UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED JULY 30, 2005

OR

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

Commission file number 000-51300

ZUMIEZ INC.
(Exact name of registrant as specified in its charter)

Washington	**91-1040022**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6300 Merrill Creek Parkway, Suite B, Everett, WA 98203
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(425) 551-1500**

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

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

Number of shares of Common Stock outstanding as of August 29, 2005 was 13,457,330 shares.

ZUMIEZ INC.

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ZUMIEZ INC.
CONDENSED BALANCE SHEETS
(in thousands, except share amounts)
(Unaudited)

	July 30, 2005	January 29, 2005
Assets		
Current assets		
Cash and cash equivalents	$ 17,844	$ 1,026
Receivables	4,863	1,911
Inventory	42,226	23,230
Prepaid expenses and other	2,820	1,166
Deferred tax assets	1,059	859
Total current assets	68,812	28,192
Leasehold improvements and equipment, net	30,854	26,619
Total assets	$ 99,666	$ 54,811
Liabilities and Shareholders' Equity		
Current liabilities		
Trade accounts payable	$ 25,168	$ 11,240
Book overdraft	—	429
Accrued payroll and payroll taxes	2,481	2,561
Income taxes payable	—	2,611
Current portion of deferred rent and tenant allowances	960	1,045
Other accrued liabilities	4,828	5,550
Total current liabilities	33,437	23,436
Deferred rent and tenant allowances, less current portion	5,794	4,065
Deferred tax liabilities	1,182	1,511
Total long term liabilities	6,976	5,576
Commitments and contingencies (Note 4)		
Shareholders' equity		
Preferred stock, no par value, 20,000,000 shares authorized; none issued and outstanding at July 30, 2005 and January 29, 2005		
Common stock, no par value, 50,000,000 shares authorized; 13,457,330 and 11,305,261 shares issued and outstanding at July 30, 2005 and January 29, 2005, respectively	32,460	44
Employee stock options	177	95
Retained earnings	26,616	25,808
Receivable from parent	—	(148)
Total shareholders' equity	59,253	25,799
Total liabilities and shareholders' equity	$ 99,666	$ 54,811

See accompanying notes to condensed financial statements

ZUMIEZ INC.
CONDENSED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended		Six Months Ended	
	July 30, 2005	July 31, 2004	July 30, 2005	July 31, 2004
Net sales	$ 39,407	$ 30,615	$ 72,776	$ 55,444
Cost of goods sold	26,633	21,514	50,154	40,212
Gross margin	12,774	9,101	22,622	15,232
Selling, general and administrative expenses	11,502	8,578	21,332	15,639
Operating profit (loss)	1,272	523	1,290	(407)
Interest income (expense), net	78	(110)	48	(156)
Other income	1	2	1	2
Earnings (loss) before income taxes	1,351	415	1,339	(561)
Provision (benefit) for income taxes	503	176	531	(122)
Net income (loss)	$ 848	$ 239	$ 808	$ (439)
Basic net income (loss) per share	$ 0.06	$ 0.02	$ 0.07	$ (0.04)
Diluted net income (loss) per share	$ 0.06	$ 0.02	$ 0.06	$ (0.04)
Weighted average shares outstanding, Basic	13,286,892	11,305,261	12,296,076	11,305,261
Weighted average shares outstanding , Diluted	14,106,556	12,785,161	13,115,740	11,305,261

See accompanying notes to condensed financial statements

ZUMIEZ INC.
CONDENSED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(in thousands)
(Unaudited)

	Common Stock		Employee Stock Options	Retained Earnings	Receivable from Parent	Total
	Shares	Amount				
Balance at January 29, 2005	11,305	$ 44	$ 95	$ 25,808	$ (148)	$ 25,799
Common shares issued	2,152	32,416	—	—	—	29,962
Stock based compensation including tax benefit of $2,454	—	—	82	—	—	82
Costs incurred on behalf of parent	—	—	—	—	(1)	(1)
Parent receivable forgiven	—	—	—	—	149	149
Net income	—	—	—	808	—	808
Balance at July 30, 2005	13,457	$ 32,460	$ 177	$ 26,616	$ —	$ 59,253

See accompanying notes to condensed financial statements

ZUMIEZ INC.
CONDENSED STATEMENTS OF CASH FLOWS
(in thousands)
(Unaudited)

	For the Six Months Ended	
	July 30, 2005	**July 31, 2004**
Cash flows from operating activities		
Net income (loss)	$ 808	$ (439)
Adjustments to reconcile net loss to net cash provided by operating activities		
Depreciation	3,466	2,569
Deferred tax expense	(528)	(116)
Stock compensation expense	82	—
Loss on disposal of assets	19	3
Changes in operating assets and liabilities		
Receivables	(2,952)	(381)
Inventory	(13,581)	(10,056)
Prepaid expenses	(1,654)	(99)
Trade accounts payable	8,513	5,567
Accrued payroll and payroll taxes	(80)	464
Income taxes payable	(2,611)	(2,697)
Other accrued liabilities	(575)	376
Deferred rent	306	176
Net cash used in operating activities	$ (8,787)	$ (4,633)
Cash flows from investing activities		
Additions to leasehold improvements and equipment	$ (6,382)	$ (4,817)
Net cash used in investing activities	$ (6,382)	$ (4,817)
Cash flows from financing activities		
Change in book overdraft	$ (429)	$ (1,168)
Borrowings on revolving credit facility	16,450	24,373
Payments on revolving credit facility	(16,450)	(12,044)
Proceeds from sale of stock	32,416	—
Principal payments on long-term debt	—	(544)
Net cash provided by financing activities	$ 31,987	$ 10,617
Net increase in cash and cash equivalents	$ 16,818	$ 1,167
Cash and cash equivalents, Beginning of period	1,026	578
Cash and cash equivalents, End of period	$ 17,844	$ 1,745
Supplemental disclosure of cash flow information		
Cash paid during the period for interest	$ 59	$ 103
Cash paid during the period for income taxes	2,605	2,752

See accompanying notes to condensed financial statements

ZUMIEZ INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
(Unaudited)

1. Nature of Business and Basis of Presentation

Basis of Presentation—The accompanying condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. These estimates can also affect supplemental information disclosed by the Company, including information about contingencies, risk, and financial condition. In preparing the financial statements, the Company makes routine estimates and judgments in determining the net realizable value of accounts receivable, inventory, fixed assets, and prepaid allowances. Some of the more significant estimates include the allowance for sales returns, the reserve for inventory valuation estimates and the expected useful lives of fixed assets. Actual results could differ from those estimates. The results of operations for the three and six months ending July 30, 2005 are not necessarily indicative of the results that might be expected for fiscal 2005. For further information, refer to the Company's financial statements and notes included in the Company's prospectus filed on May 6, 2005.

Nature of Business—Zumiez Inc. (the "Company") is a leading specialty retailer of action sports related apparel, footwear, equipment and accessories operating under the Zumiez brand name. As of July 30, 2005, the Company operated 150 stores primarily located in shopping malls, giving the Company a presence in 18 states. The Company's stores cater to young men and women between the ages of 12 and 24 who seek brands representing a lifestyle centered on activities that include skateboarding, surfing, snowboarding, bicycle motocross (or "BMX") and motocross. The Company supports the action sports lifestyle and promotes its brand through a multi-faceted marketing approach that is designed to integrate its brand image with its customers' interests. In addition, the Company operates a website which sells merchandise online and provides content and a community for its target customers. The Company, based in Everett, WA, was formed in August 1978 and operates within one reportable segment.

Fiscal Year—The Company uses a fiscal calendar widely used by the retail industry which results in a fiscal year consisting of a 52- or 53- week period ending on the Saturday closest to January 31. Each fiscal year consists of four 13-week quarters, with an extra week added to the fourth quarter every five or six years. "Fiscal 2004" was the 52-week period ended January 29, 2005. The first six months of fiscal 2005 was the 26-week period ended July 30, 2005. The first six months of fiscal 2004 was the 26-week period ended July 31, 2004.

Stock Split—On April 14, 2005, the Company's Board of Directors and shareholders approved an amendment to the Company's Certificate of Incorporation to effect a 1 for 258.6485 split of the Company's common stock (the "Stock Split"). The Stock Split became effective on April 20, 2005. All reference to shares in the financial statements and the accompanying notes, including but not limited to the number of shares and per share amounts, unless otherwise noted, have been adjusted to reflect the Stock Split on a retroactive basis. Previously awarded stock options in the Company's common stock have been retroactively adjusted to reflect the Stock Split.

Reincorporation—On April 29, 2005, the Company reincorporated in the State of Washington from the State of Delaware. In connection with the reincorporation, the Company filed new articles of incorporation and adopted new bylaws. The new articles of incorporation changed the Company's common stock from $0.01 par value per share to no par value per share and increased the Company's authorized capital stock.

Initial Public Offering—In May 2005, we completed an initial public offering of our common stock in which we sold 1,875,000 shares and our selling shareholders sold 1,718,750 shares. Net proceeds from the offering totaled approximately $29.7 million, after payment of underwriters' commissions and offering expenses. We did not receive any of the proceeds from the sale of shares of our common stock by the selling shareholders. Prior to this initial public offering, the Company was a majority owned subsidiary of Zumiez Holdings LLC (the "Parent"), a holding company with no operating activities. The financial position and operating results of the Parent are not included in the Company's financial statements included in this quarterly report. The Parent was dissolved in connection with the Company's recently completed initial public offering.

2. Summary of Significant Accounting Policies

Information regarding the Company's significant accounting policies is contained in Note 2, "Summary of Significant Accounting Policies," to the financial statements in the Company's prospectus filed on May 6, 2005. Presented below in this and the following notes is supplemental information that should be read in conjunction with "Notes to Financial Statements" in that prospectus.

Restricted Cash—For the year ended January 29, 2005, restricted cash consisted of a certificate of deposit held for the lessor of the Company's former combined home office and distribution center of $32,000 and is included in prepaid expenses and other. At July 30, 2005, the Company had no restricted cash balances.

Stock Compensation—The Company accounts for stock-based employee compensation arrangements on the intrinsic value method in accordance with the provisions of Accounting Principles Board Opinion ("APB") No. 25, "Accounting for Stock Issued to Employees" and related amendments and interpretations. The Company complies with the disclosure provisions of Statement of Financial Accounting Standards No. 123 ("SFAS 123"), "Accounting for Stock-Based Compensation," which requires fair value recognition for employee stock-based compensation.

If the computed fair values of the awards had been amortized to expense over the vesting period of the awards, pro forma net income (loss) and net income (loss) per share would have been reduced to the pro forma amounts indicated in the following table (in thousands, except per share data):

	For the Three Months Ended		For the Six Months Ended	
	July 30, 2005	July 31, 2004	July 30, 2005	July 31, 2004
Net income, as reported	$ 848	$ 239	$ 808	$ (439)
Add: Stock-based compensation expense, as reported, net of tax	26	—	49	—
Deduct: Stock-based employee compensation expense determined under fair-value-based method, net of tax	(92)	(18)	(178)	(51)
Pro forma net income (loss)	782	221	679	(490)
Net income (loss) per share:				
Basic-as reported	$ 0.06	$ 0.02	$ 0.07	$ (0.04)
Basic—pro forma	$ 0.06	$ 0.02	$ 0.06	$ (0.04)
Diluted—as reported	$ 0.06	$ 0.02	$ 0.06	$ (0.04)
Diluted—pro forma	$ 0.05	$ 0.02	$ 0.05	$ (0.04)

Recent accounting pronouncements— In November 2004, the FASB issued Statement of Financial Accounting Standards No. 151, "Inventory Costs—an Amendment of ARB No. 43, Chapter 4." This statement clarifies the accounting for abnormal amounts of idle facility expense, freight, handling costs, and spoilage, requiring these items be recognized as current-period charges. In addition, this statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. The provisions of this statement are effective for inventory costs incurred during fiscal years beginning after June 15, 2005 and will become effective for the Company beginning in fiscal 2006. The effect of adopting this statement is not expected to be significant to the Company's financial position and results of operations.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123R, "Share-Based Payment (Revised 2004)" ("FAS 123R"). This statement addresses the accounting for share-based payment transactions in which a company receives employee services in exchange for the company's equity instruments or liabilities that are based on the fair value of the company's equity securities or may be settled by the issuance of these securities. SFAS 123R eliminates the ability to account for share-based payments using APB 25, "Accounting for Stock Issued to Employees" and generally requires that such transactions be accounted for using a fair value method. On April 14, 2005, the Securities and Exchange Commission announced the adoption of a new rule that delays SFAS 123R compliance.

Under the SEC rule, the provisions of this statement are effective for annual periods beginning after June 15, 2005 and will become effective for the Company beginning with the first quarter of fiscal 2006. The Company has not yet determined which transaction method it will use to adopt SFAS 123R. The full impact that the adoption of this statement will have on the Company's financial position and results of operations will be determined by share-based payments granted in future periods and will increase the compensation expense that would otherwise have been recognized in accordance with APB 25. In addition, outstanding unvested options will result in additional compensation expense that otherwise would only have been recognized on a pro-forma basis.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153, "Exchanges of Non-Monetary Assets." This statement refines the measurement of exchanges of non-monetary assets between entities. The provisions of this statement are effective for fiscal periods beginning after June 15, 2005 and will become effective for the Company beginning with the third quarter of fiscal 2005. Historically, the Company has not transacted significant exchanges of non-monetary assets, but future such exchanges would be accounted for under the standard, when effective.

In May 2005, the FASB issued Statement of Financial Accounting Standards No. 154, "Accounting Changes and Error Corrections." This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle. The provisions of this statement become effective for fiscal periods beginning after December 15, 2005. The standard dictates that changes in accounting principle that are a result of a new pronouncement shall be subject to the reporting provisions of that pronouncement if they exist.

3. Related Party Transactions—During the six months ended July 30, 2005, the Company paid $1,000 in fees on behalf of its Parent, resulting in a balance of $149,000, which was forgiven and the Parent was subsequently dissolved in connection with the initial public offering. This amount was reported in shareholders' equity and expensed to selling, general and administrative expense.

During the six months ended July 30, 2005 and July 31, 2004 the Company paid Brentwood Private Equity III, LLC a consulting fee of $53,000 and $100,000, respectively, under a Corporate Development and Administrative Services Agreement. This agreement was subsequently terminated in connection with the initial public offering, resulting in a prorated consulting fee for the three months ended July 30, 2005 of $3,000 compared to the fees per the agreement of $50,000 paid for the three months ended July 31, 2004.

4. Commitments and Contingencies

Litigation—The Company is involved from time to time in litigation incidental to its business and the Company may make provisions for potential litigation losses relating thereto. The Company follows SFAS 5, "Accounting for Contingencies" when assessing pending or potential litigation. Management believes, after considering a number of factors and the nature of the contingencies to which the Company is subject, that the outcome of these contingencies will not have a material adverse effect upon the results of operations or financial condition of the Company.

Insurance Reserves—The Company is responsible for medical insurance claims up to a specified aggregate amount. The Company maintains a reserve for estimated medical insurance claims based on historical claims experience and other estimated assumptions. The Company follows SFAS 5, "Accounting for Contingencies" when assessing pending or potential claims.

5. Net Income Per Share, Basic and Diluted

Basic net income per share is based on the weighted average number of common shares outstanding. Diluted net income per share is based on the weighted average number of common shares and common share equivalents outstanding. Common share equivalents included in the computation represent shares issuable upon assumed exercise of outstanding stock options. Basic and diluted net loss per share is the same for the six months ended July 31, 2004 because all potentially dilutive securities outstanding are anti-dilutive. Potentially dilutive securities not included in the calculation of diluted earnings per share include options to purchase common stock. Total common stock options not included in the calculation of diluted earnings per share were 1,489,656 for the six months ended July 31, 2004.

The following table sets forth the computation of basic and diluted net loss per share (in thousands, except share and per share data):

	Three Months Ended	
	July 30, 2005	July 31, 2004
Net income	$ 848	$ 239
Weighted average common shares for basic net income per share	13,286,892	11,305,261
Dilutive effect of stock options	819,664	1,479,901
Weighted average common shares for diluted net income per share	14,106,556	12,785,161
Basic net income per share	$ 0.06	$ 0.02
Diluted net income per share	$ 0.06	$ 0.02

	Six Months Ended	
	July 30, 2005	July 31, 2004
Net income (loss)	$ 808	$ (439)
Weighted average common shares for basic net income (loss) per share	12,296,076	11,305,261
Dilutive effect of stock options	819,664	—
Weighted average common shares for diluted net income (loss) per share	13,115,740	11,305,261
Basic net income (loss) per share	$ 0.07	$ (0.04)
Diluted net income (loss) per share	$ 0.06	$ (0.04)

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes included elsewhere in this quarterly report. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those discussed in the section entitled "Risk Factors" in our prospectus filed on May 6, 2005 pursuant to Rule 424(b)(4) of the Securities Act and in this Form 10-Q.

Forward-looking statements are based on our expectations regarding net sales, selling, general and administrative expenses, profitability, financial position, business strategy, new store openings, and plans and objectives of management. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "expect" and similar expressions, as they relate to us and our business, industry, markets and consumers, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including, among others, those described in "Risk Factors" and elsewhere in this quarterly report. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. We assume no obligation to update any forward-looking statements as a result of new information, future events or developments.

Overview

We are a leading specialty retailer of action sports related apparel, footwear, equipment and accessories operating under the Zumiez brand name. Our stores cater to young men and women between the ages of 12 and 24 who seek popular brands representing a lifestyle centered on activities that include skateboarding, surfing, snowboarding, BMX, and motocross. We support the action sports lifestyle and promote our brand through a multi-faceted marketing approach that is designed to integrate our brand image with our customers' activities and interests.

On May 11, 2005, we completed our initial public offering in which we sold 1,875,000 shares of our common stock and certain selling shareholders sold 1,718,750 shares of our common stock. We received net proceeds from the offering of approximately $29.7 million, after payment of underwriting discounts and commissions and offering expenses. We did not receive any proceeds from the sale of shares by the selling shareholders in our initial public offering.

General

Net sales constitute gross sales net of returns. Net sales include our in-store sales and our Internet sales and, accordingly, information in this quarterly report with respect to comparable store sales, net sales per store and net sales per square foot includes our Internet sales. For each of fiscal 1999 through fiscal 2004 and for the six months ended July 30, 2005, internet sales represented less than 1% of our net sales for each of these periods. Sales with respect to gift cards are deferred and recognized when gift cards are redeemed.

We report "comparable store sales" based on net sales, and stores are included in our comparable store sales beginning on the first anniversary of their first day of operation. Changes in our comparable store sales between two periods are based on net sales of stores which were in operation during both of the two periods being compared and, if a store is included in the calculation of comparable store sales for only a portion of one of the two periods being compared, then that store is included in the calculation for only the comparable portion of the other period. When additional square footage is added to a store that is included in comparable store sales, that store remains in comparable store sales. There may be variations in the way in which some of our competitors and other apparel retailers calculate comparable or same store sales. As a result, data in this quarterly report regarding our comparable store sales may not be comparable to similar data made available by our competitors or other retailers.

Cost of goods sold consists of the cost of merchandise sold to customers, inbound shipping costs, distribution costs, depreciation on leasehold improvements at our distribution center, buying and merchandising costs and store occupancy costs. This may not be comparable to the way in which our competitors or other retailers compute their cost of goods sold. In early February 2005, we completed our move from the 49,000 square foot combined home office and distribution center we had leased since 1994 to a newly leased 87,000 square foot combined home office and distribution center. As a result, we expect a slight increase in our distribution and warehousing costs, which are included as a component of our costs of goods sold, in fiscal 2005 and future periods attributable to the new facility.

Selling, general and administrative expenses consist primarily of store personnel wages and benefits, administrative staff and infrastructure expenses, store supplies, depreciation on leasehold improvements at our home office and stores, facility expenses, and training, advertising and marketing costs. Credit card fees, insurance and other miscellaneous operating costs are also included in selling, general and administrative expenses. This may not be comparable to the way in which our competitors or other retailers compute their selling, general and administrative expenses. Our selling, general and administrative expenses have increased, as described below, and will further increase in future periods due in part to increased expenses associated with operating as a public company, including compliance with the Sarbanes-Oxley Act of 2002.

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based on our financial statements, which have been prepared in conformity with generally accepted accounting principles in the United States (GAAP). In preparing financial statements in accordance with GAAP, we are required to make estimates and assumptions that have an impact on the assets, liabilities, revenue and expense amounts reported. These estimates can also affect supplemental information disclosed by us, including information about contingencies, risk, and financial condition. We believe, given current facts and circumstances, that our estimates and assumptions are reasonable, adhere to GAAP, and are consistently applied. Inherent in the nature of an estimate or assumption is the fact that actual results may differ from estimates and estimates may vary as new facts and circumstances arise. In preparing the financial statements, we make routine estimates and judgments in determining the net realizable value of accounts receivable, inventory, fixed assets, and prepaid allowances. We believe our most critical accounting estimates and assumptions are in the following areas:

Valuation of merchandise inventories. We carry our merchandise inventories at the lower of cost or market. Merchandise inventories may include items that have been written down to our best estimate of their net realizable value. Our decisions to write-down our merchandise inventories are based on our current rate of sale, the age of the inventory and other factors. Actual final sales prices to our customers may be higher or lower than our estimated sales prices and could result in a fluctuation in gross margin. Historically, any additional write-downs have not been significant and we do not adjust the historical carrying value of merchandise inventories upwards based on actual sales experience.

Leasehold improvements and equipment. We review the carrying value of our leasehold improvements and equipment for impairment whenever events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Measurement of the impairment loss is based on the fair value of the asset or group of assets. Generally, fair value will be determined using valuation techniques, such as the expected present value of future cash flows. The actual economic lives of these assets may be different than our estimated useful lives, thereby resulting in a different carrying value. These evaluations could result in a change in the depreciable lives of those assets and therefore our depreciation expense in future periods.

Revenue recognition and sales returns reserve. We recognize revenue upon purchase by customers at our retail store locations or upon shipment for orders placed through our website as both title and risk of loss have transferred. We offer a return policy of generally 30 days and we accrue for estimated sales returns based on our historical sales returns results. The amounts of these sales returns reserves vary during the year due to the seasonality of our business. Actual sales returns could be higher or lower than our estimated sales returns due to customer buying patterns that could differ from historical trends.

Stock-based compensation. We account for our employee compensation plans under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, “Accounting for Stock Issued to Employees,” and related interpretations. We amortize stock-based compensation using the straight-line method over the vesting period of the related options, which is either five or eight years. We have recorded deferred stock-based compensation representing the difference between the option exercise price and the fair value of our common stock on the grant date for financial reporting purposes. We determined the fair value of our common stock based upon several factors, including the market capitalization of similar retailers, management and third party estimates, and the expected valuation we would obtain in an initial public offering. Had different assumptions or criteria been used to determine the fair value of our common stock, different amounts of stock-based compensation could have been reported. No awards have been granted subsequent to our initial public offering on May 5, 2005.

Results of Operations

The following table presents, for the periods indicated, selected items in the statements of operations as a percent of net sales:

	Three Months Ended		Six Months Ended	
	July 30, 2005	July 31, 2004	July 30, 2005	July 31, 2004
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	67.6	70.3	68.9	72.5
Gross margin	32.4	29.7	31.1	27.5
Selling, general and administrative expenses	29.2	28.0	29.3	28.2
Operating profit (loss)	3.2	1.7	1.8	(0.7)
Other income	0.0	0.0	0.0	0.0
Interest income (expense), net	0.2	(0.3)	0.0	(0.3)
Earnings (loss) before income taxes	3.4	1.4	1.8	(1.0)
Provision (benefit) for income taxes	1.3	0.6	0.7	(0.2)
Net income (loss)	2.2%	0.8%	1.1%	(0.8)%

Quarter Ended July 30, 2005 Versus Quarter Ended July 31, 2004

The three months (13 weeks) ended July 30, 2005 as compared to the three months (13 weeks) ended July 31, 2004.

Net Sales

Net sales increased to $39.4 million for the three months ended July 30, 2005 from $30.6 million for the three months ended July 31, 2004, an increase of $8.8 million, or 28.7%. This increase in total net sales was due to an increase in comparable store net sales of approximately $3.4 million and an increase in net sales from non-comparable stores of approximately $5.4 million. We sometimes refer to stores that are not comparable stores as "non-comparable stores." For information as to how we define comparable stores, see "—General" above.

Comparable store net sales increased by 11.3% in the three months ended July 30, 2005 compared to 6.8% for the three months ended July 31, 2004. This increase was primarily due to higher net sales of juniors' apparel, footwear, hardgoods and men's apparel at our comparable stores. The increase in non-comparable store net sales was primarily due to the opening of 22 new stores subsequent to July 31, 2004.

Gross Margin

Gross margin for the three months ended July 30, 2005 was $12.8 million compared with $9.1 million for the three months ended July 31, 2004, an increase of $3.7 million, or 40.4%. As a percentage of net sales, gross margin increased to 32.4% for the three months ended July 30, 2005 from 29.7% for the three months ended July 31, 2004. The increase in gross margin as a percentage of net sales was due primarily to a reduced markdown rate compared to the prior year period due to less aged inventory, improved pricing from some of our vendors due to our larger merchandise purchases and to a lesser extent, our ability to leverage certain fixed costs, primarily non-variable occupancy costs over greater overall net sales .

Selling, General and Administrative Expenses

Selling, general and administrative, or "SG&A," expenses in the three months ended July 30, 2005 were $11.5 million compared with $8.6 million in the three months ended July 31, 2004, an increase of $2.9 million, or 34.1%. This increase was primarily the result of costs associated with operating new stores as well as increases in infrastructure and administrative staff to support our growth and additional expenses resulting from our being a public company. As a percentage of net sales, SG&A expenses increased to 29.2% in the three months ended July 30, 2005 from 28.0% in the three months ended July 31, 2004. The increase in SG&A expenses as a percentage of net sales was primarily attributable to an increase in store payroll for new stores of $1.2 million and additional depreciation of $0.4 million and, to a lesser extent, additional infrastructure and administrative staff costs to support our growth, and additional costs resulting from our being a public company.

Operating Profit

As a result of the above factors, operating profit increased by $0.7 million to $1.3 million in the three months ended July 30, 2005 compared with an operating profit of $0.5 million in the three months ended July 31, 2004. As a percentage of net sales, operating profit was 3.2% in the three months ended July 30, 2005 compared with 1.7% in the three months ended July 31, 2004.

Provision for Income Taxes

Provision for income taxes was $0.5 million for the three months ended July 30, 2005 compared with $0.2 million for the three months ended July 31, 2004.

Net Income

Net income increased by $0.6 million, or 255%, to $0.8 million in the three months ended July 30, 2005 from $0.2 million in the three months ended July 31, 2004. As a percentage of net sales, net income was 2.1% in the three months ended July 30, 2005 compared with 0.8% in the three months ended July 31, 2004.

Six Months Ended July 30, 2005 Versus Six Months Ended July 31, 2004

The six months (26 weeks) ended July 30, 2005 as compared to the six months (26 weeks) ended July 31, 2004.

Net Sales

Net sales increased to $72.8 million for the six months ended July 30, 2005 from $55.4 million for the six months ended July 31, 2004, an increase of $17.3 million, or 31.3%. This increase in total net sales was due to an increase in comparable store net sales of approximately $6.4 million and an increase in net sales from non-comparable stores of approximately $10.9 million. For information as to how we define comparable stores, see "—General" above.

Comparable store net sales increased by 11.6% in the six months ended July 30, 2005 compared to 7.5% for the six months ended July 31, 2004. This increase was primarily due to higher net sales of juniors' apparel, footwear, hardgoods and men's apparel at our comparable stores. The increase in non-comparable store net sales was primarily due to the opening of 22 new stores subsequent to July 31, 2004.

Gross Margin

Gross margin for the six months ended July 30, 2005 was $22.6 million compared with $15.2 million for the six months ended July 31, 2004, an increase of $7.4 million, or 48.6%. As a percentage of net sales, gross margin increased to 31.1% for the six months ended July 30, 2005 from 27.5% for the six months ended July 31, 2004. The increase in gross margin as a percentage of net sales was due primarily to a reduced markdown rate compared to the prior year period due to less aged inventory, improved pricing from some of our vendors due to our larger merchandise purchases and to a lesser extent, our ability to leverage certain fixed costs, primarily non-variable occupancy costs over greater overall net sales .

Selling, General and Administrative Expenses

Selling, general and administrative, or "SG&A," expenses in the six months ended July 30, 2005 were $21.3 million compared with $15.6 million in the six months ended July 31, 2004, an increase of $5.7 million, or 36.4%. This increase was primarily the result of costs associated with operating new stores as well as increases in infrastructure and administrative staff to support our growth and additional expenses resulting from our being a public company. As a percentage of net sales, SG&A expenses increased to 29.3% in the six months ended July 30, 2005 from 28.2% in the six months ended July 31, 2004. The increase in SG&A expenses as a percentage of net sales was primarily attributable to an increase in store payroll for new stores of $2.3 million and additional depreciation of $0.8 million and, to a lesser extent, additional infrastructure and administrative staff costs to support our growth, and additional costs resulting from our being a public company.

Operating Profit (Loss)

As a result of the above factors, operating profit increased by $1.7 million to $1.3 million in the six months ended July 30, 2005 compared with an operating loss of ($0.4) million in the six months ended July 31, 2004. As a percentage of net sales, operating profit (loss) was 1.8% in the six months ended July 30, 2005 compared with (0.7%) in the six months ended July 31, 2004.

Provision (Benefit) for Income Taxes

Provision for income taxes was $0.5 million for the six months ended July 30, 2005 compared with a benefit for income taxes of $0.1 million for the six months ended July 31, 2004.

Net Income (Loss)

Net income increased by $1.2 million to $0.8 million in the six months ended July 30, 2005 from a net loss of ($0.4) million in the six months ended July 31, 2004. As a percentage of net sales, net income (loss) was 1.1% in the six months ended July 30, 2005 compared with (0.8%) in the six months ended July 31, 2004.

Liquidity and Capital Resources

Our primary capital requirements are for capital investments, inventory, store remodeling, store fixtures and ongoing infrastructure improvements such as technology enhancements and distribution capabilities. Historically, our main sources of liquidity have been cash flows from operations and borrowings under our revolving credit facility.

The Registration Statement (SEC File No. 333-122865) for our initial public offering was declared effective by the Securities and Exchange Commission on May 5, 2005. We and certain selling shareholders sold 1,875,000 shares and 1,718,750 shares of common stock, respectively, in the offering at a public offering price of $18.00 per share, for aggregate gross proceeds of approximately $33.8 million and $30.9 million, respectively. In connection with this offering we paid underwriting discounts and commissions of approximately $2.4 million and incurred offering expenses of approximately $1.7 million. After deducting the underwriting discounts and commissions and the offering expenses, we received net proceeds of approximately $29.7 million from the offering.

The significant components of our working capital are inventory and liquid assets such as cash and receivables, specifically credit card receivables, reduced by short-term debt, accounts payable and accrued expenses. Our working capital position benefits from the fact that we generally collect cash from sales to customers the same day or within several days of the related sale, while we typically have extended payment terms with our vendors.

Our capital requirements include construction and fixture costs related to the opening of new stores and for maintenance and remodeling expenditures for existing stores. Future capital requirements will depend on many factors, including the pace of new store openings, the availability of suitable locations for new stores, and the nature of arrangements negotiated with landlords. In that regard, our net investment to open a new store has varied significantly in the past due to a number of factors, including the geographic location and size of the new store, and is likely to vary significantly in the future. During fiscal 2005, we expect to spend approximately $15.7 million on capital expenditures, a majority of which will relate to leasehold improvements and fixtures for the 35 new stores we plan to open in fiscal 2005, and a smaller amount will relate to equipment, systems and improvements for our distribution center and support infrastructure. For the six months ended July 30, 2005, we made capital expenditures of approximately $6.4 million and opened 11 new stores. However, there can be no assurance that the number of stores that we actually open in fiscal 2005 will not be different from the number of stores we plan to open, or that actual fiscal 2005 capital expenditures will not differ from this expected amount.

We expect cash flows from operations, available borrowings under our revolving credit facility and the remaining net proceeds from our initial public offering will be sufficient to meet our foreseeable cash requirements for operations and planned capital expenditures for at least the next twelve months. Beyond this time frame, if cash flows from operations, borrowings under our revolving credit facility and the remaining net proceeds from our initial public offering are not sufficient to meet our capital requirements, then we will be required to obtain additional equity or debt financing in the future. There can be no assurance that equity or debt financing will be available to us when we need it or, if available, that the terms will be satisfactory to us and not dilutive to our then-current shareholders.

Net cash used in operating activities in the six months ended July 30, 2005 was $8.8 million and $4.6 million in the six months ended July 31, 2004, in each case primarily related to an increase in inventory levels and receivables, partially offset by an increase in accrued liabilities.

Net cash used in investing activities was $6.4 million in the six months ended July 30, 2005 and $4.8 million in the six months ended July 31, 2004, in each case primarily related to capital expenditures for new store openings and existing store renovations.

Net cash provided from financing activities in the six months ended July 30, 2005 was $32.0 million, primarily related to our initial public offering on May 5, 2005. Net cash provided by financing activities in the six months ended July 31, 2004 was $10.6 million, primarily related to net borrowing under our revolving credit facility offset by the decrease in our book overdraft. Our book overdraft represents checks that we have issued to pay accounts payable but that have not yet been presented for payment.

We have a $20.0 million secured revolving credit facility with a lender. The revolving credit facility provides for the issuance of commercial letters of credit in an amount not to exceed $7.5 million outstanding at any time and with a term not to exceed 180 days, although the amount of borrowings available at any time under our revolving credit facility is reduced by the amount of letters of credit outstanding at that time. As of July 30, 2005, we had no borrowings and approximately $1.6 million of letters of credit outstanding under the revolving credit facility. The revolving credit facility bears interest at floating rates based on the lower of the prime rate (6.25% at July 30, 2005) minus a prime margin or the LIBOR rate (3.46% at July 30, 2005) plus a LIBOR margin, with the margin in each case depending on the ratio of our adjusted funded debt (as defined in the loan agreement, as amended) to EBITDAR (as defined in the loan agreement, as amended). The revolving credit facility will expire on July 1, 2006. The borrowing capacity can be increased to $25.0 million if we request and if we are in compliance with certain provisions. Our obligations under the revolving credit facility are secured by almost all of our personal property, including, among other things, our inventory, equipment and fixtures. We must also provide financial information and statements to our lender and we must reduce the amount of any outstanding advances under the revolving credit facility to no more than $5.0 million for a period of at least 30 consecutive days of each year. Our revolving credit facility also contains financial covenants that require us to meet certain specified financial ratios, including a debt to earnings ratio, an earnings to interest expense ratio and an inventory to debt ratio. We were in compliance with all covenants at July 30, 2005.

Contractual Obligations and Commercial Commitments

There were no material changes outside the ordinary course of business in our contractual obligations during the quarter ended July 30, 2005. Our operating lease obligations are not recognized as liabilities in the financial statements. The following table summarizes the total amount of future payments due under certain of our contractual obligations at July 30, 2005 and the amount of those payments due in future periods as of July 30, 2005:

			Payments Due In Fiscal Year				
	Total	2005 (6 months)	2006	2007	2008	2009	2010 and Beyond
	(Dollars in thousands)						
Contractual obligations:							
Non-cancelable operating lease obligations	$ 83,143	$ 5,732	$ 11,593	$ 11,036	$ 10,370	$ 10,284	$ 34,128
Total contractual cash obligations	$ 83,143	$ 5,732	$ 11,593	$ 11,036	$ 10,370	$ 10,284	$ 34,128

We occupy our retail stores and combined home office and distribution center under operating leases generally with terms of seven to ten years. Some of our leases have early cancellation clauses, which permit the lease to be terminated by us if certain sales levels are not met in specific periods. Some leases contain renewal options for periods ranging from one to five years under substantially the same terms and conditions as the original leases. In addition to future minimum lease payments, substantially all of our store leases provide for additional rental payments (or “percentage rent”) if sales at the respective stores exceed specified levels, as well as the payment of common area maintenance charges and real estate taxes. Amounts in the above table do not include percentage rent, common area maintenance charges or real estate taxes. Most of our lease agreements have defined escalating rent provisions, which we have straight-lined over the term of the lease, including any lease renewals deemed to be probable. For certain locations, we receive cash tenant allowances and we have reported these amounts as a deferred liability which is amortized to rent expense over the term of the lease, including any lease renewals deemed to be probable. Total rental expenses, including percentage rent, common area maintenance costs and real estate taxes, under operating leases were $7.6 million and $9.6 million for the six months ended July 31, 2004 and the six months ended July 30, 2005, respectively. We amortize our leasehold improvements over the shorter of the useful life of the asset or the lease term.

Off-Balance Sheet Obligations

Our only off-balance sheet contractual obligations and commercial commitments as of July 30, 2005 related to operating lease obligations and letters of credit. We have excluded these items from our balance sheet in accordance with generally accepted accounting principles. We presently do not have any non-cancelable purchase commitments. At July 30, 2005, we had outstanding purchase orders to acquire merchandise from vendors for approximately $41.7 million. These purchases are expected to be financed by cash flows from operations and borrowings under our revolving credit facility. We have an option to cancel these commitments with no notice prior to shipment. At July 30, 2005, we had approximately $1.6 million of letters of credit outstanding under our revolving credit facility.

Impact of Inflation

We do not believe that inflation has had a material impact on our net sales or operating results for the past three fiscal years or for the six months ended July 30, 2005. There can be no assurance that our business will not be affected by inflation in the future.

Risk Factors

You should carefully consider the risks described below and elsewhere in this quarterly report, which could materially and adversely affect our business, results of operations or financial condition. If any of the following risks actually occurs, the market price of our common stock would likely decline.

Our growth strategy depends on our ability to open and operate a significant number of new stores each year, which could strain our resources and cause the performance of our existing stores to suffer.

Our growth largely depends on our ability to open and operate new stores successfully. However, our ability to open new stores is subject to a variety of risks and uncertainties, and we may be unable to open new stores as planned, and any failure to successfully open and operate new stores would have a material adverse effect on our results of operations and on the market price of our common stock. We opened 27 stores in fiscal 2004 and 15 stores in fiscal 2003. We plan to open approximately 35 stores in our fiscal year ending in January 2006 (including 11 stores that we opened during the six months ended July 30, 2005), an increase of 25.0% over our store base as of the end of fiscal 2004. We intend to continue to open a significant number of new stores in future years while remodeling a portion of our existing store base annually. However, there can be no assurance that we will open the planned number of stores in fiscal 2005 or thereafter. In addition, our proposed expansion will place increased demands on our operational, managerial and administrative resources. These increased demands could cause us to operate our business less effectively, which in turn could cause deterioration in the financial performance of our individual stores and our overall business. To the extent our new store openings are in markets where we already have stores, we may experience reduced net sales in existing stores in those markets. In addition, successful execution of our growth strategy may require that we obtain additional financing, and we cannot assure you that we will be able to obtain that financing on acceptable terms or at all.

If we fail to effectively execute our expansion strategy, we may not be able to successfully open new store locations in a timely manner, if at all, which could have an adverse affect on our net sales and results of operations.

Our ability to open and operate new stores successfully depends on many factors, including, among others, our ability to:

- identify suitable store locations, the availability of which is outside of our control;
- negotiate acceptable lease terms, including desired tenant improvement allowances;
- source sufficient levels of inventory at acceptable costs to meet the needs of new stores;
- hire, train and retain store personnel;
- successfully integrate new stores into our existing operations; and
- identify and satisfy the merchandise preferences of new geographic areas.

In addition, many of our planned new stores are to be opened in regions of the United States in which we currently have few, or no, stores. The expansion into these markets may present competitive, merchandising and distribution challenges that are different from those currently encountered in our existing markets. Any of these challenges could adversely affect our business and results of operations.

Our business is dependent upon our being able to anticipate, identify and respond to changing fashion trends, customer preferences and other fashion-related factors; failure to do so could have a material adverse effect on us.

Customer tastes and fashion trends in the action sports lifestyle market are volatile and tend to change rapidly. Our success depends on our ability to effectively anticipate, identify and respond to changing fashion tastes and consumer preferences, and to translate market trends into appropriate, saleable product offerings in a timely manner. If we are unable to successfully anticipate, identify or respond to changing styles or trends and misjudge the market for our products or any new product lines, our sales may be lower than predicted and we may be faced with a substantial amount of unsold inventory or missed opportunities. In response to such a situation, we may be forced to rely on markdowns or promotional sales to dispose of excess or slow-moving inventory, which could have a material adverse effect on our results of operations.

Our ability to attract customers to our stores depends heavily on the success of the shopping malls in which our stores are located; any decrease in customer traffic in those malls could cause our sales to be less than expected.

In order to generate customer traffic we depend heavily on locating our stores in prominent locations within successful shopping malls. Sales at these stores are derived, in part, from the volume of traffic in those malls. Our stores benefit from the ability of a mall's other tenants to generate consumer traffic in the vicinity of our stores and the continuing popularity of malls as shopping destinations. Our sales volume and mall traffic generally may be adversely affected by, among other things, economic downturns in a particular area, competition from Internet retailers, non-mall retailers and other malls, increases in gasoline prices and the closing or decline in popularity of other stores in the malls in which we are located. A reduction in mall traffic as a result of these or any other factors could have a material adverse effect on our business, results of operations and financial condition.

Our sales and inventory levels fluctuate on a seasonal basis, leaving our operating results particularly susceptible to changes in back-to-school and holiday shopping patterns.

Our sales are typically disproportionately higher in the third and fourth fiscal quarters of each fiscal year due to increased sales during the back-to-school and winter holiday shopping seasons. Sales during these periods cannot be used as an accurate indicator of annual results. Our sales in the first and second fiscal quarters are typically lower than in our third and fourth fiscal quarters due, in part, to the traditional retail slowdown immediately following the winter holiday season. Any significant decrease in sales during the back-to-school and winter holiday seasons would have a material adverse effect on our financial condition and results of operations. In addition, in order to prepare for the back-to-school and winter holiday shopping seasons, we must order and keep in stock significantly more merchandise than we 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 have a material adverse effect on our business, results of operations and financial condition.

Our quarterly results of operations are volatile and may decline.

Our quarterly results of operations have fluctuated significantly in the past and can be expected to continue to fluctuate significantly in the future. As discussed above, our sales and operating results are typically lower in the first and second quarters of our fiscal year due, in part, to the traditional retail slowdown immediately following the winter holiday season. Our quarterly results of operations are affected by a variety of other factors, including:

- the timing of new store openings and the relative proportion of our new stores to mature stores;
- fashion trends and changes in consumer preferences;
- calendar shifts of holiday or seasonal periods;

- changes in our merchandise mix;
- timing of promotional events;
- general economic conditions and, in particular, the retail sales environment;
- actions by competitors or mall anchor tenants;
- weather conditions;
- the level of pre-opening expenses associated with our new stores; and
- inventory shrinkage beyond our historical average rates.

Our business is susceptible to weather conditions that are out of our control, and unseasonable weather could have a negative impact on our results of operations.

Our business is susceptible to unseasonable weather conditions. For example, extended periods of unseasonably warm temperatures during the winter season or cool weather during the summer season could render a portion of our inventory incompatible with those unseasonable conditions. These prolonged unseasonable weather conditions, particularly in the western United States where we have a concentration of stores, could have a material adverse effect on our business and results of operations.

We may be unable to compete favorably in the highly competitive retail industry, and if we lose customers to our competitors, our sales could decrease.

The teenage and young adult retail apparel, hardgoods and accessories industry is highly competitive. We compete with other retailers for vendors, teenage and young adult customers, suitable store locations, qualified store associates and management personnel. In the softgoods markets, which includes apparel, accessories and footwear, we currently compete with other teenage-focused retailers such as Abercrombie & Fitch Co., Aeropostale, Inc., American Eagle Outfitters, Inc., Anchor Blue Clothing Company, Charlotte Russe Inc., Claire's Stores, Inc., Forever 21, Inc., Hollister Co., Hot Topic, Inc., Old Navy, Inc., Pacific Sunwear of California, Inc., The Buckle, Inc., The Wet Seal, Inc. and Urban Outfitters, Inc. In addition, in the softgoods market we compete with independent specialty shops, department stores, and direct marketers that sell similar lines of merchandise and target customers through catalogs and e-commerce. In the hardgoods markets, which includes skateboards, snowboards, bindings, components and other equipment, we compete directly or indirectly with the following categories of companies: other specialty retailers that compete with us across a significant portion of our merchandising categories, such as local snowboard and skate shops; large-format sporting goods stores and chains, such as Big 5 Sporting Goods Corporation, Dick's Sporting Goods, Inc., Sport Chalet, Inc. and The Sports Authority Inc., which operates stores under the brand names Sports Authority, Gart Sports, Oshman's and Sportmart; and Internet retailers.

Some of our competitors are larger than we are and have substantially greater financial, marketing and other resources than we do. Direct competition with these and other retailers may increase significantly in the future, which could require us, among other things, to lower our prices and could result in the loss of our customers. Current and increased competition could have a material adverse effect on our business, results of operations and financial condition.

If we fail to maintain good relationships with vendors or if a vendor is otherwise unable or unwilling to supply us with adequate quantities of their products at acceptable prices, our business and financial performance could suffer.

Our business is dependent on continued good relations with our vendors. In particular, we believe that we generally are able to obtain attractive pricing and other terms from vendors because we are perceived as a desirable customer, and a deterioration in our relationship with our vendors would likely have a material adverse effect on our business. We do not have any contractual relationships with our vendors and, accordingly, there can be no assurance that our vendors will provide us with an adequate supply or quality of products or acceptable pricing. Our vendors could discontinue selling to us or raise the prices they charge at any time. There can be no assurance that we will be able to acquire desired merchandise in sufficient quantities on terms acceptable to us in the future. Also, certain of our vendors sell their products directly to the retail market and therefore compete with us directly, and other vendors may decide to do so in the future. There can be no assurance that such vendors will not decide to discontinue supplying their products to us, supply us only less popular or lesser quality items, raise the prices they charge us or focus on selling their products directly. Any inability to acquire suitable merchandise at acceptable prices, or the loss of one or more key vendors, would have a material adverse effect on our business, results of operations and financial condition.

If we lose key management or are unable to attract and retain the talent required for our business, our financial performance could suffer.

Our performance depends largely on the efforts and abilities of our senior management, including our Co-Founder and Chairman, Thomas D. Campion, our President and Chief Executive Officer, Richard M. Brooks, our Chief Financial Officer, Brenda I. Morris, and our General Merchandising Manager, Lynn K. Kilbourne. None of our employees, except Mr. Brooks, has an employment agreement with us and we do not have, and do not plan to obtain, key person life insurance covering any of our employees. If we lose the services of one or more of our key executives, we may not be able to successfully manage our business or achieve our growth objectives. As our business grows, we will need to attract and retain additional qualified management personnel in a timely manner and we may not be able to do so.

Our failure to meet our staffing needs could adversely affect our ability to implement our growth strategy and could have a material impact on our results of operations.

Our success depends in part upon our ability to attract, motivate and retain a sufficient number of qualified employees, including regional managers, district managers, store managers and store associates, who understand and appreciate our corporate culture based on a passion for the action sports lifestyle and are able to adequately represent this culture to our customers. Qualified individuals of the requisite caliber, skills and number needed to fill these positions may be in short supply in some areas, and the employee turnover rate in the retail industry is high. Competition for qualified employees could require us to pay higher wages to attract a sufficient number of suitable employees. If we are unable to hire and retain store managers and store associates capable of consistently providing a high level of customer service, as demonstrated by their enthusiasm for our culture and knowledge of our merchandise, our ability to open new stores may be impaired and the performance of our existing and new stores could be materially adversely affected. We are also dependent upon temporary personnel to adequately staff our stores and distribution center, particularly during busy periods such as the back-to-school and winter holiday seasons. There can be no assurance that we will receive adequate assistance from our temporary personnel, or that there will be sufficient sources of temporary personnel. Although none of our employees is currently covered by collective bargaining agreements, we cannot guarantee that our employees will not elect to be represented by labor unions in the future, which could increase our labor costs and could subject us to the risk of work stoppages and strikes. Any such failure to meet our staffing needs, any material increases in employee turnover rates, any increases in labor costs or any work stoppages or interruptions or strikes could have a material adverse effect on our business or results of operations.

Our operations, including our sole distribution center, are concentrated in the western United States, which makes us susceptible to adverse conditions in this region.

Our home office and sole distribution center are located in a single facility in Washington, and a substantial number of our stores are located in Washington and the western half of the United States. As a result, our business may be more susceptible to regional factors than the operations of more geographically diversified competitors. These factors include, among others, economic and weather conditions, demographic and population changes and fashion tastes. In addition, we rely on a single distribution center in Everett, Washington to receive, store and distribute merchandise to all of our stores and to fulfill our Internet sales. As a result, a natural disaster or other catastrophic event, such as an earthquake affecting western Washington, in particular, or the West Coast, in general, could significantly disrupt our operations and have a material adverse effect on our business, results of operations and financial condition.

We are required to make substantial rental payments under our operating leases and any failure to make these lease payments when due would likely have a material adverse effect on our business and growth plans.

We do not own any of our retail stores or our combined home office and distribution center, but instead we lease all of these facilities under operating leases. Payments under these operating leases account for a significant portion of our operating expenses. For example, total rental expense, including additional rental payments (or "percentage rent") based on sales of some of the stores, common area maintenance charges and real estate taxes, under operating leases was \$13.9 million and \$17.1 million for fiscal year 2003 and fiscal year 2004, respectively, and \$7.6 million and \$9.6 million for the six months ended July 31, 2004 and July 30, 2005, respectively, and, as of July 30, 2005, we were a party to operating leases requiring future minimum lease payments aggregating approximately \$49.0 million through fiscal year 2009 and approximately \$34.1 million thereafter. In addition, substantially all of our store leases provide for additional rental payments based on sales of the respective stores, as well as common area maintenance charges, and require that we pay real estate taxes, none of which is included in the amount of future minimum lease payments. We expect that any new stores we open will also be leased by us under operating leases, which will further increase our operating lease expenses.

Our substantial operating lease obligations could have significant negative consequences, including:

- increasing our vulnerability to general adverse economic and industry conditions;
- limiting our ability to obtain additional financing;
- requiring that a substantial portion of our available cash be applied to pay our rental obligations, thus reducing cash available for other purposes;
- limiting our flexibility in planning for or reacting to changes in our business or in the industry in which we compete; and
- placing us at a disadvantage with respect to some of our competitors.

We depend on cash flow from operations to pay our lease expenses and to fulfill our other cash needs. If our business does not generate sufficient cash flow from operating activities, and sufficient funds are not otherwise available to us from the remaining net proceeds we received from our initial public offering in May 2005, borrowings under bank loans or from other sources, we may not be able to service our operating lease expenses, grow our business, respond to competitive challenges or to fund our other liquidity and capital needs, which would have a material adverse effect on us.

The terms of our revolving credit facility impose operating and financial restrictions on us that may impair our ability to respond to changing business and economic conditions. This impairment could have a significant adverse impact on our business.

We have a \$20 million revolving credit facility with Bank of America, N.A., which we use for inventory financing and other general corporate purposes, that contains a number of significant restrictions and covenants that generally limit our ability to, among other things, (1) incur additional indebtedness or certain lease obligations outside the ordinary course of business; (2) enter into sale/leaseback transactions;

(3) make certain changes in our management; and (4) undergo a change in ownership. In addition, our obligations under the revolving credit facility are secured by almost all of our personal property, including, among other things, our inventory, equipment and fixtures. Our revolving credit facility also contains financial covenants that require us to meet certain specified financial ratios, including a debt to earnings ratio, an earnings to interest expense ratio and an inventory to debt ratio. Our ability to comply with these ratios may be affected by events beyond our control.

A breach of any of these restrictive covenants or our inability to comply with the required financial ratios could result in a default under the revolving credit facility. If a default occurs, the lender may elect to declare all borrowings outstanding, together with accrued interest and other fees, to be immediately due and payable. If we are unable to repay outstanding borrowings when due, whether at their maturity or if declared due and payable by the lender following a default, the lender has the right to proceed against the collateral granted to it to secure the indebtedness. As a result, any breach of these covenants or failure to comply with these ratios could have a material adverse effect on us. In that regard, in fiscal 2002 we breached certain financial covenants in a prior credit facility which required that we obtain waivers from the lender. These breaches did not have a material adverse impact on our financial condition or results of operations. There can be no assurance that we will not breach the covenants or fail to comply with the ratios in our revolving credit facility or any other debt agreements we may enter into in the future and, if a breach occurs, there can be no assurance that we will be able to obtain necessary waivers or amendments from the lenders.

The restrictions contained in our revolving credit facility could: (1) limit our ability to plan for or react to market conditions or meet capital needs or otherwise restrict our activities or business plans; and (2) adversely affect our ability to finance our operations, strategic acquisitions, investments or other capital needs or to engage in other business activities that would be in our interest.

Our business could suffer as a result of United Parcel Service being unable to distribute our merchandise.

We rely upon United Parcel Service for our product shipments, including shipments to, from and between our stores. Accordingly, we are subject to risks, including employee strikes and inclement weather, which may affect United Parcel Service’s ability to meet our shipping needs. Among other things, any circumstances that require us to use other delivery services for all or a portion of our shipments could result in increased costs and delayed deliveries and could harm our business materially. In addition, although we have a contract with United Parcel Service that expires in June 2008, United Parcel Service has the right to terminate the contract upon 30 days written notice. Although the contract with United Parcel Service provides certain discounts from the shipment rates in effect at the time of shipment, the contract does not limit United Parcel Services’ ability to raise the shipment rates at any time. Accordingly, we are subject to the risk that United Parcel Service may increase the rates they charge, that United Parcel Service may terminate their contract with us, that United Parcel Service may decrease the rate discounts provided to us when an existing contract is renewed or that we may be unable to agree on the terms of a new contract with United Parcel Service, any of which could materially adversely affect our operating results.

Our business could suffer if a manufacturer fails to use acceptable labor practices.

We do not control our vendors or the manufacturers that produce the products we buy from them, nor do we control the labor practices of our vendors and these manufacturers. The violation of labor or other laws by any of our vendors or these manufacturers, or the divergence of the labor practices followed by any of our vendors or these manufacturers from those generally accepted as ethical in the United States, could interrupt, or otherwise disrupt, the shipment of finished products to us or damage our reputation. Any of these, in turn, could have a material adverse effect on our financial condition and results of operations. In that regard, most of the products sold in our stores are manufactured overseas, primarily in Asia and Central America, which may increase the risk that the labor practices followed by the manufacturers of these products may differ from those considered acceptable in the United States.

Our failure to adequately anticipate a correct mix of private label merchandise may have a material adverse effect on our business.

Sales from private label merchandise accounted for 12.8% of our net sales in fiscal 2004. We may take steps to increase the percentage of net sales of private label merchandise in the future, although there can be no assurance that we will be able to achieve increases in private label merchandise sales as a percentage of net sales. Because our private label merchandise generally carries higher gross margins than other merchandise, our failure to anticipate, identify and react in a timely manner to fashion trends with our private label merchandise, particularly if the percentage of net sales derived from private label merchandise increases, may have a material adverse effect on our comparable store sales, financial condition and results of operations.

Most of our merchandise is produced by foreign manufacturers; therefore the availability and costs of these products may be negatively affected by risks associated with international trade and other international conditions.

Most of our merchandise is produced by manufacturers in Asia and Central America. Some of these facilities are also located in regions that may be affected by natural disasters, political instability or other conditions that could cause a disruption in trade. Trade restrictions such as increased tariffs or quotas, or both, could also affect the importation of merchandise generally and increase the cost and reduce the supply of merchandise available to us. Any reduction in merchandise available to us or any increase in its cost due to tariffs, quotas or local issues that disrupt trade could have a material adverse effect on our results of operations. Although the prices charged by vendors for the merchandise we purchase are all denominated in United States dollars, a decline in the relative value of the United States dollar to foreign currencies could lead to increased merchandise costs, which could negatively affect our competitive position and our results of operation.

If our information systems hardware or software fails to function effectively or does not scale to keep pace with our planned growth, our operations could be disrupted and our financial results could be harmed.

Over the past several years, we have made improvements to our existing hardware and software systems, as well as implemented new systems. If these or any other information systems and software do not work effectively, this could adversely impact the promptness and accuracy of our transaction processing, financial accounting and reporting and our ability to manage our business and properly forecast operating results and cash requirements. To manage the anticipated growth of our operations and personnel, we may need to continue to improve our operational and financial systems, transaction processing, procedures and controls, and in doing so could incur substantial additional expenses which could harm our financial results. In addition, as discussed below, we will be required to improve our financial and managerial controls, reporting systems and procedures to comply with Section 404 of the Sarbanes-Oxley Act of 2002.

Our inability or failure to protect our intellectual property or our infringement of other's intellectual property could have a negative impact on our operating results.

We believe that our trademarks and domain names are valuable assets that are critical to our success. The unauthorized use or other misappropriation of our trademarks or domain names could diminish the value of the Zumiez brand, our store concept, our private label brands or our goodwill and cause a decline in our net sales. At this time, we have not secured protection for our trademarks in any jurisdiction outside of the United States, and thus we cannot prevent other persons from using our trademarks outside of the United States, which also could materially adversely affect our business. We are also subject to the risk that we may infringe on the intellectual property rights of third parties. Any infringement or other intellectual property claim made against us, whether or not it has merit, could be time-consuming, result in costly litigation, cause product delays or require us to pay royalties or license fees. As a result, any such claim could have a material adverse effect on our operating results.

The effects of war or acts of terrorism could adversely affect our business.

Substantially all of our stores are located in shopping malls. Any threat of terrorist attacks or actual terrorist events, particularly in public areas, could lead to lower customer traffic in shopping malls. In addition, local authorities or mall management could close shopping malls in response to security concerns. Mall closures, as well as lower customer traffic due to security concerns, would likely result in decreased sales. Additionally, the escalation of the armed conflicts in the Middle East, or the threat, escalation or commencement of war or other armed conflict elsewhere, could significantly diminish consumer spending, and result in decreased sales for us. Decreased sales would have a material adverse effect on the our business, financial condition and results of operations .

Failure to successfully integrate any businesses or stores that we acquire could have an adverse impact on our results of operations.

We may from time to time acquire other retail stores, individually or in groups, or businesses. We may experience difficulties in assimilating any stores or businesses we may acquire, and any such acquisitions may also result in the diversion of our capital and our management's attention from other business issues and opportunities. We may not be able to successfully integrate any stores or businesses that we may acquire, including their facilities, personnel, financial systems, distribution, operations and general operating procedures. If we fail to successfully integrate acquisitions, we could experience increased costs and other operating inefficiencies, which could have an adverse effect on our results of operations.

The outcome of litigation could have a material adverse effect on our business.

We are involved, from time to time, in litigation incidental to our business. Management believes, after considering a number of factors and the nature of the legal proceedings to which we are subject, that the outcome of current litigation will not have a material adverse effect upon our results of operations or financial condition. However, management's assessment of our current litigation could change in light of the discovery of facts not presently known to us or determinations by judges, juries or other finders of fact that are not in accord with management's evaluation of the possible liability or outcome of such litigation. As a result, there can be no assurance that the actual outcome of pending or future litigation will not have a material adverse effect on our results of operations or financial condition.

Our Internet operations subject us to numerous risks that could have an adverse effect on our results of operations.

Although Internet sales constitute only a small portion of our overall sales, our Internet operations subject us to certain risks that could have an adverse effect on our operational results, including:

- diversion of traffic and sales from our stores;
- liability for online content; and
- risks related to the computer systems that operate our website and related support systems, including computer viruses and electronic break-ins and similar disruptions.

In addition, risks beyond our control, such as governmental regulation of the Internet, entry of our vendors in the Internet business in competition with us, online security breaches and general economic conditions specific to the Internet and online commerce could have an adverse effect on our results of operations.

We have incurred and will continue to incur significant expenses as a result of being a public company, which will negatively impact our financial performance.

We completed our initial public offering in May 2005 and we have incurred and will continue to incur significant legal, accounting, insurance and other expenses as a result of being a public company. The Sarbanes-Oxley Act of 2002, as well as related rules implemented by the SEC and The Nasdaq Stock Market, have required changes in corporate governance practices of public companies. Compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act as discussed in the following risk factor, have increased and will substantially increase our expenses, including our legal and accounting costs, and have made and will continue to make some activities more time-consuming and costly. These laws, rules and regulations have made and will continue to make it more expensive for us to obtain director and officer liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as officers. As a result of the foregoing, we expect a substantial increase in legal, accounting, insurance and certain other expenses in the future, which will negatively impact our financial performance and could have a material adverse effect on our results of operations and financial condition.

In addition, we currently have only two directors who qualify as independent directors under the rules of the SEC and The Nasdaq Stock Market, and those rules require that we appoint additional independent directors as needed so that by May 6, 2006 a majority of our directors are independent and all members of the committees of our board of directors are independent. Any failure to appoint additional independent directors as required by The Nasdaq Stock Market would allow The Nasdaq Stock Market to de-list our common stock and could result in adverse publicity and other sanctions, which could have a material adverse effect on our results of operations and the market value of our common stock.

Failure to maintain adequate financial and management processes and controls could lead to errors in our financial reporting and could harm our ability to manage our expenses.

Reporting obligations as a public company and our anticipated growth have placed and will continue to place a considerable strain on our financial and management systems, processes and controls, as well as on our personnel. In addition, as a public company we will be required to document and test our internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 so that our management can certify as to the effectiveness of our internal controls and our independent registered public accounting firm can render an opinion on management's assessment and on the effectiveness of our internal control over financial reporting by the time our annual report for fiscal 2006 is due and thereafter, which will require us to document and make significant changes to our internal controls over financial reporting. As a result, we will be required to improve our financial and managerial controls, reporting systems and procedures, to incur substantial expenses to test our systems and to make such improvements and to hire additional personnel. If our management is unable to certify the effectiveness of our internal controls or if our independent registered public accounting firm cannot render an opinion on management's assessment and on the effectiveness of our internal control over financial reporting, or if material weaknesses in our internal controls are identified, we could be subject to regulatory scrutiny and a loss of public confidence, which could have a material adverse effect on our business and our stock price. In addition, if we do not maintain adequate financial and management personnel, processes and controls, we may not be able to accurately report our financial performance on a timely basis, which could cause a decline in our stock price and adversely affect our ability to raise capital.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

During different times of the year, due to the seasonality of our business, we have borrowed under our revolving credit facility. To the extent we borrow under our revolving credit facility, which bears interests at floating rates based either on the prime rate or LIBOR, we are exposed to market risk related to changes in interest rates. At July 30, 2005, we had no borrowings outstanding under our credit facility. We are not a party to any derivative financial instruments.

Item 4: Controls and Procedures

Evaluation of Disclosure Controls and Procedures. We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Securities Exchange Act Rule 13a-15(e)). Based on this evaluation, our CEO and CFO concluded that, as of July 30, 2005, our disclosure controls and procedures were effective.

Changes in Internal Control Over Financial Reporting . There has been no change in our internal control over financial reporting (as defined in Securities Exchange Act Rule 13a-15(f)) during the quarter ended July 30, 2005 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities; Use of Proceeds and Issuer Purchases of Equity Securities

(b) Use of Proceeds

Our registration statement on Form S-1 under the Securities Act of 1933 (File No. 333-122865), relating to our initial public offering of common stock was declared effective by the Securities and Exchange Commission on May 5, 2005 and we completed our initial public offering on May 11, 2005. We and the selling shareholders sold 1,875,000 shares and 1,718,750 shares of common stock, respectively, in the offering at a public offering price of $18.00 per share, for aggregate gross proceeds of $33.8 million and $30.9 million, respectively. In connection with this offering we paid underwriters' commissions of $2.4 million and incurred offering expenses of $1.7 million. After deducting the underwriters' commissions and the offering expenses, we received net proceeds of $29.7 million from the offering. Upon completing the offering the selling shareholders received net proceeds of $28.8 million. We did not receive any of the proceeds from the sale of shares of our common stock by the selling shareholders.

The underwriters in the offering were Wachovia Securities LLC (joint book-running manager), Piper Jaffray & Co. (joint book-running manager), William Blair & Company, L.L.C., D.A. Davidson & Co. Inc., McAdams Wright Ragen, Inc., Morgan Keegan & Company, Inc. and Wedbush Morgan Securities Inc. Following the sale of the 3,593,750 shares, the offering terminated.

We intend to use the remaining net proceeds from the offering, together with cash flow from operations, to fund new store openings, store improvements, infrastructure improvements, working capital and other general corporate purposes, which may include general and administrative expenses.

Item 3. Defaults Upon Senior Securities

None.

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

None.

Item 5. Other Information

On July 1, 2005, we entered into an agreement (the "Carrier Agreement") with United Parcel Service Inc. ("UPS"). The Carrier Agreement sets forth the terms and conditions regarding pickup and delivery services that UPS provides for us. The Carrier Agreement has an effective date of July 4, 2005, and replaces our previous agreement with UPS. The Carrier Agreement expires in June 2008 and may also be terminated by either us or UPS upon 30 days written notice.

On May 11, 2005, we entered into a modification agreement (the "Modification") with Bank of America, N.A., the lender under our revolved credit facility. The Modification eliminates the annual unused commitment fee of between 0.1% and 0.2% of any unused amount available under our revolving credit facility.

The foregoing summaries are qualified in their entirety by reference to the text of the Carrier Agreement and the Modification, which are attached as Exhibits 10.4 and 10.11, respectively, to this quarterly report on Form 10-Q and which are each incorporated by reference herein.

Item 6. Exhibits

Exhibits

Exhibit No.	Description of Exhibits
10.4	Carrier Agreement between United Parcel Service Inc. and Zumiez Inc. date July 4, 2005.
10.11	Modification dated May 11, 2005 to Business Loan Agreement dated May 29, 2003 between Bank of America, N.A. and Zumiez Inc., as modified by Loan Modification Agreement dated September 20, 2004.
31.1	Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.

SIGNATURE

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

ZUMIEZ INC.

By: /s/ Brenda I. Morris
Brenda I. Morris
Chief Financial Officer

Dated: September 12, 2005

Exhibit 10.4

Carrier Agreement

This Agreement ("Agreement") is made and entered into by and between ZUMIEZ ("Customer") and United Parcel Service Inc., an Ohio Company ("UPS").

UPS will provide the pickup and delivery services ("Services") as set forth below subject to the terms of this Agreement. These Services will be provided with the incentives ("Incentives") as also set forth below. These Incentives shall only be available to the locations and account numbers identified in **Addendum A**. Account numbers of Customer and its affiliates, each of which is more than fifty percent (50.0%) owned by Customer, may be added or deleted only by mutual written agreement of Customer and UPS and require seven (7) business days notice to UPS to become effective. Customer is prohibited from reselling or offering Incentives to any other party without the prior written consent of UPS and failure to comply with this prohibition may result in immediate cancellation of this Agreement.

Customer acknowledges and agrees that the Incentives and the minimum rates in **Addendum B** are based on and derived from the most recently published UPS list rates available at www.ups.com and are subject to change based on changes to such list rates. Each eligible package (or shipment) and accessorial will receive its applicable Incentive for the term of this Agreement. Incentives are applied on a weekly basis unless otherwise specified. Incentives shall be applied to prepaid outbound shipments unless otherwise noted. This Agreement will be subject to periodic review by UPS for Customer compliance.

Customer agrees to supply the UPS Service Provider with a hard copy summary manifest at the time that the packages are tendered to UPS for shipment and provide UPS with Timely Upload of electronic Package Level Detail ("PLD") in a form acceptable to UPS. PLD includes, but is not limited to, consignee's full name, complete delivery address, package weight and zone. Timely Upload is defined as the electronic transmission of PLD to UPS at the time the packages are tendered to UPS. Customer agrees to provide smart labels on all packages tendered to UPS. A smart label, as defined herein and described in the current UPS Guide to Labeling, which may be updated from time to time by UPS, includes, but is not limited to, a MaxiCode, Postal Bar Code, current UPS Routing Code, appropriate UPS Service Icon and a UPS 1Z Tracking Number Bar Code. Customer further agrees that all shipping locations will use a UPS OnLine or OnLine compatible shipping solution that is approved and authorized by UPS as such.

Customer agrees to pay for all shipments in full within the time period required by UPS.

All Services provided by UPS shall be pursuant to the UPS Rate and Service Guide and UPS Tariff in effect at the time of shipping, both of which are incorporated herein by reference and which may be subject to change without notice.

Customer and UPS agree to maintain the confidentiality of this Agreement including its rates, terms and incentives ("Confidential Information") unless disclosure is required by law. Customer agrees not to post or publicly display this Confidential Information.

The Incentives will remain in effect for 156 weeks. At the end of this Agreement, UPS in its sole discretion, reserves the right to extend the terms of this Agreement on a month-to-month basis. Notwithstanding, UPS and Customer agree that either party may terminate this Agreement upon 30 calendar days prior written notice.

This offer is void if not accepted by July 31, 2005 ("Deadline"). Customer may accept Agreement by providing a duly signed copy of this Agreement to UPS by the Deadline. This Agreement supercedes all other agreements between the Customer and UPS regarding these Services. This Agreement is hereby signed and executed by authorized representatives of both parties.

UPS	Customer
United Parcel Service Inc.	ZUMIEZ
By: /s/ Robert Anderson	By: /s/ Will Eaton
Title: Senior Account Executive	Title: Logistics Manager
Address: 4455 7th Ave S. Seattle, WA 98108	Address: 6300 Merrill Creek Pkwy #B Everett, WA 98203
Date Signed: 07/01/2005	Date Signed: 07/01/2005

Effective Date: Monday, July 4, 2005

Addendum A
List of Account Numbers

ZUMIEZ's UPS accounts identified below shall be included in the agreement between United Parcel Service Inc. (Carrier) and ZUMIEZ (Account): The following accounts are eligible for incentives as specified in Addendum B:

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
Section 1:		
0000AE5301	ZUMIEZ S78 1 CROSSGATES MALL RD ALBANY, NY 12203	
0000AE5446	ZUMIEZ #83 21182 SALMON RUN LOOP W WATERTOWN, NY 13601	
0000AE5466	ZUMIEZ #079 4155 ROUTE 31 CLAY, NY 13041	
0000AE5467	ZUMIEZ #82 RT 5 & 5A NEW HARTFORD, NY 13413	
0000AE5488	ZUMIEZ #81 1300 ULSTER AVE KINGSTON, NY 12401	
0000AE5489	ZUMIEZ #86 320 HIAWATHA BLV W SYRACUSE, NY 13290	
0000A1653V	ZUMIEZ #70 3450 PALISADES CENTER #344 WEST NYACK, NY 10994	
0000A1687V	ZUMIEZ #72 1 GALLERIA DR MIDDLETOWN, NY 10941	
0000A32F00	ZUMIEZ #58 2901 BROOKS ST MISSOULA, MT 59801	
0000A3661F	ZUMIEZ #65 1850 W PULLMAN MOSCOW, ID 83843	
0000A62T39	ZUMIEZ #66 1770 E RED CLIFF DR SAINT GEORGE, UT 84790	
0000A7X619	ZUMIEZ #131 632 ORLAND SQ ORLAND PARK, IL 60462	
0000A7X635	ZUMIEZ #127 1132 GALLERIA AT TYLER RIVERSIDE, CA 92503	
0000A9T963	ZUMIEZ #63 1300 N MAIN LOGAN, UT 84341	
0000A9T974	ZUMIEZ #64	

	1081 LAYTON HILLS MALL LAYTON, UT 84041
0000A994W6	ZUMIEZ #010 2855 STEVENSCREEK BLVD SANTA CLARA, CA 95050

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
0000EA5533	ZUMIEZ 4550 E CACTUS #20 PHOENIX, AZ 85032	
0000EA5535	ZUMIEZ 1300 W SUNSET RD HENDERSON, NV 89014	
0000EA5539	ZUMIEZ 4250 CERRITOS RD SANTA FE, NM 87505	
0000EA5541	ZUMIEZ 4601 E MAIN FARMINGTON, NM 87402	
0000EA5542	ZUMIEZ 1650 PREMIUN OUTLET BLVD AURORA, IL 60504	
0000EA5543	ZUMIEZ 601 SE WYOMING BLVD CASPER, WY 82609	
0000EW8130	ZUMIEZ #242 1101 AUBURN SUPERMALL AUBURN, WA 98001	
0000E2F634	ZUMIEZ #102 6600 MENAUL BLVD NE ALBUQUERQUE, NM 87110	
0000E3F174	ZUMIEZ #103 3528 S MARYLAND PKWY #142 LAS VEGAS, NV 89109	
0000E3F175	ZUMIEZ #104 4650 N HWY 89 FLAGSTAFF, AZ 86004	
0000E3F179	ZUMIEZ #106 31111 W CHANDLER BLVD CHANDLER, AZ 85226	
0000E3F180	ZUMIEZ #107 1445 W SOUTHERN AVE MESA, AZ 85202	
0000E3F181	ZUMIEZ #108 6170 W GRAND AVE GURNEE, IL 60031	
0000E3F677	ZUMIEZ #110 6699 N LANDMARK DR PARK CITY, UT 84098	
0000E392E2	ZUMIEZ #37 918 LLOYD CENTER PORTLAND, OR 97232	
0000E4E239	ZUMIEZ #88 509 APACHE MALL ROCHESTER, MN 55902	
0000E4F968	ZUMIEZ #111	

	2029 MAPLEWOOD MALL MAPLEWOOD, MN 55109
0000E42E35	ZUMIEZ #096 4101 W DIVISION ST SAINT CLOUD, MN 56301
0000E43A88	ZUMIEZ 1101 SUPERMALL WAY AUBURN, WA 98001

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
0000E5W426	ZUMIEZ #51 3800 STATE RD 16 LA CROSSE, WI 54601	
0000E50A54	ZUMIEZ 7700 W ARROWHEAD TOWN CTR GLENDALE, AZ 85308	
0000E50A57	ZUMIEZ 2026 FOX VALLEY CTR DR AURORA, IL 60504	
0000E50A60	ZUMIEZ 1600 MILLER TRUCK HWY DULUTH, MN 55811	
0000E50A62	ZUMIEZ 1111 N ROOSEVELT SEASIDE, OR 97138	
0000E59292	ZUMIEZ #25 1700 28TH ST BOULDER, CO 80301	
0000E67961	ZUMIEZ #36 1689 ARDEN WAY SACRAMENTO, CA 95815	
0000E72421	ZUMIEZ #27 300 S 24TH ST W BILLINGS, MT 59102	
0000E81623	ZUMIEZ #33 8405 PARK MEADOWS CTR DR LITTLETON, CO 80124	
0000E81776	ZUMIEZ #43 1200 10TH AVE S GREAT FALLS, MT 59405	
0000RA0633	ZUMIEZ #80 454 GREECE RIDGE CTR DR ROCHESTER, NY 14624	
0000RA0661	ZUMIEZ #84 1 WALDEN GALLERIA BUFFALO, NY 14225	
0000RA0728	ZUMIEZ #94 700 MIRACLE MILE DR ROCHESTER, NY 14623	
0000R0V332	ZUMIEZ #087 4800 GOLF ROAD #92 EAU CLAIRE, WI 54701	
0000R17376	ZUMIEZ 12529 N MAIN STREET RANCHO CUCAMONGA, CA 91739	
0000R17379	ZUMIEZ 1313 S YUMA PALMS PKWY YUMA, AZ 85365	
0000R1738X	ZUMIEZ	

	2275 NW ALLEY AVE HILLSBORO, OR 97124
0000R17380	ZUMIEZ 700 S TELSHOR BLVD LAS CRUCES, NM 88011
0000R17383	ZUMIEZ 750 SUNLANK PARK DR EL PASO, TX 79912

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
0000R17384	ZUMIEZ 22 CLIFTON COUNTY RD CLIFTON PARK, NY 12065	
0000R17385	ZUMIEZ 651 KAPKOWSKI RD ELIZABETH, NJ 07201	
0000R17388	ZUMIEZ 7200 HARRISON ROCKFORD, IL 61112	
0000R17389	ZUMIEZ 629 FACTORY STORES DR NAPA, CA 94558	
0000V57757	ZUMIEZ #56 2424 HIGHWAY 6 AND 50 GRAND JUNCTION, CO 81505	
0000V734F8	ZUMIEZ #098 1215 PINE RIDGE MALL CHUBBUCK, ID 83202	
0000V735F0	ZUMIEZ #100 1130 HILLSDALE MALL SAN MATEO, CA 94403	
0000V735F2	ZUMIEZ #101 3251 20TH AVE SAN FRANCISCO, CA 94132	
0000V735F3	ZUMIEZ 1008 SOUTHCENTER MALL TUKWILA, WA 98188	
0000V9F681	ZUMIEZ 4300 MEADOW LN LAS VEGAS, NV 89107	
0000V9F684	ZUMIEZ 3301-1 E MAIN ST VENTURA, CA 93003	
0000V98F52	ZUMIEZ #60 3300 BROADWAY EUREKA, CA 95501	
0000V98F59	ZUMIEZ #61 3200 NAGLEE RD STE 153 TRACY, CA 95304	
0000V98F63	ZUMIEZ #59 1950 E 20TH ST CHICO, CA 95928	
0000W057F9	ZUMIEZ 10450 S STATE ST SANDY, UT 84070	
0000W0576W	ZUMIEZ 404E LAKEWOOD CENTER MALL LAKEWOOD, CA 90712	
0000W093X4	ZUMIEZ #42	

	6172 SUNRISE MALL CITRUS HEIGHTS, CA 95610
0000W3X391	ZUMIEZ #46 12545 WAYZATA BLVD MINNETONKA, MN 55305
0000W31R84	ZUMIEZ 1025 WESTMINSTER MALL WESTMINSTER, CA 92683

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
0000W31R85	ZUMIEZ 40820 WINCHESTER PROMEND MLL R TEMECULA, CA 92593	
0000W4A676	ZUMIEZ 10600 QUILCEDA BLVD TULALIP, WA 98271	
0000XX5185	ZUMIEZ #31 9493 SW WASH SQ RD TIGARD, OR 97223	
0000X55733	ZUMIEZ #06 865 SOUTHDALE CENTER EDINA, MN 55435	
0000X907W2	ZUMIEZ #40 1710 BRIARGATE COLORADO SPRINGS, CO 80920	
00000X8W54	ZUMIEZ #48 215 E FOOTHILLS PKWY FORT COLLINS, CO 80525	
000005684X	ZUMIEZ #995 6300 MERRILL CREEK PKWY EVERETT, WA 98203	
00001AW587	ZUNIEZ #99 2068 GREELEY MALL GREELEY, CO 80631	
00001A7R30	ZUMIEZ #53 2825 W MAINE ST BOZEMAN, MT 59718	
000017W041	ZUMIEZ #54 240 N GARDEN BLOOMINGTON, MN 55425	
000019E1E0	ZUMIEZ #29 900 DANA DR REDDING, CA 96003	
0000204AV7	ZUMIEZ #62 800 S CAMINO DEL RIO DURANGO, CO 81301	
0000205AV6	ZUMIEZ #55 8501 W BOWLES AVE LITTLETON, CO 80123	
00003A22T7	ZUMIEZ #67 1855 41ST AVE CAPITOLA, CA 95010	
00003X8W61	ZUMIEZ #50 1200 TOWNE CENTER BLVD PROVO, UT 84601	
000041XW 15	ZUMIEZ #34 5403 W 88TH WESTMINSTER, CO 80031	
000046E43V	ZUMIEZ #109	

	14500 W COLFAX AVE LAKEWOOD, CO 80401
000046E45V	ZUMIEZ #105 4500 N ORACLE RD TUCSON, AZ 85705
00004673W8	ZUMIEZ #23 1600 RIVERSIDE MEDFORD, OR 97501

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
00004674W2	ZUMIEZ #16 12000 SE 82ND AVE PORTLAND, OR 97266	
00004679W0	ZUMIEZ #22 420 VALLEY RIVER CTR EUGENE, OR 97401	
00004700W0	ZUMIEZ #28 1040 STONERIDGE MALL RD PLEASANTON, CA 94588	
00005XW270	ZUMIEZ #41 16571 NE 74TH ST REDMOND, WA 98052	
00005XW272	ZUMIEZ #17 14700 E INDIANA AVE SPOKANE, WA 99216	
00005X5969	ZUMIEZ #47 175 ROSEDALE ROSEVILLE, MN 55113	
000058V634	ZUMIEZ #761 6300 MERRILL CREEK PARKWAY EVERETT, WA 98203	
00006AT453	ZUMIEZ #69 305 SUN VALLEY MALL CONCORD, CA 94520	
000062V037	ZUMIEZ #85 617 NW 12TH ST GRESHAM, OR 97030	
000064W206	ZUMIEZ #30 6191 S STATE MURRAY, UT 84107	
000064W218	ZUMIEZ #32 3601 S 2700 W WEST VALLEY, UT 84119	
0000682E7W	ZUMIEZ #600 6300 MERRILL CREEK PARKWAY EVERETT, WA 98203	
00007AT115	ZUMIEZ 76 2323 HILLTOP MALL RD RICHMOND, CA 94806	
00007AT118	ZUMIEZ #75 1350 TRAVIS BLVD FAIRFIELD, CA 94533	
00007AT858	ZUMIEZ #073 186 OAKRIDGE MALL SAN JOSE, CA 95123	
000070V521	ZUMIEZ #093 51027 HIGHWAY 6 AND 24 GLENWOOD SPRINGS, CO 81601	
000073W200	ZUMIEZ #13	

	330 CASCADE MALL BURLINGTON, WA 98233
000073W202	ZUMIEZ #1 931 NORTHGATE MALL SEATTLE, WA 98125
000073W205	ZUMIEZ #4 3000 184TH SW LYNNWOOD, WA 98037

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
000073W210	ZUMIEZ #15 2529 MAIN ST UNION GAP, WA 98903	
000073W214	ZUMIEZ #12 385 COLUMBIA CENTER KENNEWICK, WA 99336	
000073W219	ZUMIEZ #19 1115 SOUTHCENTER MALL TUKWILA, WA 98188	
000073W225	ZUMIEZ #5 224 BELLEVUE SQUARE BELLEVUE, WA 98004	
000073W226	ZUMIEZ #20 511 VALLEY MALL PKWY EAST WENATCHEE, WA 98802	
000073W229	ZUMIEZ #8 10315 SILVERDALE WAY SILVERDALE, WA 98383	
000073W232	ZUMIEZ #24 3500 S MERIDIAN PUYALLUP, WA 98373	
000073W233	ZUMIEZ #39 4750 N DIVISION ST SPOKANE, WA 99207	
000073W240	ZUMIEZ #2 1402 SE EVERETT MALL WAY EVERETT, WA 98208	
000073W241	ZUMIEZ #18 625 BLACK LAKE BLVD SW OLYMPIA,WA 98502	
000073W243	ZUMIEZ #14 2104 S SEATAC MALL FEDERAL WAY, WA 98003	
000073W250	ZUMIEZ #3 4502 S STEELE ST TACOMA, WA 98409	
000073W251	ZUMIEZ #11 1 BELLIS FAIR PKWY BELLINGHAM, WA 98226	
000073149W	ZUMIEZ #26 350 N MILWAUKEE BOISE, ID 83704	
000073197W	ZUMIEZ #38 50 S MAIN ST #188 2-A-22 SALT LAKE CTY, UT 84144	
0000746E48	ZUMIEZ #21 8700 NE VANCOUVER MALL DR VANCOUVER, WA 98662	
000078V948	ZUMIEZ #095	

	3800 EAST MAIN STREET UNIT G-l ST CHARLES, IL 60174
000079V974	ZUMIEZ #095 3800 E MAIN ST ST CHARLES, IL 60174
00008A8V29	ZUMIEZ #63 1300 N MAIN #-1123 LOGAN, UT 84341

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
00008E56V1	ZUMIEZ #112 6415 LABEAUX AVE NE ALBERTVILLE, MN 55301	
00008E56V3	ZUMIEZ #115 401 CENTER ST NE SALEM, OR 97301	
00008E56V4	ZUMIEZ #117 5870 E BROADWAY BLVD TUCSON, AZ 85711	
00008E56V9	ZUMIEZ #118 7400 LAS VEGAS BLVD S LAS VEGAS, NV 89123	
00008E569F	ZUMIEZ #123 ONE MILLS CIRCLE ONTARIO, CA 91764	
00008E57V2	ZUMIEZ #124 5000 ARIZONA MILLS CIR TEMPE, AZ 85282	
000081A0E4	ZUMIEZ #68 432 GREAT MALL DR MILPITAS, CA 95035	
000082W073	ZUMIEZ #49 1168 NEWGATE MALL OGDEN, UT 84405	
000082W221	ZUMIEZ #44 1485 POLELINE RD E TWIN FALLS, ID 83301	
000082W228	ZUMIEZ #45 2300 E 17TH ST IDAHO FALLS, ID 83404	
000083V502	ZUMIEZ #091 3340 MALL LOOP DRIVE JOLIET, IL 60431	
000083V504	ZUMIEZ #092 1562 SPRING HILL MALL WEST DUNDEE, IL 60118	
000083V506	ZUMIEZ #90 903 STRATFORD SQUARE BLOOMINGDALE, IL 60108	
0000839AV6	ZUMIEZ 800 S CAMINO DEL RIO DURANGO, CO 81301	
000084W219	ZUMIEZ #35 5750 E UNIVERSITY PKWY OREM, UT 84097	
0000867R5A	ZUMIEZ #89 1001 ARNEY RD WOODBURN, OR 97071	
000093V381	ZUMIEZ #074	

	2038 SANTA ROSA PLZ SANTA ROSA, CA 95401
00009300AX	ZUMIEZ #052 3401 DALE RD MODESTO, CA 95356
00009302AF	ZUMIEZ #009 3065 ROUTE 50 SARATOGA SPRINGS, NY 12866

ACCOUNT	NAME AND ADDRESS	Commodity Tier **
00009303AX	ZUMIEZ #077 2001 S ROAD POUGHKEEPSIE, NY 12601	
00009564AR	ZUMIEZ #71 578 AVIATION RD QUEENSBURY, NY 12804	
00009623AR	ZUMIEZ #07 93 W CAMPBELL RD SCHENECTADY, NY 12306	
0000964AE6	ZUMIEZ #243 13000 FOLSOM BLVD FOLSOM, CA 95630	

*If there is an account number for the same service included in another UPS agreement, such account number will be deemed deleted from such other agreement as of the effective date.

** The commodity tier displayed is for Hundredweight outbound prepaid. For other Hundredweight Billing Options (third party, freight collect and consignee billing) please refer to the Hundredweight service contract agreement. The stated commodity tier supercedes applicable provisions in Section 2 of the Hundredweight Service Contract Agreement.

Addendum B
Incentives

All incentives contained in this Addendum B apply to the effective UPS rate at the time of shipment and shall be applied on a weekly basis unless otherwise specified.(1)

UPS Ground Commercial - Incentives Off Effective Rates

Weight (lbs)	Zones 2	3	4	5	6	7	8
1 - 5	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
6 - 10	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%
11 - 20	14.5%	14.5%	14.5%	14.5%	14.5%	14.5%	14.5%
21 - 30	16.5%	16.5%	16.5%	16.5%	16.5%	16.5%	16.5%
31 - 150	18.5%	18.5%	18.5%	18.5%	18.5%	18.5%	18.5%

Commitment levels for UPS Ground Commercial are at least $59,894.02 in gross revenue per week. This incentive shall also be extended to UPS Ground Package Commercial Freight Collect.

UPS Ground Residential - Incentives Off Effective Rates

Weight (lbs)	Zones 2	3	4	5	6	7	8
1 - 5	1.5%	1.5%	1.5%	1.5%	1.5%	1.5%	1.5%
6 - 10	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%	3.5%
11 - 20	5.5%	5.5%	5.5%	5.5%	5.5%	5.5%	5.5%
21 - 30	7.5%	7.5%	7.5%	7.5%	7.5%	7.5%	7.5%
31 - 150	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%	9.5%

Commitment levels for UPS Ground Residential are at least $1,647.42 in gross revenue per week.

UPS Ground Package Commercial Third Party - Incentives Off Effective Rates

Weight (lbs)	Zones 2	3	4	5	6	7	8
1 - 5	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %
6 - 10	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%	10.0%
11 - 20	14.5%	14.5%	14.5%	14.5%	14.5%	14.5%	14.5%
21 - 30	16.5%	16.5%	16.5%	16.5%	16.5%	16.5%	16.5%
31 - 150	18.5%	18.5%	18.5%	18.5%	18.5%	18.5%	18.5%

Commitment levels for UPS Ground Package Commercial Third Party are at least $3.92 in gross revenue per week.

Export Transborder Standard Package Single Piece - Incentives Off Effective Rates

Weight (lbs)	Zones 51	52	53	54	55	56
1 and up	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%

Export Transborder Standard Package Multi-piece - Incentives Off Effective Rates

Weight (lbs)	Zones 51	52	53	54	55	56
1 and up	6.0%	6.0%	6.0%	6.0%	6.0%	6.0%

Export Worldwide Express Letter - Incentives Off Effective Rates

For shipments listed in the current UPS Rate and Service Guide, an incentive of 28.0 % will be applied.

Export Worldwide Express Document - Incentives Off Effective Rates

For shipments listed in the current UPS Rate and Service Guide, an incentive of 29.0 % will be applied.

Export Worldwide Express Package - Incentives Off Effective Rates

For shipments listed in the current UPS Rate and Service Guide, an incentive of 29.0 % will be applied.

Export Worldwide Expedited Document - Incentives Off Effective Rates

Weight (lbs)	Zones ALL
1 - 150	21.0%
151 - 199	21.0%

Weight (lbs)	Zones ALL
200 and up	21.0%

Export Worldwide Expedited Package - Incentives Off Effective Rates

Weight (lbs)	Zones ALL
1 - 150	21.0%
151 - 199	21.0%
200 and up	21.0%

Portfolio Tier Incentive

Each eligible package will receive an incentive per the following schedule based on a 52 week rolling average of eligible packages tendered to UPS. These incentives apply to all zones unless otherwise stated. The band determination is based on the cumulative gross transportation charges per week (excluding accessorials and surcharges, unless otherwise specified). The incentives will be administered on a weekly basis.

UPS Next Day Air Letter Service: Zone(s) 102, 103, 104, 105, 106, 107, 108.
UPS Next Day Air Package Service: Zone(s) 102, 103, 104, 105, 106, 107, 108.
UPS 2nd Day Air Letter Service: Zone(s) 202, 203, 204, 205, 206, 207, 208.
UPS 2nd Day Air Package Service: Zone(s) 202, 203, 204, 205, 206, 207, 208.
UPS Ground Commercial: Zone(s) 2, 3, 4, 5, 6, 7, 8.
UPS Ground Residential: Zone(s) 2, 3, 4, 5, 6, 7, 8.
UPS Ground Hundredweight Service - Regular Pickup: Zone(s) 2, 3, 4, 5, 6, 7, 8.

	Gross Weekly Revenue Bands			
Service(s)	$0.01 - $50,329.99	$50,330.00 -$80,529.99	$80,530.00 -$120,799.99	$120,800.00 and up
UPS Next Day Air Letter Service (FC)	0.0%	36.6%	45.7%	46.0%
UPS Next Day Air Letter TP Commercial	0.0%	36.6%	45.7%	46.0%
UPS Next Day Air Package Service (FC)	0.0%	36.6%	45.7%	46.0%
UPS Next Day Air Package TP Commercial	0.0%	35.8%	44.7%	45.0%
UPS Next Day Air Saver Letter Service* (FC)	0.0%	41.8%	52.2%	52.5%
UPS Next Day Air Saver Letter TP Commercial*	0.0%	41.8%	52.2%	52.5%
UPS Next Day Air Saver Package Service (FC)	0.0%	37.0%	46.3%	46.6%
UPS Next Day Air Saver Package TP Commercial	0.0%	37.0%	46.3%	46.6%
UPS 2nd Day Air Letter Service* (FC)	0.0%	29.4%	36.7%	37.0%
UPS 2nd Day Air Letter TP Commercial*	0.0%	29.4%	36.7%	37.0%
UPS 2nd Day Air Package Service (FC)	0.0%	33.3%	41.6%	41.9%
UPS 2nd Day Air Package Third Party Commercial	0.0%	33.3%	41.6%	41.9%
UPS 3 Day Select Package Service (FC)	0.0%	15.5%	19.4%	19.7%
UPS 3 Day Select Package TP Commercial	0.0%	15.5%	19.4%	19.7%
UPS Ground Commercial (FC)	0.0%	14.0%	17.5%	17.8%
UPS Ground Residential	0.0%	2.4%	3.0%	3.3%
UPS Ground Package Commercial Third Party	0.0%	14.0%	17.5%	17.8%
UPS Ground Hundredweight Service - Regular Pickup	0.0%	26.0%	32.5%	32.8%
UPS Ground Hundredweight Service Freight Collect - Reg P/U	0.0%	26.0%	32.5%	32.8%
UPS Ground Hundredweight Service Third Party -Regular P/U	0.0%	26.0%	32.5%	32.8%
Export Transborder Standard Package Single Piece	0.0%	4.0%	5.0%	5.0%
Export Transborder Standard Package Multi-piece	0.0%	4.0%	5.0%	5.0%
Export Worldwide Express Letter	0.0%	8.0%	10.0%	10.0%
Export Worldwide Express Document	0.0%	8.0%	10.0%	10.0%
Export Worldwide Express Package	0.0%	8.0%	10.0%	10.0%
Export Worldwide Expedited Document	0.0%	8.0%	10.0%	10.0%
Export Worldwide Expedited Package	0.0%	8.0%	10.0%	10.0%

(FC) The incentives shall also be extended to Freight Collect Shipments.

The following products will be included in determining the appropriate bands of the customer: Service(s) listed in Group(s) *All Small Package Freight* of the Committed Services section at the end of the Addendum B. This incentive rate supercedes applicable provisions in Section 2 of the Hundredweight Service Contract Agreement.

UPS Ground Hundredweight Service - Regular Pickup

Minimum Charge per Shipment

	002	003	004	005	006	007	008
Commodity Tier 05	$ 40.00	$ 40.00	$ 44.00	$ 44.00	$ 44.00	$ 44.00	$ 44.00

UPS Ground Hundredweight Service Freight Collect - Reg P/U

Minimum Charge per Shipment

	002	003	004	005	006	007	008
Commodity Tier 05	$ 40.00	$ 40.00	$ 44.00	$ 44.00	$ 44.00	$ 44.00	$ 44.00

Hundredweight minimums not specified are based on Published Rates at the time of shipping.

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* Shipper agrees to comply with the restrictions required under the Private Express Statute in its UPS Next Day Air Saver, UPS Second Day Air A.M., and UPS Second Day Air letters.

Minimum Net Charge

For each shipment, Customer agrees to pay the greater of the (a) net shipment charge based on the above incentives or (b) the minimum net shipment charge. When applicable, Minimum net shipment charge is calculated by deducting the applicable amount (by zone) in the table below from the published list rate for the respective service.

Service	Minimum Per	Zone	Base Rate
UPS 3 Day Select Package Service	Package	ALL	UPS Ground Residential Zone 002 1 Pound
UPS Ground Commercial	Package	ALL	UPS Ground Commercial Zone 002 1 Pound
UPS Ground Residential	Package	ALL	UPS Ground Residential Zone 002 1 Pound
UPS Ground Package Commercial Third Party	Package	ALL	UPS Ground Package Commercial Third Party Zone 002 1 Pound

Service: Export Transborder Standard Package Single Piece - Adjustment to the 1 lb Rate Per Shipment Per Zone

051	052	053	054	055	056
$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

Service: Export Transborder Standard Package Multi-piece - Adjustment to the 1 lb Rate Per Shipment Per Zone

051	052	053	054	055	056
$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00	$ 0.00

Service: Export Worldwide Express Document - Adjustment to the 1 lb Rate Per Shipment Per Zone

080	081	082	084	900	901	902	903	904	905	906	907	908
$ -21.25	$ -21.00	$ -22.25	$ -21.25	$ -20.25	$ -24.00	$ -23.75	$ -28.50	$ -27.25	$ -27.75	$ -32.50	$ -41.00	$ -41.75

Service: Export Worldwide Express Package + Adjustment to the 1 lb Rate Per Shipment Per Zone

080	081	082	084	900	901	902	903	904	905	906	907	908
$ -18.50	$ -18.50	$ -19.50	$ -18.50	$ -18.25	$ -20.50	$ -18.75	$ -22.50	$ -20.50	$ -20.50	$ -24.25	$ -34.75	$ -35.25

Service: Export Worldwide Expedited Document - Adjustment to the 1 lb Rate Per Shipment Per Zone

071	072	074	601	602	603	604	605	606	607	608	609	610
$ -19.00	$ -18.25	$ -19.80	$ -21.85	$ -23.15	$ -23.10	$ -27.10	$ -22.35	$ -22.15	$ -25.35	$ -26.35	$ -27.35	$ -27.85

Service: Export Worldwide Expedited Package - Adjustment to the 1 lb Rate Per Shipment Per Zone

071	072	074	601	602	603	604	605	606	607	608	609	610
$ -19.00	$ -18.25	$ -19.80	$ -21.85	$ -23.15	$ -23.10	$ -27.10	$ -22.35	$ -22.15	$ -25.35	$ -26.35	$ -27.35	$ -27.85

Accessorials	Incentives
Weekly Service Charge	$ 7.00 Rate

Committed Services:

All Small Package Freight: The following service(s) will be used to determine the band of the customer: *Cons Clear CPT DOC XPD -ALL, Cons Clear CPT DOC XPR -ALL, Cons Clear CPT PKG GND -ALL, Cons Clear CPT PKG XPD -ALL, Cons Clear CPT PKG XPR -ALL, Consol Clear TB Standard Multi-Piece Shipments, Consol Clear WW Expedited Document Shipments, Consol Clear WW Expedited Package Shipments, Consol Clear WW Express Document Shipments, Consol Clear WW Express Package Shipments, Export Transborder Express Letter, Export Transborder Express Letter Consignee Billing, Export Transborder Express Package Consignee Bill, Export Transborder Standard Package Multi Piece Third Party, Export Transborder Standard Package Multi-piece, Export Transborder Standard Package Multi-piece C&F, Export Transborder Standard Package Multi-piece FOB, Export Transborder Standard Package Single Piece, Export Transborder Standard Package Single Piece Third Party, Export Worldwide Expedited Document Multi-piece, Export Worldwide Expedited Document Multi-piece C&F, Export Worldwide Expedited Document Multi-piece FOB, Export Worldwide Expedited Document Single Piece, Export Worldwide Expedited Document Single Piece C&F, Export Worldwide Expedited Document Single Piece FOB, Export Worldwide Expedited Multi Piece Package Third Party, Export Worldwide Expedited Package Multi-piece, Export Worldwide Expedited Package Multi-piece C&F, Export Worldwide Expedited Package Multi-piece FOB, Export Worldwide Expedited Package Single Piece, Export Worldwide Expedited Package Single Piece C&F, Export Worldwide Expedited Package Single Piece FOB, Export Worldwide Expedited Single Piece Package Third Party, Export Worldwide Express Document Multi-piece, Export Worldwide Express Document Multi-piece C&F, Export Worldwide Express Document Multi-piece FOB, Export Worldwide Express Document Single Piece, Export Worldwide Express Document Single Piece C&F, Export Worldwide Express Document Single Piece FOB, Export Worldwide Express Freight, Export Worldwide Express Letter Single Piece, Export Worldwide Express Letter Single Piece C&F, Export Worldwide Express Letter Single Piece FOB, Export Worldwide Express Multi Piece Package Third Party, Export Worldwide Express Package Multi-piece, Export Worldwide Express Package Multi-piece C&F, Export Worldwide Express Package Multi-piece FOB, Export Worldwide Express Package Single Piece, Export Worldwide Express Package Single Piece C&F, Export Worldwide Express Package Single Piece FOB, Export Worldwide Express Single Piece Package Third Party, GND Pkg FC Sh - ALL, GND Pkg Sh Pricing - ALL, GND Pkg TP Sh - ALL, N-3DS-RTM-REG, N-GND-RTM-REG, Next Day Air Multi-Piece Shipments, Next Day Air Multi-Piece Shipments -FC, Next Day Air Multi-Piece Shipments -TP, Next Day Air Saver Multi-Piece Shipments, Next Day Air Saver Multi-Piece Shipments -FC, Next Day Air Saver Multi-Piece Shipments -TP, Second Day Air Multi-Piece Shipments, Second Day Air Multi-Piece Shipments -FC, Second Day Air Multi-Piece Shipments -TP, Second Day Early A.M. Multi-Piece Shipments, Second Day Early A.M. Multi-Piece Shipments -FC, Second Day Early A.M. Multi-Piece Shipments -TP, Transborder Express Document, Transborder Express Package, Transborder Standard Package Consignee Billing, UPS 2nd Day A.M. Air Letter Consignee Billing, UPS 2nd Day A.M. Air Letter FC Commercial, UPS 2nd Day A.M. Air Letter FC Residential, UPS 2nd Day A.M. Air Letter TP Commercial, UPS 2nd Day A.M. Air Letter Third Party Residential, UPS 2nd Day Air A.M. Hundredweight Freight Collect, UPS 2nd Day Air A.M. Hundredweight Service, UPS 2nd Day Air A.M. Hundredweight Third Party, UPS 2nd Day Air A.M. Letter Commercial, UPS 2nd Day Air A.M. Package Commercial, UPS 2nd Day Air A.M. Package Consignee Billing, UPS 2nd Day Air A.M. Package FC Commercial, UPS 2nd Day Air A.M. Package FC Residential, UPS 2nd Day Air A.M. Package TP Commercial, UPS 2nd Day Air A.M. Package TP Residential, UPS 2nd Day Air A.M. Hundredweight Consignee Billing, UPS 2nd Day Air Authorized Return Service, UPS 2nd Day Air Hundredweight Consignee Billing, UPS 2nd Day Air Hundredweight Freight Collect, UPS 2nd Day Air Hundredweight Service, UPS 2nd Day Air Hundredweight Third Party, UPS 2nd Day Air Letter Commercial, UPS 2nd Day Air Letter Consignee Billing, UPS 2nd Day Air Letter FC Commercial, UPS 2nd Day Air Letter FC Residential, UPS 2nd Day Air Letter Residential, UPS 2nd Day Air Letter TP Commercial, UPS 2nd Day Air Letter Third Party Residential, UPS 2nd Day Air Ltr Commercial Return Service, UPS 2nd Day Air Ltr Residential Return Service, UPS 2nd Day Air Ltr TP Commercial Return Service, UPS 2nd Day Air Ltr TP Residential Return Services, UPS 2nd Day Air Package Commercial, UPS 2nd Day Air Package Consignee Billing, UPS 2nd Day Air Package FC Commercial, UPS 2nd Day Air Package FC Residential, UPS 2nd Day Air Package Residential, UPS 2nd Day Air Package Third Party Commercial, UPS 2nd Day Air Package Third Party Residential, UPS 2nd Day Air Pkg Commercial Return Service, UPS 2nd Day Air Pkg Residential Return Service, UPS 2nd Day Air Pkg TP Commercial Return Service, UPS 2nd Day Air Pkg TP Residential Return Service, UPS 3 Day Select Authorized Return Service, UPS 3 Day Select Consignee Billing, UPS 3 Day Select Hundredweight Consignee Billing, UPS 3 Day Select Hundredweight Freight Collect, UPS 3 Day Select Hundredweight Service, UPS 3 Day Select Hundredweight Third Party, UPS 3 Day Select Package Commercial, UPS 3 Day Select Package FC Commercial, UPS 3 Day Select Package FC Residential, UPS 3 Day Select Package Residential, UPS 3 Day Select Package TP Commercial, UPS 3 Day Select Package Third Party Residential, UPS* 3 *Day Select Pkg Commercial Return Service, UPS 3 Day Select Pkg Residential Return Service, UPS 3 Day Select Pkg TP Commercial Return Service, UPS 3 Day Select Pkg TP Residential Return Service, UPS 3 Day Select Return to Sender Service, UPS Basic Package Residential, UPS Basic Return to Sender Service, UPS Early* AM. *Letter Commercial, UPS Early A.M. Letter Consignee Billing, UPS Early A.M. Letter FC Commercial, UPS Early A.M. Letter FC Residential, UPS Early A.M. Letter Residential, UPS Early A.M. Letter Third Party Commercial, UPS Early A.M. Letter Third Party Residential, UPS Ground Authorized Return Service, UPS Ground Commercial, UPS Ground Consignee Billing, UPS Ground Hundredweight Consignee Billing, UPS Ground Hundredweight Freight Collect, UPS Ground Hundredweight Service, UPS Ground Hundredweight Third Party, UPS Ground Package Commercial Freight Collect, UPS Ground Package Commercial Return Service, UPS Ground Package Commercial Third Party, UPS Ground Package Residential Freight Collect, UPS Ground Package Residential Return Service, UPS Ground Package Residential Third Party, UPS Ground Package TP Commercial Return Service, UPS Ground Package TP Residential Return Service, UPS Ground Residential, UPS Ground Return to Sender Service, UPS Next Day Air Authorized Return Service, UPS Next Day Air Early A.M. Package Commercial, UPS Next Day Air Early A.M. Package Consignee Billing, UPS Next Day Air Early A.M. Package FC Residential, UPS Next Day Air Early A.M. Package FC Commercial, UPS Next Day Air Early A.M. Package Residential, UPS Next Day Air Early A.M. Package TP Commercial, UPS Next Day Air Early A.M. Package TP Residential, UPS Next Day Air Hundredweight Consignee Billing, UPS Next Day Air Hundredweight Freight Collect, UPS Next Day Air Hundredweight Service, UPS Next Day Air Hundredweight Third Party, UPS Next Day Air Letter Commercial, UPS Next Day Air Letter Consignee Billing, UPS Next Day Air Letter FC Commercial, UPS Next Day Air Letter FC Residential, UPS Next Day Air Letter Residential, UPS Next Day Air Letter TP Commercial, UPS Next Day Air Letter Third Party Residential, UPS Next Day Air Ltr Commercial Return Service, UPS Next Day Air Ltr Residential Return Service, UPS Next Day Air Ltr TP Commercial Return Service, UPS Next Day Air Ltr TP Residential Return Service, UPS Next Day Air Package Commercial, UPS Next Day Air Package Consignee Billing, UPS Next Day Air Package FC Commercial, UPS Next Day Air Package FC Residential, UPS Next Day Air Package Residential, UPS Next Day Air Package TP Commercial, UPS Next Day Air Package Third Party Residential, UPS Next Day Air Pkg Commercial Return Service, UPS Next Day Air Pkg Residential Return Service, UPS Next Day Air Pkg TP Commercial Return Service, UPS Next Day Air Pkg*

TP Residential Return Service, UPS Next Day Air Saver Hundredweight Consignee Billing, UPS Next Day Air Saver Hundredweight Freight Collect, UPS Next Day Air Saver Hundredweight Service, UPS Next Day Air Saver Hundredweight Third Party, UPS Next Day Air Saver Letter Commercial, UPS Next Day Air Saver Letter Consignee Billing, UPS Next Day Air Saver Letter FC Commercial, UPS Next Day Air Saver Letter FC Residential, UPS Next Day Air Saver Letter Residential, UPS Next Day Air Saver Letter TP Commercial, UPS Next Day Air Saver Letter TP Residential, UPS Next Day Air Saver Package Commercial, UPS Next Day Air Saver Package Consignee Billing, UPS Next Day Air Saver Package FC Commercial, UPS Next Day Air Saver Package FC Residential, UPS Next Day Air Saver Package Residential, UPS Next Day Air Saver Package TP Commercial, UPS Next Day Air Saver Package TP Residential, UPS World Ease^SM- Export Std Multi-Piece Shpmt FOB, UPS World Ease^SM- Export TB Std Multi-Piece Shipment-Third Party, UPS World Ease^SM- Export TB Std Multi-Piece Shpmt C&F, UPS World Ease^SM- Export TB Std Shipments, UPS World Ease^SM- Export WW Expedited Shipment, UPS World Ease^SM- Export WW Expedited Shipment C&F, UPS World Ease^SM- Export WW Expedited Shipment FOB, UPS World Ease^SM- Export WW Expedited Shipment TP, UPS World Ease^SM- Export WW Express Shipment, UPS World Ease^SM- Export WW Express Shipment C&F, UPS World Ease^SM- Export WW Express Shipment FOB, UPS World Ease^SM- Export WW Express Shipment TP.

(1). Incentives are based on and derived from the most recently published list rates and adjusted periodically pursuant to the terms and conditions of the Carrier Agreement. Updated rate charts will be made available to Customer in January of subsequent contract years by contacting your UPS account executive.

Exhibit 10.11

May 11, 2005

Ms. Brenda I. Morris
Chief Financial Officer
Zumiez Inc.
6300 Merrill Creek Center Parkway, Suite B
Everett, WA 98203-5862

This Letter serves as a Modification to the Business Loan Agreement dated May 29, 2003, as subsequently amended June 6, 2003, and September 30, 2004, (collectively referred to as "Agreements") regarding a revolving line of credit (the "Loan"), executed by **ZUMIEZ INC**. ("Borrower") and **BANK OF AMERICA, N.A.** ("Bank"). Terms used in this Modification and defined in the Agreements shall have the meaning given to such terms in the Agreements. For mutual consideration, Borrower and Bank agree to amend the Agreements as follows:

As referenced in Agreements, specifically:

Section 3.1: "Fees and Expenses": *Subsection "Fees"; Paragraph c) "Unused Commitment* Fee"

All references to and requirements for Unused Commitment Fees, and as subsequently amended, are hereby withdrawn and terminated, effective the date herein.

Other Terms. Except as specifically amended by this Modification or any prior amendment, all other terms, conditions, and definitions of the Agreements, and all other documents, instruments, or agreements entered into with regard to the Loan, shall remain in full force and effect. Borrower warrants that the representations and warranties made by Borrower in the Agreements continue to be true and correct, except to the extent that such representations and warranties expressly relate to an earlier date.

DATED as of May 11, 2005

Bank:

BANK OF AMERICA, N.A.

By: /s/ Curt G. Clausen
Curt G. Clausen, Senior Vice President

Exhibit 31.1

CERTIFICATION PURSUANT TO

RULE 13a-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Richard M. Brooks, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Zumiez Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Richard M. Brooks Dated September 12, 2005

Richard M. Brooks
Principal Executive Officer

Exhibit 31.2

CERTIFICATION PURSUANT TO

RULE 13a-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Brenda I. Morris, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Zumiez Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation;

   c) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Brenda I. Morris Dated September 12, 2005

Brenda I. Morris
Principal Financial Officer

Exhibit 32.1

CERTIFICATIONS PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Zumiez Inc., a Washington corporation (the “Company”), on Form 10-Q for the quarter ending July 30, 2005 as filed with the Securities and Exchange Commission (the “Report”), We, Richard M. Brooks, Principal Executive Officer of the Company, and Brenda I. Morris, Principal Financial Officer of the Company, certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

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

/s/ Richard M. Brooks	/s/ Brenda I. Morris
Richard M. Brooks	Brenda I. Morris
Principal Executive Officer	Principal Financial Officer
September 12, 2005	September 12, 2005

A signed original of this written statement required by Section 906 has been provided to Zumiez Inc. and will be retained by Zumiez Inc. and furnished to the Securities and Exchange Commission or its staff upon request.