and the independence of our Directors is incorporated herein by reference to our definitive Proxy Statement for the 2009 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A within 120 days after the end of our last fiscal year.

ITEM 14. **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by this Item concerning principal accountant fees and services is incorporated herein by reference to our definitive Proxy Statement for the 2009 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A within 120 days after the end of our last fiscal year.

PART IV

ITEM 15. **EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

1. Financial Statements:

   The following financial statements of Shoe Carnival, Inc. are set forth in PART II, ITEM 8 of this report:

   Report of Independent Registered Public Accounting Firm

   Consolidated Balance Sheets at January 31, 2009 and February 2, 2008

	Consolidated Statements of Income for the years ended January 31, 2009, February 2, 2008, and February 3, 2007
	Consolidated Statements of Shareholders Equity for the years ended January 31, 2009, February 2, 2008, and February 3, 2007
	Consolidated Statements of Cash Flows for the years ended January 31, 2009, February 2, 2008, and February 3, 2007
	Notes to Consolidated Financial Statements
2.	Financial Statement Schedule:
	The following financial statement schedule of Shoe Carnival, Inc. is set forth in PART II, ITEM 8 of this report.
	Schedule II Valuation and Qualifying Accounts
3.	Exhibits:
	A list of exhibits required to be filed as part of this report is set forth in the Index to Exhibits, which immediately precedes such exhibits, and is incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Shoe Carnival, Inc.

Date: April 16, 2009

By: /s/ Mark L. Lemond
Mark L. Lemond
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ J. Wayne Weaver J. Wayne Weaver	Chairman of the Board and Director	April 16, 2009
/s/ Mark L. Lemond Mark L. Lemond	President, Chief Executive Officer and Director (Principal Executive Officer)	April 16, 2009
/s/ William E. Bindley William E. Bindley	Director	April 16, 2009
/s/ Gerald W. Schoor Gerald W. Schoor	Director	April 16, 2009

/s/ Kent A. Kleeberger Kent A. Kleeberger	Director	April 16, 2009
/s/ W. Kerry Jackson W. Kerry Jackson	Executive Vice President - Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	April 16, 2009

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INDEX TO EXHIBITS

Exhibit No.	Description	Incorporated by Reference To Form	Exhibit	Filing Date	Filed Herewith
3-A	Restated Articles of Incorporation of Registrant	10-K	3-A	4/25/2002	
3-B	By-laws of Registrant, as amended to date	8-K	3-B	3/19/2007	
4	(i) Amended and Restated Credit Agreement and Promissory Notes dated April 16, 1999, between Registrant and Mercantile Bank National Association, First Union National Bank and Old National Bank	10-K	4(I)	4/29/1999	
	(ii) Amendment to Amended and Restated Credit Agreement and Promissory Notes dated March 24, 2000, between Registrant and Mercantile Bank National Association, First Union National Bank and Old National Bank	10-K	4(II)	4/28/2000	
	(iii) Second Amendment to Amended and Restated Credit Agreement and Promissory Notes dated November 8, 2000, between Registrant and Firstar Bank N.A., First Union National Bank, Old National Bank and LaSalle Bank National Association	10-Q	4(III)	12/12/2000	
	(iv) Third Amendment to Amended and Restated Credit Agreement and Promissory Notes dated March 18, 2002, between Registrant and U.S. Bank National Association, First Union National Bank, Old National Bank and LaSalle Bank National Association	10-K	4(IV)	4/25/2002	
	(v) Fourth Amendment to Amended and Restated Credit Agreement and Promissory Notes dated March 12, 2003, between Registrant and U.S. Bank National Association, Wachovia Bank National Association, Old National Bank and LaSalle Bank National Association	10-K	4(V)	5/1/2003	
	(vi) Fifth Amendment to Amended and Restated Credit Agreement and Promissory Notes dated April 5, 2004, between Registrant and U.S. Bank National Association, Wachovia Bank National Association, Old National Bank and LaSalle Bank National Association	10-K	4(VI)	4/14/2004	

Description	Form	Exhibit	Filing Date
(vii) Assignment Agreement dated June 1, 2004 among LaSalle Bank National Association as Assignor, Fifth Third Bank (Southern Indiana) as Assignee, Registrant as Borrower and U.S. Bank National Association as Agent relating to the Amended and Restated Credit Agreement as further amended	10-Q	4(VII)	6/8/2004
(viii) Sixth Amendment to Amended and Restated Credit Agreement and Notes dated April 5, 2005, between Registrant and U.S. Bank National Association, Wachovia Bank National Association, Fifth Third Bank (Southern Indiana) and Old National Bank	8-K	4(VIII)	4/11/2005

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INDEX TO EXHIBITS - Continued

Exhibit No.	Description	Incorporated by Reference To Form	Exhibit	Filing Date	Filed Herewith
	(ix) Seventh Amendment to Amended and Restated Credit Agreement and Notes dated March 31, 2006, between Registrant and U.S. Bank National Association, Wachovia Bank, National Association and Fifth Third Bank	8-K	4(IX)	4/4/2006	
	(x) Eighth Amendment to Amended and Restated Credit Agreement and Notes dated December 15, 2006, between Registrant and U.S. Bank National Association, Wachovia Bank, National Association and Fifth Third Bank	8-K	4(X)	12/15/2006	
	(xi) Ninth Amendment to Amended and Restated Credit Agreement and Notes dated June 10, 2008, between Registrant and U.S. Bank National Association, Wachovia Bank, National Association and Fifth Third Bank	10-Q	4(XI)	6/11/2008	
10-A	Lease, dated as of February 8, 2006, by and between Registrant and Big-Shoe Properties, LLC	10-K	10-A	4/13/2006	
10-B*	2006 Executive Incentive Compensation Plan	8-K	10-B	6/15/2006	
10-C*	Form of Award Agreement for restricted stock granted under the Shoe Carnival, Inc. 2000 Stock Option and Incentive Plan	8-K	10-C	3/24/2005	
10-D	Lease, dated as of June 22, 2006, by and between the Registrant and Outback Holdings, LLC	8-K	10-D	6/28/2006	
10-E*		10-Q	10-E	9/15/1997	

	1993 Stock Option and Incentive Plan of Registrant, as amended				
10-G*	Outside Directors Stock Option Plan	S-8	4.4	7/14/1999	
10-H*	Summary Compensation Sheet				X
10-I	Non-competition Agreement dated as of January 15, 1993, between Registrant and J. Wayne Weaver	S-1	10-I	2/4/1993	
10-L*	Employee Stock Purchase Plan of Registrant, as amended	10-Q	10-L	9/15/1997	
10-M*	Form of Notice of Grant of Stock Options and Option Agreement for incentive stock options granted under the Registrant's 2000 Stock Option and Incentive Plan	8-K	10-A	9/2/2004	
10-N*	Form of Notice of Grant of Stock Options and Option Agreement for non-qualified stock options granted under the Registrant's 2000 Stock Option and Incentive Plan	8-K	10-B	9/2/2004	
10-O*	2000 Stock Option and Incentive Plan of Registrant, as amended	10-Q	10-O	12/11/2008	

INDEX TO EXHIBITS - Continued

Exhibit No.	Description	Incorporated by Reference To Form	Exhibit	Filing Date	Filed Herewith
10-S*	Amended and Restated Employment and Noncompetition Agreement dated December 11, 2008, between Registrant and Mark L. Lemond	8-K	10-S	12/17/2008	
10-T*	Amended and Restated Employment and Noncompetition Agreement dated December 11, 2008, between Registrant and Timothy Baker	8-K	10-T	12/17/2008	
10-U*	Amended and Restated Employment and Noncompetition Agreement dated December 11, 2008, between Registrant and Clifton E. Sifford	8-K	10-U	12/17/2008	
10-V*	Amended and Restated Employment and Noncompetition Agreement dated December 11, 2008, between Registrant and W. Kerry Jackson	8-K	10-V	12/17/2008	
10-W*	Shoe Carnival, Inc. Deferred Compensation Plan	8-K	10-W	10/14/2008	
21	A list of subsidiaries of Shoe Carnival, Inc				X

23	Written consent of Deloitte & Touche LLP	X
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a- 14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a- 14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	X
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	X
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	X

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* The indicated exhibit is a management contract, compensatory plan or arrangement required to be filed by Item 601 of Regulation S-K.