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

FORM 10-Q

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

For the Quarterly Period Ended July 30, 2005

Commission File Number 0-15898

CASUAL MALE RETAIL GROUP, INC.
(Exact name of registrant as specified in its charter)

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

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

Indicate by "X" 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 "X" 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 ☒

The number of shares of common stock outstanding as of September 1, 2005 was 34,342,939.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

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

	July 30, 2005	January 29, 2005
	(unaudited)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 5,695	$ 5,731
Accounts receivable	3,478	4,238
Inventories	86,484	79,858
Prepaid expenses and other current assets	2,701	4,940
Total current assets	98,358	94,767
Property and equipment, net of accumulated depreciation and amortization	75,835	74,651
Other assets:		
Goodwill	53,520	53,339
Other intangible assets	35,917	36,010
Other assets	8,835	9,021
Total assets	$ 272,465	$ 267,788
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 5,723	$ 6,362
Accounts payable	25,669	27,110
Accrued expenses and other current liabilities	19,438	19,783
Notes payable	27,491	19,311
Total current liabilities	78,321	72,566
Long-term liabilities:		
Long-term debt, net of current portion	115,848	117,784
Other long-term liabilities	478	474
Total long-term liabilities	116,326	118,258
Stockholders' equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized, none outstanding at July 30, 2005 and January 29, 2005	—	—
Common stock, $0.01 par value, 75,000,000 shares authorized, 39,507,949 and 39,398,947 shares issued at July 30, 2005 and January 29, 2005, respectively	395	394
Additional paid-in capital	155,418	154,693
Accumulated deficit	(54,502)	(54,641)
Treasury stock at cost, 5,171,930 shares at July 30, 2005 and January 29, 2005, respectively	(23,362)	(23,362)
Accumulated other comprehensive loss	(131)	(120)
Total stockholders' equity	77,818	76,964
Total liabilities and stockholders' equity	$ 272,465	$ 267,788

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

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

	For the three months ended		For the six months ended	
	July 30, 2005	July 31, 2004	July 30, 2005	July 31, 2004
Sales	$ 100,620	$ 88,076	$ 197,918	$ 172,251
Cost of goods sold, including occupancy	56,947	51,917	114,006	102,366
Gross profit	43,673	36,159	83,912	69,885
Expenses:				
Selling, general and administrative	36,605	32,746	73,767	65,899
Depreciation and amortization	2,997	2,514	5,975	4,735
Total expenses	39,602	35,260	79,742	70,634
Operating income (loss)	4,071	899	4,170	(749)
Other income, net	—	308	—	308
Interest expense, net	(2,051)	(1,977)	(4,031)	(4,156)
Income (loss) from continuing operations before minority interest and income taxes	2,020	(770)	139	(4,597)
Minority interest	—	(354)	—	(701)
Income taxes	—	—	—	—
Income (loss) from continuing operations	2,020	(416)	139	(3,896)
Income (loss) from discontinued operations	—	515	—	(1,099)
Net income (loss)	$ 2,020	$ 99	$ 139	$ (4,995)
Net income (loss) per share - basic and diluted				
Income (loss) from continuing operations	$ 0.06	$ (0.01)	$ 0.00	$ (0.11)
Income (loss) from discontinued operations	0.00	0.01	0.00	(0.03)
Net income (loss)	$ 0.06	$ 0.00	$ 0.00	$ (0.14)
Weighted average number of common shares outstanding				
- Basic	34,284	34,485	34,259	34,805
- Diluted	36,185	36,103	36,011	34,805

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

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

	Six Months Ended	
	July 30, 2005	July 31, 2004
Cash flows from operating activities:		
Net income (loss)	$ 139	$ (4,995)
Adjustments to reconcile net income (loss) to net cash provided by (used for) operating activities:		
Loss from discontinued operations	—	1,099
Depreciation and amortization	5,975	4,735
Other expenses, principally related to debt redemption costs	—	2,832
Gain on sale of investment in joint venture	—	(3,140)
Accretion of warrants	—	103
Issuance of common stock to related party	313	101
Issuance of common stock to Board of Directors	25	48
Minority interest	—	(701)
Loss on disposal of fixed assets	108	69
Changes in operating assets and liabilities:		
Accounts receivable	760	327
Inventories	(6,626)	7,608
Prepaid expenses	2,239	(1,535)
Other assets	(520)	(158)
Reserve for severance and store closings	—	(300)
Accounts payable	(1,441)	(10,058)
Accrued expenses and other current liabilities	(351)	(1,148)
Net cash provided by (used for) operating activities	621	(5,113)
Cash flows used for investing activities:		
Additions to property and equipment	(6,649)	(9,363)
Proceeds from sale of investment in joint venture	—	1,530
Net cash used for investing activities	(6,649)	(7,833)
Cash flows from financing activities:		
Net borrowings under credit facility	8,180	30,255
Principal payments on long-term debt	(2,576)	(9,654)
Payment of premiums associated with prepayment of long-term debt	—	(312)
Repurchase of common stock	—	(6,326)
Issuance of common stock under option program and warrants	388	636
Net cash provided by financing activities	5,992	14,599
Net change in cash and cash equivalents	(36)	1,653
Cash and cash equivalents:		
Beginning of the period	5,731	4,179
End of the period	$ 5,695	$ 5,832

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

1. Basis of Presentation

In the opinion of management of Casual Male Retail Group, Inc., a Delaware corporation (the "Company"), the accompanying unaudited consolidated financial statements contain all adjustments necessary for a fair presentation of the interim financial statements. These financial statements do not include all disclosures associated with annual financial statements and, accordingly, should be read in conjunction with the notes to the Company's audited consolidated financial statements for the fiscal year ended January 29, 2005 (included in the Company's Annual Report on Form 10-K, which was filed with the Securities and Exchange Commission on April 11, 2005).

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

The results of operations for the first six months of fiscal 2005 include the operations of Rochester Big & Tall Clothing, which was acquired by the Company on October 29, 2004 and is discussed in full in Note 2 below. The results of operations for the first six months of fiscal 2004 include the operating results from the Company's Ecko Unltd.® joint venture which was sold during the second quarter of fiscal 2004. Discontinued operations for the first six months of fiscal 2004 include the results of operations from the Company's Levi's®/Dockers® business which was divested during fiscal 2004.

Certain amounts for the three and six months ended July 31, 2004 have been reclassified to conform to the presentation for the three and six months ended July 30, 2005. These adjustments relate to the reclassification for discontinued operations in accordance with the provisions of Statement of Financial Accounting Standards ("SFAS") No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* ("SFAS 144"). For further discussion regarding discontinued operations, see Note 5 below.

The Company's fiscal year is a 52- or 53- week period ending on the Saturday closest to January 31. Fiscal 2005 is a 52-week period ending on January 28, 2006.

2. Acquisition of Rochester Big & Tall Clothing

On October 29, 2004, the Company completed the acquisition of substantially all of the assets of Rochester Big & Tall Clothing (the "Rochester Acquisition"). The purchase price was $15.0 million in cash and the assumption of bank and subordinated debt of approximately $5.0 million, in addition to the assumption of identified operating liabilities such as accounts payable and accrued liabilities. The $5.0 million that the Company assumed in subordinated debt from Rochester Big & Tall Clothing was paid in full on October 29, 2004. There is a potential payment over a three-year period of an additional $4.0 million, which is subject to an earn-out provision.

The Company allocated the purchase price as follows:

	Debit (credit) (in thousands)
Cash and cash equivalents	$ 860
Accounts receivable	28
Inventory	14,893
Prepaid expenses	749
Property and equipment	3,189
Other assets	467
Goodwill	2,843
Trademarks	4,000
Other intangibles	1,581
Accounts payable	(3,907)
Accrued expenses and other current liabilities	(4,427)
Accrual for estimated transaction and severance costs	(350)
Total cash paid for assets acquired and liabilities assumed	$ 19,926

The Company financed the transaction with a $7.5 million term loan from Bank of America Retail Group, Inc., together with borrowings on its existing credit facility, which was amended in connection with the acquisition. See Note 3 for a detailed discussion of the borrowings.

3. Debt

Credit Agreement with Bank of America Retail Group, Inc.

On October 29, 2004, in connection with the financing of the Rochester Acquisition, the Company amended its credit facility with Bank of America Retail Group, Inc. (the "Amended Credit Facility"). The Amended Credit Facility continues to principally provide for a total commitment of $90 million with the ability to issue documentary and standby letters of credits of up to $20 million. The maturity date of the Amended Credit Facility was extended to October 29, 2007 and is subject to prepayment penalties through October 29, 2006. Borrowings under the Amended Credit Facility bear interest at variable rates based on Bank of America's prime rate or the London Interbank Offering Rate ("LIBOR") and vary depending on the Company's levels of excess availability. The amendment lowered the Company's interest costs under the Amended Credit Facility by approximately 25 basis points depending on its level of excess availability. The Company's ability to borrow under the Amended Credit Facility is determined using an availability formula based on eligible assets, with increased advance rates based on seasonality.

The Company's obligations under the Amended Credit Facility continue to be secured by a lien on all of its assets. The Amended Credit Facility includes certain covenants and events of default customary for credit facilities of this nature, including change of control provisions and limitations on payment of dividends by the Company. The Company is also subject to a financial covenant requiring minimum levels of EBITDA (earnings before interest, taxes, depreciation and amortization) if a minimum excess availability level of $12.5 million is not maintained. The Company was in compliance with all debt covenants under the Amended Credit Facility at July 30, 2005.

At July 30, 2005, the Company had borrowings outstanding under the Amended Credit Facility of $27.5 million and outstanding standby letters of credit of $2.3 million and outstanding documentary letters of credit of $1.4 million. Average borrowings outstanding under this facility during the first six months of fiscal 2005 were approximately $25.5 million, resulting in an average unused excess availability of approximately $37.2 million. Unused excess availability at July 30, 2005 was $34.4 million.

The fair value of amounts outstanding under the Amended Credit Facility approximates the carrying value at July 30, 2005. At the Company's option, any portion of the outstanding borrowings can be converted to LIBOR-based contracts; the remainder bears interest based on prime. At July 30, 2005, the prime-based borrowings interest rate was 6.25% and the Company had approximately $16.0 million of borrowing converted to LIBOR contracts with interest rates ranging from 5.09% to 5.24%.

Other Long-Term Debt

Components of other long-term debt are as follows *(in thousands)*:

	July 30, 2005	January 29, 2005
5% convertible senior subordinated notes due 2024	$ 100,000	$ 100,000
5% senior subordinated notes due 2007	4,813	6,874
Term loan	7,500	7,500
Mortgage note	9,258	9,772
Total other long-term debt	121,571	124,146
Less: current portion of long-term debt	(5,723)	(6,362)
Other long-term debt, less current portion	$ 115,848	$ 117,784

4. Equity

Earnings Per Share

SFAS No. 128, *Earnings per Share*, requires the computation of basic and diluted earnings per share. Basic earnings per share is computed by dividing net income (loss) by the weighted average number of shares of Common Stock outstanding during the respective period. Diluted earnings per share is determined by giving effect to the exercise of stock options and certain warrants using the treasury stock method. The following table provides a reconciliation of the number of shares outstanding for basic and diluted earnings per share:

	For the three months ended		For the six months ended	
(in thousands)	July 30, 2005	July 31, 2004	July 30, 2005	July 31, 2004
Basic weighted average common shares outstanding	34,284	34,485	34,259	34,805
Stock options, excluding the effect of anti-dilutive options and warrants totaling 1,897 shares for the six months ended July 31, 2004.	1,901	1,618	1,752	—
Diluted weighted average common shares outstanding	36,185	36,103	36,011	34,805

In addition, the following potential Common Stock equivalents were also excluded from the computation of diluted earnings per share in each period because the exercise price of such options, warrants and convertible notes was greater than the average market price per share of Common Stock for the respective periods:

	For the three months ended		For the six months ended	
(in thousands)	July 30, 2005	July 31, 2004	July 30, 2005	July 31, 2004
Options	647	762	682	507
Warrants	1,482	1,482	1,868	1,176
Convertible notes at $10.65 per share	9,390	9,390	9,390	9,390
Range of exercise prices of such options, warrants and convertible notes	$7.11 - $10.65	$7.11 - $10.65	$6.66 - $10.65	$8.50 - $10.65

The above options, warrants and convertible notes which were outstanding and out-of-the-money at July 30, 2005 expire from May 14, 2012 to April 27, 2024.

Stock-Based Compensation

As permitted by SFAS No. 123, the Company currently accounts for share-based payments to its employees and directors using the intrinsic value method as determined under APB No. 25, *Accounting for Stock Issue to Employees*, and, as such, generally recognizes no compensation cost for such payments.

The Company has disclosed the pro forma net loss and per share amounts using the fair value based method. Had compensation costs for the Company’s grants for stock-based compensation been determined consistent with SFAS 123, the Company’s net income (loss) and net income (loss) per share would have been as indicated below:

	For the three months ended		For the six months ended	
(in thousands, except per share amounts)	July 30, 2005 (1)	July 31, 2004	July 30, 2005 (1)	July 31, 2004
Net income (loss) – as reported	$ 2,020	$ 99	$ 139	$ (4,995)
Net income (loss) – pro forma	$ 1,857	$ (743)	$ (188)	$ (6,213)
Net income (loss) per share – diluted as reported	$ 0.06	$ 0.00	$ 0.00	$ (0.14)
Net income (loss) per share – diluted pro-forma	$ 0.05	$ (0.02)	$ (0.01)	$ (0.18)

(1) As discussed in Note 9, the Company accelerated all options outstanding as of January 27, 2005. Accordingly, the only pro forma adjustment for the three and six months ended July 30, 2005 related to options granted since January 27, 2005.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes Option Pricing Model with the following weighted-average assumptions used for grants for the six months ended July 30, 2005 and July 31, 2004:

	July 30, 2005	July 31, 2004
Expected volatility	65.0%	65.0%
Risk-free interest rate	3.97%-4.14%	2.69% -3.71%
Expected life	4.5 yrs.	4.5 yrs.
Dividend rate	—	—

The weighted-average fair value of options granted in the first six months of fiscal 2005 and fiscal 2004 were $3.35 and $4.55, respectively.

On May 9, 2005, the Company granted to certain executives of the Company options to purchase 520,000 shares of the Company's Common Stock. These stock options have an exercise price of $6.90 per share and will vest ratably over a three year period, with the first one-third vesting on May 9, 2006. On June 7, 2005, the Company granted to certain employees options to purchase 175,000 shares of the Company's Common Stock. These stock options have an exercise price of $7.38 per share and will vest ratably over a three year period, with the first one-third vesting on June 7, 2006.

These option agreements require that the aggregate exercise price be paid by forfeiting a number of shares of Common Stock underlying the option with a fair market value equal to such aggregate exercise price. Therefore, under APB No. 25, these options are subject to variable accounting. The impact of variable accounting was immaterial to the Company's results of operations for the second quarter of fiscal 2005. Once the Company adopts SFAS No. 123R, as discussed below, these stock options will become fixed-based awards and will no longer be subject to variable accounting.

5. Discontinued Operations

In fiscal 2004, the Company completed its plan to exit its Levi's®/Dockers® business. In accordance with the provisions of SFAS 144, the Company's operating results for the three and six months ended July 31, 2004 were reclassed to reflect the operating results for the Company's closed Levi's®/Dockers® stores as discontinued operations.

Due to the consolidated tax position for the three and six months ended July 31, 2004, no tax benefit or provision was realized on discontinued operations. Below is a summary of the results of operations for these stores for the three and six months ended July 31, 2004:

(in thousands)	For the three months ended July 31, 2004	For the six months ended July 31, 2004
Sales	$ 20,974	$ 41,378
Gross margin	4,029	7,212
Selling, general and administrative expenses	2,712	7,143
Depreciation and amortization	802	1,168
Income (loss) from discontinued operations	$ 515	$ (1,099)

6. Income Taxes

At July 30, 2005, the Company had total gross deferred tax assets of approximately $42.6 million, which are fully reserved. These tax assets principally relate to federal net operating loss carryforwards that expire from 2017 through 2024. The ability to reduce the Company's corresponding valuation allowance of $42.6 million in the future is dependent upon the Company's ability to achieve sustained taxable income.

Due to the circumstances described above, no tax benefit or provision has been recognized for the three and six months ended July 30, 2005 and July 31, 2004.

7. Segment Information

Through the end of fiscal 2004, the Company operated its business under two reportable segments: (i) the Big & Tall business and (ii) the Other Branded Apparel business. Beginning in the first quarter of fiscal 2005, with the divesture of the Company's Other Branded Apparel businesses in fiscal 2004, the Company operates under a single reportable segment, Big & Tall business.

For the three and six months ended July 31, 2004, the Big & Tall business segment included the Company's Casual Male Big & Tall retail and outlet stores, and its Casual Male catalog and e-commerce businesses. The Company's Other Branded Apparel business reflect the results of operations of its Ecko Unltd.® outlet stores, which were owned and operated through a joint venture with Ecko.Complex, LLC through July 30, 2004 when the Company sold its 50.5% interest in the joint venture to Ecko.Complex, LLC.

The accounting policies of the reportable segments were consistent with the consolidated financial statements of the Company. The Company evaluates individual store profitability in terms of a store's "Operating Income (Loss)," which is defined by the Company as gross margin less occupancy costs, direct selling costs and an allocation of indirect selling costs. Below are the results of operations on a segment basis for the three and six months ended July 31, 2004:

	For the three months ended July 31, 2004			*For the six months ended July 31, 2004*		
(in millions)	**Big & Tall business**	**Other Branded Apparel business (1)**	**Total**	**Big & Tall business**	**Other Branded Apparel business (1)**	**Total**
Statement of Operations:						
Sales	$ 81.5	$ 6.6	$ 88.1	$ 159.6	$ 12.7	$ 172.3
Gross margin	34.2	2.0	36.2	66.0	3.9	69.9
Selling, general and administrative	30.4	2.4	32.8	61.3	4.6	65.9
Depreciation and amortization	2.2	0.3	2.5	4.1	0.6	4.7
Operating income (loss)	$ 1.6	$ (0.7)	$ 0.9	$ 0.6	$ (1.3)	$ (0.7)
				At July 30, 2004		
Balance Sheet:						
Inventories				$ 64.7	$ 22.8	$ 87.5
Fixed assets				65.4	1.3	66.7
Goodwill and other intangible assets				81.3	—	81.3
Trade accounts payable				17.0	3.7	20.7
Capital expenditures				7.4	2.0	9.4

(1) Balance Sheet amounts for the Company's Other Branded Apparel business at July 31, 2004 include assets of the Company's Levi's®/Dockers® outlet stores which were still open at the end of the second quarter of fiscal 2004. The operating results of these stores were reclassed to discontinued operations, see Note 5.

8. Related Parties

Jewelcor Management, Inc.

Since October 1999, the Company has had an ongoing consulting agreement with Jewelcor Management, Inc. ("JMI") to assist in developing and implementing a strategic plan for the Company and for other related consulting services as may be agreed upon between JMI and the Company. Seymour Holtzman, who became the Company's Chairman of the Board on April 11, 2000, is the beneficial holder of approximately 15.86% of the outstanding Common Stock of the Company (principally held by JMI). He is also the president and chief executive officer, and indirectly, with his wife, the primary shareholder of JMI.

On June 15, 2005, the Compensation Committee of the Board of Directors approved an increase in the annual compensation to JMI pursuant to the consulting agreement, effective May 9, 2005, to $412,000 from $392,000. JMI will continue to receive an additional $24,000 per annum for expense reimbursements.

The consulting agreement dated April 29, 2003, and most recently amended on June 15, 2005, is for a three-year term commencing on April 29, 2003 and ending on April 28, 2006. The consulting agreement will automatically renew each year thereafter on its anniversary date for additional one-year terms, unless either party notifies the other at least ninety days prior to such anniversary date that it will not renew such agreement. The consulting agreement with JMI includes a significant disincentive for non-performance, which would require JMI to pay to the Company a penalty equal to 150% of any unearned consulting services.

9. New Accounting Pronouncement

On December 16, 2004, the FASB issued SFAS No. 123 (revised 2004), *Share-Based Payment* (“SFAS No. 123R”), which is a revision of SFAS No. 123. The approach in SFAS No. 123R requires all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement based on their fair values. Pro forma disclosure is no longer an alternative.

SFAS No.123R provides two alternatives for adoption: (1) a "modified prospective" method in which compensation cost is recognized for all awards granted subsequent to the effective date of this statement as well as for the unvested portion of awards outstanding as of the effective date; or (2) a "modified retrospective" method which follows the approach in the "modified prospective" method, but also permits entities to restate prior periods to record compensation cost calculated under SFAS No.123 for the pro forma disclosure. The Company plans to adopt SFAS No.123R using the modified prospective method. Since the Company currently accounts for stock options granted to employees and shares issued under its employee stock purchase plans in accordance with the intrinsic value method permitted under APB Opinion No.25, no compensation expense is currently recognized.

The impact of adopting SFAS No.123R cannot be accurately estimated at this time, as it will depend on the market value and the amount of share-based awards granted in future periods. However, had the Company adopted SFAS No.123R in a prior period, the impact would approximate the impact of SFAS No.123 as described in the disclosure of pro forma net income and earnings per share in the Notes to the Consolidated Financial Statements on Form 10-K for the year ended January 29, 2005. SFAS No. 123R also requires that tax benefits received in excess of compensation cost be reclassified from operating cash flows to financing cash flows in the Consolidated Statement of Cash Flows. This change in classification will reduce net operating cash flows and increase net financing cash flows in the periods after adoption.

On January 27, 2005, the Company’s Board of Directors approved the vesting of all outstanding and unvested options held by directors, officers and employees under the Company’s 1992 Stock Incentive Plan. As a result of the acceleration, options to acquire 1,903,252 shares of the Company’s common stock, which otherwise would have vested from time to time over the following three years, became immediately exercisable. This action was taken to eliminate, to the extent permitted, the transition expense that the Company otherwise would incur in connection with the adoption of SFAS No. 123R. Under the accounting guidance of APB Opinion No. 25, the accelerated vesting resulted in a charge for stock-based compensation of approximately $70,000, which was recognized by the Company in the fourth quarter of fiscal 2004. Additionally, the Company’s pro forma disclosure for fiscal 2004 included the effect of this accelerated vesting, as calculated under SFAS No. 123 rules, of $6.1 million.

On April 14, 2005, the Securities and Exchange Commission announced that it would delay the required implementation of SFAS No. 123R, allowing companies that are not small business issuers to adopt the statement no later than the beginning of the first fiscal year beginning after June 15, 2005. As a result of this delay, the Company plans to adopt SFAS No. 123R at the beginning of fiscal 2006.

10. Commitments and Contingencies

In October 2003, a class action lawsuit was filed against the Company in California Superior Court. The complaint alleged, among other things, that the Company failed to pay overtime compensation and to provide meal and rest breaks to the Company's California store managers for the period May 14, 2002 through the present. Subsequently, in a lawsuit filed in the United States District Court, Northern District of California, the case was expanded nationwide. The lawsuit seeks unpaid overtime, meal and rest period penalties, waiting time penalties and injunctive relief under the Fair Labor Standards Act ("FLSA") and the California Labor Code. During the second quarter of fiscal 2005, the Company reached agreement in principle to settle this matter, subject to the execution of final documents and the approval by the court. The settlement is not expected to have a material impact on the Company's financial condition or results of operations.

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

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Quarterly Report on Form 10-Q constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "may," "will," "estimate," "intend," "plan," "continue," "believe," "expect" or "anticipate" or the negatives thereof, variations thereon or similar terminology. The forward-looking statements contained in this Quarterly Report are generally located in the material set forth under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," but may be found in other locations as well. These forward-looking statements generally relate to plans and objectives for future operations and are based upon management's reasonable estimates of future results or trends. The forward-looking statements in this Quarterly Report should not be regarded as a representation by the Company or any other person that the objectives or plans of the Company will be achieved. Numerous factors could cause the Company's actual results to differ materially from such forward-looking statements. The Company encourages readers to refer to the Company's Current Report on Form 8-K, previously filed with the Securities and Exchange Commission on April 8, 2005, which identifies certain risks and uncertainties that may have an impact on future earnings and the direction of the Company.

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

BUSINESS SUMMARY

Casual Male Retail Group, Inc. together with its subsidiaries (the "Company") is the largest specialty retailer of big and tall men's apparel with retail operations throughout the United States, Canada and London, England. The Company operates 496 Casual Male Big & Tall stores, 13 Casual Male at Sears Canada stores, 22 Rochester Big & Tall stores and a direct to consumer business, which includes a catalog business and two e-commerce sites. The Company is also the exclusive retailer of the Comfort Zone by George Foreman™, GF Sport by George Foreman™ and Signature Collection by George Foreman™.

Subsequent to the end of the second quarter of fiscal 2005, two of the Company's Casual Male stores, located in Metairie, Louisiana and Gulfport, Mississippi, closed indefinitely as a result of Hurricane Katrina. Except to the extent that Hurricane Katrina may adversely impact overall economic conditions in the United States, the Company does not expect Hurricane Katrina to have a material impact on its financial condition or results of operations for fiscal 2005.

Unless the context indicates otherwise, all references to "we," "ours," "our," "us" and "the Company" refer to Casual Male Retail Group, Inc. and its consolidated subsidiaries. The Company refers to its fiscal years which end on January 28, 2006 and January 29, 2005 as "fiscal 2005" and "fiscal 2004," respectively.

SUMMARY OF SIGNIFICANT EVENTS

In fiscal 2004, the Company completed the divestiture of its other non-core businesses and for the first time since the Company acquired the Casual Male business in May 2002 operated for the first six months of fiscal 2005 solely as a big & tall men's apparel retailer. These operating results for the second quarter and first six months of fiscal 2005 include the operations of Rochester Big & Tall Clothing ("Rochester"), a 22 store chain with operations in major cities in the United States, as well as a store in London, England, which the Company acquired on October 29, 2004.

The Company's objective since acquiring the Casual Male business in fiscal 2002 has been to become the premier retailer in the big & tall industry by (1) improving upon operating efficiencies with lower operating costs and replacement of Casual Male's antiquated systemic infrastructure, (2) updating Casual Male's merchandise assortments with a balanced mix of branded and private label merchandise addressing the wardrobe needs of its niche consumer base and (3) divesting the Company's other businesses to enable strategic focus towards the Company's core business. The Company made substantial steps over the past year toward achieving its overall goal by clearly defining the Company and its business as a specialty retailer of big & tall men's apparel.

STORE CLOSINGS/DISCONTINUED OPERATIONS

In accordance with the provisions of Statement of Financial Accounting Standard ("SFAS") No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets* ("SFAS No. 144"), results of operations for the three and six months ended July 31, 2004 for the Company's closed Levi's®/Dockers® outlet stores have been presented as discontinued operations.

RESULTS OF OPERATIONS

For the three months ended:	July 30, 2005			July 31, 2004		
(in millions)	Big & Tall Business	Other Branded Apparel Business	Total Company	Big & Tall Business	Other Branded Apparel Business	Total Company
Sales	$ 100.6	—	$ 100.6	$ 81.5	$ 6.6	$ 88.1
Gross profit, net of occupancy costs	43.7	—	43.7	34.2	2.0	36.2
Gross margin rate	*43.4%*		*43.4%*	*41.9%*	*30.5%*	*41.1%*
Selling, general and administrative Expenses	36.6	—	36.6	30.4	2.4	32.8
Depreciation and amortization	3.0	—	3.0	2.2	.3	2.5
Operating income (loss)	$ 4.1	—	$ 4.1	$ 1.6	$ (0.7)	$ 0.9

For the six months ended:	July 30, 2005			July 31, 2004		
(in millions)	Big & Tall Business	Other Branded Apparel Business	Total Company	Big & Tall Business	Other Branded Apparel Business	Total Company
Sales	$ 197.9	—	$ 197.9	$ 159.6	$ 12.7	$ 172.3
Gross profit, net of occupancy costs	83.9	—	83.9	66.0	3.9	69.9
Gross margin rate	*42.4%*		*42.4%*	*41.4%*	*30.7%*	*40.6%*
Selling, general and administrative Expenses	73.7	—	73.7	61.3	4.6	65.9
Depreciation and amortization	6.0	—	6.0	4.1	.6	4.7
Operating income (loss)	$ 4.2	—	$ 4.2	$ 0.6	$ (1.3)	$ (0.7)

Sales

For the second quarter of fiscal 2005, sales, which include its e-commerce and catalog businesses, increased 14.2% to $100.6 million as compared to sales of $88.1 million for the second quarter of fiscal 2004. Sales for the Company's Big & Tall business increased 23.4% as compared to the prior year, primarily due to the addition of the Rochester stores which had sales of $16.5 million for the second quarter of fiscal 2005. Comparable store sales, which include stores that have been open for at least one full year, e-commerce and catalog sales, increased 2.5% for the second quarter of fiscal 2005 as compared to the same period of the prior year. Also included in comparable store sales are the comparable store sales results for the Company's Rochester stores based on their second quarter 2004 results.

For the six months ended July 30, 2005, total sales increased 14.9% to $197.9 million as compared to $172.3 million for the six months ended July 31, 2004. Sales for the Company's Big & Tall business increased 24.0% as compared to the prior year. Similar to the second quarter results, this increase was primarily due to the addition of the Rochester business which had sales of $33.9 million for the six months ended July 30, 2005. Comparable store sales for the six months of fiscal 2005 increased 2.4% when compared with the six months of the prior year.

Sales for the Company's internet and catalog businesses for the second quarter of fiscal 2005 were up 20% as compared to the second quarter of fiscal 2004. Sales for the second quarter and six months of fiscal 2004 include sales of $6.6 million and $12.7 million, respectively, from the Company's Ecko Unltd.® outlet stores which were subsequently sold in the second quarter of fiscal 2004.

Gross Profit Margin

For the second quarter of fiscal 2005, the Company's gross margin rate, inclusive of occupancy costs, was 43.4%, which was an increase of 2.3 percentage points as compared to a gross margin rate of 41.1% for the second quarter of fiscal 2004. This increase was primarily attributable to improved merchandise margins from the Company's Big & Tall business of approximately 1.8 percentage points over the prior year.

For the six months ended July 30, 2005, the Company's gross margin rate was 42.4% as compared to 40.6% for the six months ended July 31, 2004 of the prior year. This increase of 1.8 percentage points was primarily attributable to improved merchandise margins from the Company's Big & Tall business of approximately 1.3 percentage points over the prior year. These increases in merchandise margins for the second quarter and six months of fiscal 2005 as compared to the prior year are primarily related to the Company's enhanced inventory management of its basic versus fashion merchandise which has resulted in overall lower markdowns and clearance inventory.

Selling, General and Administrative Expenses

Selling, general and administrative ("SG&A") expenses as a percentage of sales for the second quarter of fiscal 2005 were 36.4% as compared to 37.2% for the second quarter of fiscal 2004. For the six months ended July 30, 2005, SG&A expenses were 37.3% of sales compared to 38.3% of sales for the six months ended July 31, 2004. Although SG&A dollars increased for the second quarter and six months of fiscal 2005 as compared to fiscal 2004, SG&A expenses as a percent of sales has decreased for both the second quarter and six month periods as the Company continues to manage its cost base. Also, included in the six months of fiscal 2004, is approximately $4.5 million incurred by the Company as part of a national marketing campaign of George Foreman and the introduction of the George Foreman product lines of clothing.

Depreciation and Amortization

For the second quarter of fiscal 2005, depreciation and amortization increased approximately $483,000 to $3.0 million as compared to the second quarter of fiscal 2004. For the six months of fiscal 2005, depreciation and amortization increased $1.3 million to $6.0 million as compared to $4.7 million for the six months of fiscal 2004. These increases are due to the depreciation expense on new and remodeled stores opened since last year and the addition of the Rochester stores in the fourth quarter of fiscal 2004.

Other Income, Net

Net other income for the second quarter and six months of fiscal 2004 included a gain of approximately $3.1 million related to the Company's sale of its 50.5% joint venture interest in the Ecko Unltd.® stores to Ecko.Complex, LLC. This gain was offset by approximately $1.9 million of costs incurred in connection with Company's prepayment of its 12% Senior Subordinated Notes, due 2010, in addition to a write-off of approximately $0.9 million related to previously incurred costs associated with the Company's intended spin-off of its subsidiary, LP Innovations, Inc. which has been postponed due to lower than expected results of operations.

Interest Expense, Net

Net interest expense was $2.1 million for the second quarter of fiscal 2005 as compared to $2.0 million for the second quarter of fiscal 2004. The slight increase in interest expense during the second quarter of fiscal 2005 as compared to the prior year was due to slightly higher average borrowings. For the six months of fiscal 2005, interest expense was $4.0 million as compared to $4.2 million for the six months of fiscal 2004. This decrease was the result of the

Company's amendment to its revolving line of credit in the third quarter of fiscal 2004 and the early prepayment of its remaining 2010 senior subordinated notes in the second quarter of fiscal 2004 which has resulted in an overall reduced interest rate. For the six months of fiscal 2005, the Company's interest rate was approximately 5.4% on an annualized basis as compared to 5.8% on an annualized basis for the second quarter of fiscal 2004.

Discontinued Operations

In accordance with the provisions of SFAS No. 144, the Company's discontinued operations for the second quarter and six months of fiscal 2004 reflect the operating results for the Company's Levi's®/Dockers® outlet stores which were subsequently closed or sold during fiscal 2004. For more detail on the results of discontinued operations, see Note 5 to the Consolidated Financial Statements.

Income Taxes

At July 30, 2005, the Company had total gross deferred tax assets of approximately $42.6 million, which are fully reserved. These tax assets principally relate to federal net operating loss carryforwards that expire from 2017 through 2024. The ability to reduce the Company's corresponding valuation allowance of $42.6 million in the future is dependent upon the Company's ability to achieve sustained taxable income.

Net Income (Loss)

For the second quarter of fiscal 2005 the Company had net income of $2.0 million, or $0.06 per diluted share, as compared to net income of $99,000, or $0.00 per diluted share, for the second of fiscal 2004. For the first six months of fiscal 2005, the Company had net income of $139,000, or $0.00 per diluted share, as compared to a net loss of $5.0 million, or $0.14 per diluted share, for the six months of fiscal 2004.

Inventory

At July 30, 2005, total inventory equaled $86.5 million compared to $87.5 million at July 31, 2004. The decrease in inventory over the prior year is due to approximately $22.8 million related to the closure and divesture in fiscal 2004 of the Company's Levi's®/Dockers® outlet stores and its Ecko Unltd.® stores. This decrease is partially offset by an increase of approximately $13.9 million from the addition of the Company's Rochester Big & Tall stores. In addition, during the first six month of fiscal 2005, the Company has reduced its inventory levels in its Casual Male business by approximately $7.9 million as a result of reducing its levels of fashion style merchandise while maintaining its commitment to in-stock positions of core merchandise product.

SEASONALITY

Historically and consistent with the retail industry, the Company has experienced seasonal fluctuations in revenues and income, with increases traditionally occurring during the Company's third and fourth quarters as a result of the "Fall" and "Holiday" seasons.

LIQUIDITY AND CAPITAL RESOURCES

The Company's primary cash needs are for working capital (essentially inventory requirements) and capital expenditures. Specifically, the Company's capital expenditure program includes projects for new store openings, remodeling, downsizing or combining existing stores, and improvements and integration of its systems infrastructure. The Company expects that cash flow from operations, external borrowings and trade credit will enable it to finance its current working capital and expansion requirements. The Company has financed its working capital requirements, store expansion program, stock repurchase programs and acquisitions with cash flow from operations, external borrowings, and proceeds from equity and debt offerings. The Company's objective is to maintain a positive cash flow after capital expenditures such that it can support its growth activities with operational cash flows and without incurring any additional debt.

For the first six months of fiscal 2005, cash provided by operating activities was $621,000 as compared to cash used by operating activities of $5.1 million for the first six months of fiscal 2004. The improvement in cash flow from operations for the first six months of fiscal 2005 as compared to fiscal 2004 was primarily due to the improved profitability of the Company during the first six months of fiscal 2005.

In addition to cash flow from operations, the Company's other primary source of working capital is its credit facility with Bank of America Retail Group, Inc., which was most recently amended on October 29, 2004 in connection with the Rochester Acquisition (the "Amended Credit Facility"). The Amended Credit Facility continues to principally provide for a total commitment of $90 million with the ability to issue documentary and standby letters of credit of up to $20 million. The maturity date of the Amended Credit Facility was extended to October 29, 2007 and is subject to prepayment penalties through October 29, 2006. Borrowings under the Amended Credit Facility bear interest at variable rates based on Bank of America Bank's prime rate or the London Interbank Offering Rate ("LIBOR") and vary depending on the Company's levels of excess availability. The amendment lowered the Company's interest costs under the Amended Credit Facility by approximately 25 basis points depending on its level of excess availability. The Company's ability to borrow under the Amended Credit Facility is determined using an availability formula based on eligible assets, with increased advance rates based on seasonality.

At July 30, 2005, the Company had borrowings outstanding under the Amended Credit Facility of $27.5 million and outstanding standby letters of credit of $2.3 million and outstanding documentary letters of credit of $1.4 million. Average borrowings outstanding under this facility during the first six months of fiscal 2005 were approximately $25.5 million, resulting in an average unused excess availability of approximately $37.2 million. Unused excess availability at July 30, 2005 was $34.4 million.

Capital Expenditures

The following table sets forth the stores opened and related square footage at July 30, 2005 and July 31, 2004, respectively:

	At July 30, 2005		At July 31, 2004	
Store Concept	**Number of Stores**	**Square Footage**	**Number of Stores**	**Square Footage**
(square footage in thousands)				
Casual Male Big & Tall retail and outlet stores	496	1,695	489	1,667
Rochester Big & Tall	22	172	—	—
Sears Canada	13	15	—	—
Levi's®/Dockers® outlet stores	—	—	48	458
Total Stores	531	1,882	537	2,125

Total cash outlays for capital expenditures for the first six months of fiscal 2005 were $6.6 million as compared to $9.4 million for the first six months of fiscal 2004. Below is a summary of store openings and closings since January 29, 2005:

	Casual Male	Rochester Big &Tall	Sears Canada	Total stores
At January 29, 2005	492	22	13	527
New outlet stores	2	—	—	2
New retail stores	6	—	—	6
Closed stores	(4)	—	—	(4)
At July 30, 2005	496	22	13	531
Remodels	38	—	—	38

The Company expects that its total capital expenditures for fiscal 2005 will be approximately $14.0 million, of which approximately $5.6 million will relate to store expansion. Included in store expansion are funds to remodel an additional 50 of the Company's existing Casual Male Big & Tall retail stores at an estimated $35,000 to $45,000 for each location, including store signage and fixtures. The Company currently plans to open a combination of 12 new Casual Male Big & Tall retail and outlet stores and 3 Rochester Big & Tall stores in fiscal 2005. Another $7.0 million of the 2005 budget is expected to be used for system infrastructure and upgrades specifically related to the roll-out of the Company's new point of sale system and its new customer relationship management package. Also included are funds to integrate the Rochester stores into the Casual Male framework.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

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

Interest Rates

The Company utilizes cash from operations and the Amended Credit Facility to fund its working capital needs. The Amended Credit Facility is not used for trading or speculative purposes. In addition, the Company has available letters of credit as sources of financing for its working capital requirements. Borrowings under the Amended Credit Facility, which expires in October 29, 2007, bear interest at variable rates based on Bank of America's prime rate or the London Interbank Offering Rate ("LIBOR"). At July 30, 2005, the Company had outstanding LIBOR contracts with rates ranging from 5.09% to 5.24% and the interest rate on its prime based borrowings was 6.25%. Based upon a sensitivity analysis as of July 30, 2005, assuming average outstanding borrowing during fiscal 2005 of $25.5 million, a 50 basis point increase in the prime based interest rates would have resulted in a potential increase in interest expense of approximately $127,500.

Foreign Currency

The Company's Sears Canada store locations conduct business in Canadian dollars and the Company's Rochester Big & Tall Clothing store located in London, England conducts business in British pounds. If the value of the Canadian dollar or the British pound against the U.S. dollar weakens, the revenues and earnings of these stores will be reduced when they are translated to U.S. dollars. Also, the value of these assets translated to U.S. dollars may decline. As of July 30, 2005, sales from the Company's Sears Canada stores and its London Rochester Big & Tall store were immaterial to consolidated sales. As such, the Company believes that movement in foreign currency exchange rates will not have a material adverse affect on the financial position or results of operations of the Company.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of July 30, 2005. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that, as of July 30, 2005, the Company's disclosure controls and procedures were effective, in that they provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Changes in Internal Control over Financial Reporting

No change in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) occurred during the quarter ended July 30, 2005 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

In October 2003, a class action lawsuit was filed against the Company in California Superior Court. The complaint alleged, among other things, that the Company failed to pay overtime compensation and to provide meal and rest breaks to the Company's California store managers for the period May 14, 2002 through the present. Subsequently, in a lawsuit filed in the United States District Court, Northern District of California, the case was expanded nationwide. The lawsuit seeks unpaid overtime, meal and rest period penalties, waiting time penalties and injunctive relief under the Fair Labor Standards Act ("FLSA") and the California Labor Code. During the second quarter of fiscal 2005, the Company reached agreement in principle to settle this matter, subject to the execution of final documents and the approval by the court. The settlement is not expected to have a material impact on the Company's financial condition or results of operations.

There have been no other material developments in the legal proceedings reported in the Company's Annual Report on Form 10-K for the fiscal year ended January 29, 2005.

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

None.

Item 3. Default Upon Senior Securities.

None.

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

None.

Item 5. Other Information.

None.

Item 6. Exhibits.

10.1	Form of Option Agreement between the Company and the Chairman and Executive Officers.
10.2	Form of Option Agreement between the Company and Non-Employee Directors.
31.1	Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
31.2	Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
99.1	Certain cautionary statements of the Company to be taken into account in conjunction with consideration and review of the Company's publicly-disseminated documents (including oral statements made by others on behalf of the Company) that include forward-looking information (included as Exhibit 99.1 to the Company's Current Report on Form 8-K filed on April 8, 2005, and incorporated herein by reference).*

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* Previously filed with the Securities and Exchange Commission.

SIGNATURES

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

CASUAL MALE RETAIL GROUP, INC.

Date: September 8, 2005

By: /S/ DENNIS R. HERNREICH

Dennis R. Hernreich
Executive Vice President and Chief Financial Officer

Exhibit 10.1

CASUAL MALE RETAIL GROUP, INC.

1992 STOCK INCENTIVE PLAN, AS AMENDED
Non-Qualified Stock Option Grant Agreement

THIS AGREEMENT, made as of this _____day of ______, 20__, between Casual Male Retail Group, Inc., a Delaware corporation (the "Company"), and __________ (the "Participant").

WHEREAS, the Company has adopted and maintains the Casual Male Retail Group, Inc. 1992 Stock Incentive Plan, as amended (the "Plan"), to encourage and enable the officers, employees and directors of the Company and its subsidiaries, and other persons who are responsible for or contribute to the management, growth or profitability of, or who provide substantial services to, the Company and its subsidiaries, upon whose judgment, initiative and efforts the Company largely depends for the successful conduct of its business to acquire a proprietary interest in the Company, thereby assuring a closer identification of such persons' interests with those of the Company, stimulating their efforts on the Company's behalf and strengthening their desire to remain with the Company;

WHEREAS, the Plan provides that a committee of the Board of Directors of the Company (the "Committee") shall administer the Plan and shall determine the individuals to whom stock options shall be granted and the amount and type of such stock options; and

WHEREAS, the Committee has determined that the purposes of the Plan would be furthered by granting the Participant a stock option under the Plan as set forth in this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual covenants hereinafter set forth, the parties hereto hereby agree as follows:

1. Grant of Option. Pursuant to, and subject to, the terms and conditions set forth herein and in the Plan, the Company hereby grants to the Participant a stock option (the "Option") with respect to ______ shares of common stock of the Company ("Company Stock"). The Option does not constitute an "incentive stock option" within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended.

2. Grant Date. The Grant Date of the Option is ______.

3. Incorporation of Plan. All terms, conditions and restrictions of the Plan are incorporated herein and made part hereof as if stated herein. If there is any conflict between the terms and conditions of the Plan and this Agreement, the terms and conditions of the Plan, as interpreted by the Committee, shall govern. Except as otherwise provided herein, all capitalized terms used herein shall have the meaning given to such terms in the Plan.

4. Exercisability.

(a) Subject to Section 4(b) below, the Option shall first be exercisable with respect to a number of whole shares as close as possible to the following portion of the total number of shares subject hereto on the following dates:

Number of Years After Date of Grant	Percentage of Shares Becoming Available For Exercise	Cumulative Percentage Available
Less than 1 year	0%	0
1-2 years	33 1/3%	33 1/3%
2-3 years	33 1/3%	66 2/3%
3 or more years	33 1/3%	100%

(b) In the event of a Change of Control, the Option shall be fully exercisable as of the effective date of the Change of Control.

5. Exercise Price. The exercise price-per-share of each share with respect to which the Option is granted is $________ (the "Exercise Price"), the Fair Market Value of a share of Company Stock as of the Grant Date.

6. Expiration Date. Subject to the provisions of the Plan and this Agreement, the Option shall expire and terminate on the tenth anniversary of the Grant Date.

7. Termination. If the Participant ceases his/her employment with the Company, this Option shall become fully vested and exerciseable, subject to the following limitation. If the Participant ceases his/her employment for any reason other than Cause (as defined in the Plan), the Participant will have 90 days from the date the Participant ceases his/her employment in which to exercise this Option, or until the Expiration Date, if earlier. If the Participant ceases his/her employment for Cause, any Option held by the Participant will terminate immediately and be of no further force and effect. If the Participant ceases his/her employment because of death or disability (or otherwise has an Option outstanding at the time of his or her death), the Option may be exercised by the Participant's legal representative or legatee for a period of one (1) year from the date of death/disability or until the Expiration Date, if earlier.

8. Method of Exercise. The Participant may exercise this Option, in whole or in part, only by a cashless exercise (in which, upon exercise, the Participant forfeits a number of shares of Company Stock underlying this Option having an aggregate Fair Market Value equal to the aggregate Exercise Price of the portion of the Option being exercised) by surrender of this Option at the principal office of the Company, together with a written notice of his or her election to purchase some or all of the vested shares of Company Stock purchasable at the time of such notice, in which event the Company shall issue to the Participant a number of shares of Company Stock computed using the following formula:

X = Y – [(A*Y)/B]

Where X = the number of shares of Company Stock to be issued to the Participant.

Y = the number of shares of Company Stock purchasable upon exercise of all of the Option or, if only a portion of the Option is being exercised, the portion of the Option being exercised.

A = the Exercise Price.

B = the per share Fair Market Value of one share of Company Stock.

Certificates for shares of Company Stock purchased upon the exercise of the Option shall be issued in the name of the Participant or his beneficiary, as the case may be, and delivered to the Participant or his beneficiary as soon as practicable following the effective date on which the Option is exercised.

9. Tax Withholding. The Participant is obligated to remit to the Company, or make arrangements satisfactory to the Committee, an amount sufficient in the determination of the Company to satisfy any federal, state or local tax withholding and other taxes due or potentially payable in connection with the exercise of the Option. To the extent permitted by the Committee in its sole discretion, the Participant may satisfy this obligation by (i) directing the Company to withhold from the shares of Company Stock to be issued to the Participant upon the exercise of the Option a number of whole shares of Company Stock or (ii) transferring to the Company a number of whole shares of Company Stock owned by the Participant, in either case having a Fair Market Value (determined as of the date on which the amount of required tax withholding is determined) as close as possible to the minimum amount of such obligation, with any additional amount to be paid by the Participant in cash.

10. Securities Matters.

(a) The Company shall be under no obligation to effect the registration pursuant to the Securities Act of 1933, as amended (the “1933 Act”) of any interests in the Plan or any shares of Company Stock to be issued thereunder or to effect similar compliance under any state laws. The Company shall not be obligated to cause to be issued or delivered any certificates evidencing shares of Company Stock pursuant hereto unless and until the Company is advised by its counsel that the issuance and delivery of such certificates is in compliance with all applicable laws, regulations of governmental authority and the requirements of any securities exchange on which shares of Company Stock are traded. The Committee may require, as a condition of the issuance and delivery of certificates evidencing shares of Company Stock pursuant to the terms hereof, that the recipient of such shares make such covenants, agreements and representations, and that such certificates bear such legends, as the Committee, in its sole discretion, deems necessary or desirable. The Participant specifically understands and agrees that the shares of Company Stock, if and when issued upon exercise of the Option, may be “restricted securities,” as that term is defined in Rule 144 under the 1933 Act and, accordingly, the Participant may be required to hold the shares indefinitely unless they are registered under such Act or an exemption from such registration is available.

(b) The exercise of the Option shall be effective only at such time as counsel to the Company shall have determined that the issuance and delivery of shares of Company Stock pursuant to such exercise is in compliance with all applicable laws, regulations of governmental authority and the requirements of any securities exchange on which shares of Company Stock are traded. The Committee may, in its sole discretion, defer the effectiveness of any exercise of the Option in order to allow the issuance of shares of Company Stock pursuant thereto to be made pursuant to registration or an exemption from registration or other methods for compliance available under federal or state securities laws. The Committee shall inform the Participant in writing of its decision to defer the effectiveness of the exercise of the Option. During the period that the effectiveness of the exercise of the Option has been deferred, the Participant may, by written notice, withdraw such exercise and obtain the refund of any amount paid with respect thereto.

11. Non-transferability of Option. This Option shall not be transferable by the Participant otherwise than by will or by the laws of descent and distribution and this Option shall be exercisable, during the Participant's lifetime, only by the Participant. Notwithstanding the foregoing, the Committee may permit the Participant to transfer, in whole or in part, without consideration for the transfer, this Option to members of the Participant's immediate family, to any corporation, partnership,

limited liability company trust or other similar entity of which the Participant and/or any members of the Participant's family are the principal stockholders, partners, members, equity owners or beneficiaries; provided, however, that the transferee agrees in writing with the Company to be bound by all terms and conditions of the Plan and this Option.

12. Delays or Omissions. No delay or omission to exercise any right, power or remedy accruing to any party hereto upon any breach or default of any party under this Agreement, shall impair any such right, power or remedy of such party, nor shall it be construed to be a waiver of any such breach or default, or an acquiescence therein, or of or in any similar breach or default thereafter occurring, nor shall any waiver of any single breach or default be deemed a waiver of any other breach or default theretofore or thereafter occurring. Any waiver, permit, consent or approval of any kind or character on the part of any party of any breach or default under this Agreement, or any waiver on the part of any party or any provisions or conditions of this Agreement, must be in a writing signed by such party and shall be effective only to the extent specifically set forth in such writing.

13. Integration. This Agreement contains the entire understanding of the parties with respect to its subject matter. There are no restrictions, agreements, promises, representations, warranties, covenants or undertakings with respect to the subject matter hereof other than those expressly set forth herein. This Agreement, including, without limitation, the Plan, supersedes all prior agreements and understandings between the parties with respect to its subject matter.

14. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument.

15. Governing Law. This Agreement shall be governed by and construed and enforced in accordance with the laws of the Commonwealth of Massachusetts, without regard to the provisions governing conflict of laws.

16. Participant Acknowledgment. The Participant hereby acknowledges receipt of a copy of the Plan. The Participant hereby acknowledges that all decisions, determinations and interpretations of the Committee in respect of the Plan, this Agreement and the Option shall be final and conclusive.

IN WITNESS WHEREOF, the Company has caused this Agreement to be duly executed by its duly authorized officer, and the Participant has hereunto signed this Agreement on his own behalf, thereby representing that he has carefully read and understands this Agreement and the Plan as of the day and year first written above.

CASUAL MALE RETAIL GROUP, INC.

By: /s/ David A. Levin

Name: David A. Levin
Title: President, CEO

Receipt of the foregoing Option is acknowledged and its terms and conditions are hereby agreed to:

Date: ______________ ______________________

Address: ______________________

____

Exhibit 10.2

CASUAL MALE RETAIL GROUP, INC.
1992 STOCK INCENTIVE PLAN, AS AMENDED

NON-QUALIFIED STOCK OPTION AGREEMENT
(For Non-Employee Directors)

____________________	____________________
NO. OF SHARES	**DATE OF GRANT**

Pursuant to the Casual Male Retail Group, Inc. 1992 Stock Incentive Plan, as amended (the "Plan"), Casual Male Retail Group, Inc. (the "Company") hereby grants to _________________________________.

(the "Optionee") an Option to purchase on or prior to August 8, 2015 (the "Expiration Date") all or any part of __________ shares (the "Option Shares") of Common Stock of the Company par value $.01 per share ("Common Stock") at a price of $6.93 per share (the "Exercise Price") in accordance with the schedule set forth in Section 1 hereof and subject to the terms and conditions set forth hereinafter and in the Plan. This Option does not qualify as an incentive stock option under Section 422 of the Internal Revenue Code of 1986, as amended (the "Code"), and consequently shall be treated as a non-qualified stock option for tax purposes. This Option shall be governed by the laws of Massachusetts.

1. Vesting Schedule. Subject to the provisions of Sections 3 and 5 hereof, this Option shall become vested and exercisable with respect to the following number of Option Shares according to the timetable set forth below:

Number of Years After Date of Grant	**Percentage of Shares Becoming Available for Exercise**	**Cumulative Percentage Available**
less than 1 year	33 1/3%	33 1/3%
1 – 2 years	33 1/3%	66 2/3%
2 or more years	33 1/3%	100%

2. Manner of Exercise. The Optionee may exercise this Option, in whole or in part, only by a cashless exercise (in which upon exercise, the Optionee forfeits a number of shares of Common Stock underlying this Option having an aggregate Fair Market Value equal to the aggregate Exercise Price of the portion of the Option being exercised) by surrender of this Option at the principal office of the Company, together with a written notice of his or her election to purchase some or all of the vested shares of Common Stock purchasable at the time of such notice, in which event the Company shall issue to the Optionee a number of shares of Common Stock computed using the following formula:

$$X = Y - [(A*Y)/B]$$

Where X = the number of shares of Common Stock to be issued to the Optionee.

Y = the number of shares of Common Stock purchasable upon exercise of all of the Option or, if only a portion of the Option is being exercised, the portion of the Option being exercised.

A = the Exercise Price.

B = the per share Fair Market Value of one share of Common Stock.

Certificates for shares of Common Stock purchased upon the exercise of the Option shall be issued in the name of the Optionee or his beneficiary, as the case may be, and delivered to the Optionee or his beneficiary as soon as practicable following the effective date on which the Option is exercised.

If requested upon the exercise of this Option, certificates for shares may be issued in the name of the Optionee jointly with another person or in the name of the executor or administrator of the Optionee’s estate.

The delivery of certificates representing the Option Shares will be contingent upon the Company’s receipt from the Optionee of any agreement, statement or other evidence as the Company may require to satisfy itself that the issuance of the Option Shares pursuant to the exercise of this Option and any subsequent resale of the shares will be in compliance with applicable laws and regulations.

Notwithstanding any other provision hereof or of the Plan, no portion of this Stock Option shall be exercisable after the Expiration Date hereof.

3. Termination. If the Optionee ceases to serve as a Director of the Company, this Option shall become fully vested and exerciseable, subject to the following limitation. If the Optionee ceases to serve as a Director of the Company for any reason other than Cause (as defined in the Plan), the Optionee will have 90 days from the date the Optionee ceases serving as a Director in which to exercise this Option, or until the Expiration Date, if earlier. If the Optionee ceases to serve as a Director for Cause, any Option held by the Optionee will terminate immediately and be of no further force and effect. If the Optionee ceases to serve as a Director because of death (or otherwise has an Option outstanding at the time of his or her death), the Option may be exercised by the Optionee’s legal representative or legatee for a period of one (1) year from the date of death or until the Expiration Date, if earlier.

4. Non-transferability of Option. This Option shall not be transferable by the Optionee otherwise than by will or by the laws of descent and distribution and this Option shall be exercisable, during the Optionee's lifetime, only by the Optionee. Notwithstanding the foregoing, the Committee may permit the Optionee to transfer, in whole or in part, without consideration for the transfer, this Option to members of the Optionee's immediate family, to any corporation, partnership, limited liability company trust or other similar entity of which the Optionee and/or any members of the Optionee's family are the principal stockholders, partners, members, equity owners or beneficiaries; provided, however, that the transferee agrees in writing with the Company to be bound by all terms and conditions of the Plan and this Option.

5. Change of Control. In the event of a Change of Control, as described in Section 13 of the Plan, each Stock Option will automatically become fully exercisable.

6. Option Shares. The Option Shares are shares of the Common Stock of the Company as constituted on the date of this Option, subject to adjustment as provided in Section 3(b) of the Plan.

7. Rights as a Shareholder. The Optionee shall have no rights as a shareholder with respect to any shares of Common Stock which may be purchased by exercise of this Option unless and until a certificate or certificates representing such shares are duly issued and delivered to the Optionee. Except as otherwise expressly provided in the Plan, no adjustment shall be made for dividends or other rights for which the record date is prior to the date such stock certificate is issued.

8. The Plan. In the event of any discrepancy or inconsistency between this Agreement and the Plan, the terms and conditions of the Plan shall control.

9. Miscellaneous. Notices hereunder shall be mailed or delivered to the Company at its principal place of business and shall be mailed or delivered to Optionee at the address set forth below or, in either case, at such other address as one party may subsequently furnish to the other party in writing.

CASUAL MALE RETAIL GROUP, INC.

By: /s/ David A. Levin

David A. Levin
President and CEO

Receipt of the foregoing Option is acknowledged and its terms and conditions are hereby agreed to:

Date: ______________________ ______________________

Signature of Director

Address: ______________________

____

____

Exhibit 31.1

CERTIFICATION

I, David A. Levin, certify that:

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

Date: September 8, 2005

/s/ DAVID A. LEVIN

David A. Levin
Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Dennis R. Hernreich, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Casual Male Retail Group, Inc.;

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

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

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

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

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

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

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

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

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

Date: September 8, 2005

/s/ DENNIS R. HERNREICH

Dennis R. Hernreich
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report on Form 10-Q of Casual Male Retail Group, Inc. (the "Company") for the period ended July 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David A. Levin, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

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

Dated: September 8, 2005

/s/ DAVID A. LEVIN

David A. Levin
Chief Executive Officer

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

Exhibit 32.2

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

In connection with the Quarterly Report on Form 10-Q of Casual Male Retail Group, Inc. (the “Company”) for the period ended July 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Dennis R. Hernreich, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

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

Dated: September 8, 2005

/s/ DENNIS R. HERNREICH

Dennis R. Hernreich
Chief Financial Officer

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