Anywear and Everywear
From an outlet store in St. Louis to a High Street store in Shanghai, from a mountaintop in Switzerland to a beach in Southern California, you’ll find the brands of VF anywhere and everywhere around the world. Our diversity is our biggest strength, but it’s more than simply geography.

Our diversity is diversified. We have diversified brands, products, distribution, manufacturing, sourcing and, above all, people.

Anywear and everywear is a philosophy that drives us to continuously build and grow our portfolio of brands, so that we can support the diverse lifestyles of consumers around the world.
A Brand for All Seasons

The North Face® brand connects with outdoor athletes and enthusiasts around the world through its ever-expanding retail, online and social media presence. This year, the brand launched PlanetExplore, an active online community that helps people who are passionate about the outdoors find events and volunteer opportunities in their area.
The North Face® brand is now sold in 61 countries, including places with no mountains or snow.
In 2009, we continued to roll out “Wrangler® Brand Zones” in mass-market retailers. There are now more than 3,600 of these easy-to-shop branded experiences in the United States.

Authentically Anywhere

From the country to the suburbs to the city, the Wrangler® brand has distinct heritages, each with its own products, price points and styles. Wrangler westernwear is the unofficial uniform of the American West, worn by everyone from farmhands to rodeo stars. Wrangler® also captures the heartbeat of Main Street America, epitomized by sports legends Brett Favre and Dale Earnhardt, Jr.
From Buenos Aires to Prague, internationally the Wrangler® brand pulses to the beat of the world’s most fashion-savvy markets. Overseas, the brand combines its heritage as an original American denim brand with sophisticated styling and authentic marketing (such as the award-winning *We Are Animals*® campaign).

In Europe, the brand continues its bold styling with Wrangler® Blue Bell®, a new line that takes the best of denim history and remixes it for today.
Global Footprint

Vans invented the skate shoe in 1966. Today, the brand is a global icon of originality for young skaters, surfers, bikers, bladers, artists, musicians and nearly everyone in between. Vans now has the highest retail square footage of all brands in the VF portfolio, opening 100 shop-in-shops in China alone in 2009.

One of Vans’ iPhone® apps, the game SK8 Pool Service has been downloaded more than 500,000 times.
For 120 years, Lee has brought classic American denim to the world while never forgetting where it comes from. The Lee® brand celebrated its 120th anniversary with accomplishments all around the world from the redesign of its flagship store in London to record revenues in China. Back home, Lee brought innovative stretch fabrics to millions with price points that were as attractive as the jeans’ fit.

The Global Brand With Local Fits
Ripple Effect
The Nautica® brand now touches more parts of consumers’ lives, with new licenses for fragrances, home products, bedding and furniture.

In 2009, the Nautica® brand launched in Saudi Arabia and Kuwait.
International Blockbuster

The megawatt 7 For All Mankind® denim brand launched its first Chinese and European boutiques with star-studded parties on two continents. Approximately fifteen more stores are planned to open in Europe in 2010.

The 7 For All Mankind® brand was the only apparel brand on Ad Age magazine’s “New Products of the Decade” list, alongside the Apple® iPod® and the MINI Cooper®.
Napapijri, Finnish for "Arctic Circle," is actively involved in environmental awareness campaigns and efforts to protect and preserve the world’s Arctic and Antarctic regions.

New products like KIPLING2GO, a unique collection of durable, lightweight accessories are helping to develop penetration in European department stores and growth in China.

Eastpak continued its successful collaborations with fashion designers, including Rick Owens, Christopher Shannon and Raf Simons.

Reef partnered with the charity 31 Bits to support the micro-businesses of displaced Ugandan women. The brand’s Ugandan sandal features recycled beads made by these women.

In 2009, the lucy® brand celebrated its 10th anniversary. The brand also launched monthly Fitness Friday events to bring new and traditional fitness activities into consumers’ lives.

JanSport had great success in 2009 with its Heritage Series, a modern reissue of the original backpack that made the brand famous.

The brand introduced two new fragrances, JOHN VARVATOS ARTISAN™ and Rock Volume One™.

The Eagle Creek® brand’s HC2 Hovercraft® Collection of superlight travel gear helped increase market share in the luggage specialty channel in 2009.
Splendid opened its first flagship store in Los Angeles in 2009, displaying its broad offering of T-shirts, tanks, thermals, dresses and more.

Ella Moss
In 2009, Ella Moss, a hip, quirky and fashionable brand that combines flowy femininity with the comfort of your favorite T-shirt, launched an e-commerce site at ellamoss.com.

Red Kap
The Red Kap® brand has been a workwear and uniform leader since 1923, outfitting millions of workers around the world every year.

Bulwark
Bulwark is the largest provider of personal-protective and secondary flame-resistant industrial clothing in the world. In 2009, Bulwark introduced Cool Touch® 2, a new fabric that provides flame-resistant protection while remaining lightweight and breathable.

Lee
Lee introduced the Ladies Lee Riders™ brand in 1949, marking the very first time in the history of denim that jeans were truly designed to fit a woman’s figure. In 2009, Riders® by Lee® became the top-selling jean for women in the mass retail channel.

Majestic
Majestic printed and distributed over 1 million World Series® products within 24 hours of the winning pitch.
EAGLE CREEK
eaglecreek.com
Inspired by Travel®
Founded: 1976
Number of Countries: 30
Target Consumer: World travelers
Did you know? Eagle Creek invented the Adventure Travel Gear concept and the convertible backpack on wheels.

EASTPAK
eastpak.com
Built to resist®
Founded: 1976
Number of Countries: 50
Target Consumer: Smart, young urban activists
Did you know? Eastpak sold over 25,000 tickets for its 2009 Eastpak® Antidote Tour in Europe.

JANSPORT
jansport.com
Discover Freedom™
Founded: 1987
Number of Countries: 52
Target Consumer: 14-28 year-old consumers
Did you know? JanSport is named after one of the three founders who could not sew.

KIPLING
kipling.com
Attitude included
Founded: 1982
Number of Countries: 83
Target Consumer: Active, fashionable women
Did you know? Belgium-based Kipling has sold more bags in that country than there are people.

THE NORTH FACE
nordstrom.com
Never Stop Exploring®
Founded: 1968
Number of Countries: 61
Target Consumer: Outdoor athletes and enthusiasts
Did you know? The North Face executes 10-12 outdoor expeditions every year.

LUCY
lucy.com
lucy inspire performance™
Founded: 1999
Number of Countries: 1
Target Consumer: Active women
Did you know? There is no Lucy. The brand started as an online-only retailer and lucy.com was available.

NAPAPIJRI
napapijri.com
A premium lifestyle brand with travel and outdoor heritage.
Founded: 1990
Number of Countries: 23
Target Consumer: Outdoor-oriented travelers ages 25-45
Did you know? Napapijri got its start in Italy, but its name is Finnish for “Arctic Circle.”

JEANSWEAR
Lee
Founded: 1889
Number of Countries: 76
Target Consumer: Contemporary metropolitan consumers
Did you know? Lee’s hip, young brand positioning in Europe is radically different from the U.S.

WRANGLER
Founded: 1894
Number of Countries: 76
Target Consumer: Authentic cowboys ages 40-65
Did you know? Wrangler conducted extensive research with the women of the American Quarter Horse Association to develop the Ultimate Riding Jean® collection.

IMAGEWEAR
THOMAS SABO®
Made for Heroes®
Founded: 1997
Number of Countries: 56
Target Consumer: Public safety officers
Did you know? The Force won Appare®’s magazine’s 2009 Trip Innovator Award for its new Enforcer jacket.

SPORTSWEAR
NAUTICA
Inspired and energized by life by the water.
Founded: 1983
Number of Countries: 41
Target Consumer: Baseball enthusiasts
Did you know? Majestic custom-measures all 750 MLB players during spring training.

CONTEMPORARY BRANDS
7 FOR ALL MANKIND®
The world’s premier provider of luxury denim lifestyle products.
Founded: 2000
Number of Countries: 64
Target Consumer: Premium-conscious consumers
Did you know? The 7 For All Mankind® brand fits every style to a live model as many as 36 times to ensure a perfect fit.

ELLA MOSS
ella-moss.com
Hip, Quirky, Fashionable
Founded: 2001
Number of Countries: 18
Target Consumer: Women ages 18-39
Did you know? The name Ella Moss is a combination of the founder and lead designer’s nicknames.

JOHN VARVATOS
JOHNVARVATOS.COM
For those about to rock
Founded: 2000
Number of Countries: 15
Target Consumer: Creative, professional men ages 18-55
Did you know? Founder and Detroit native John Varvatos hosts a monthly show on Sirius® radio called “Born in Detroit.”

SPLENDID
splendid.com
Colorful, soft, and luxurious fabrics with a splendifer fit.
Founded: 2002
Number of Countries: 18
Target Consumer: Women and men ages 20-50
Did you know? Splendid® apparel has been embraced by powerful, prime women, including Hollywood celebrities.

VF BRANDS AT-A-GLANCE
2009 was the kind of year that tests business models and management teams. The recessionary conditions around the world presented extraordinary challenges. And the strength of VF’s diverse business model and management team was evident in our results. Our long history of disciplined execution continued to serve us well, allowing us to strengthen our financial position and advance our long-term strategies for growth.

Looking back, I believe we struck the appropriate balance between cautiousness and assertiveness. We carefully managed costs and inventories, achieving significant reductions in both. At the same time, we continued to invest in our strongest brands and businesses to drive growth and gains in market share.
Revenues in 2009 were down 6%, with foreign currency translation accounting for two percentage points of the decline. Despite lower revenues, gross margins rose to record levels, underscoring the strength of our brands. Earnings per share were $5.16 excluding a $1.03 per share noncash impairment charge for goodwill and intangible assets. Our earnings in both 2009 and 2008 included unusual items. In 2009, earnings were impacted by higher pension expenses, foreign currency translation effects, and the impairment charge. 2008 earnings included expenses to reduce costs. Excluding these items in both years, earnings per share would have risen by 2% in 2009.

We’re proud of our long dividend history, but I’m particularly proud that despite the challenging environment, 2009 marked the 37th year of higher dividend payments to shareholders.

2009: THE STRENGTH TO CHANGE IN CHANGING TIMES

We took decisive action in 2009 to ensure that our company remained strong and well positioned for future growth. We reduced costs by more than $100 million and cut inventories by 17%, all while maintaining the highest levels of customer service. We further strengthened our balance sheet, nearly doubling our cash position by year-end. We reported record cash flow from operations of nearly $1 billion.

Focused investments drove solid results in many areas of our business. For example, we continued the global momentum in our Outdoor & Action Sports businesses, with revenue growth in our two largest brands — The North Face® was up 6%, and Vans® grew by 5%. We gained share in our core Wrangler® and Lee® brands in the United States with successful new product innovations and compelling in-store presentations. Conditions in upper-tier department and specialty stores have been very difficult, but international revenues of our premium 7 For All Mankind® brand increased in 2009. Our growth in Asia continued, with 2009 revenues increasing by 28%. Finally, we grew our direct-to-consumer business, with a 6% increase in revenues and the opening of 90 new stores. Acquisitions are always an important component of our long-term growth plans. In 2009 we completed the acquisition of the Splendid® and Ella Moss® brands, further expanding our Contemporary Brands coalition. We continue to seek acquisitions of high growth, high-margin lifestyle brands, particularly activity-based brands that could complement our Outdoor & Action Sports portfolio.

We’re proud of our accomplishments in 2009, but we also had our share of challenges. Our European jeans business had a much more difficult year than we had envisioned, particularly in Eastern Europe, where we had experienced significant growth in recent years. Our Image (or uniform) business was hurt disproportionately during the economic downturn by higher than anticipated levels of unemployment in key sectors. And while we are encouraged by improving profitability in our Sportswear coalition, where operating margins returned to double-digit levels, the Sportswear revenue trend is still not where we want it to be.

TOTAL REVENUES BY COALITION

<table>
<thead>
<tr>
<th>Coalition</th>
<th>Revenue (in Millions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Outdoor &amp; Action Sports</td>
<td>38%</td>
</tr>
<tr>
<td>Jeanswear</td>
<td>35%</td>
</tr>
<tr>
<td>Imagewear</td>
<td>12%</td>
</tr>
<tr>
<td>Sportswear</td>
<td>7%</td>
</tr>
<tr>
<td>Contemporary Brands</td>
<td>7%</td>
</tr>
<tr>
<td>Other</td>
<td>1%</td>
</tr>
</tbody>
</table>

TOTAL REVENUES BY CHANNEL OF DISTRIBUTION

- 27% International
- 18% Specialty Stores
- 17% Retail* 
- 15% Mass
- 10% Royalties/Other
- 7% Chains
- 3% Upscale Department Stores
- 3% Mainline Department Stores

*Includes international retail
VF has a decades-long history of growth through acquisitions. Due in part to the pressures imposed by the global recession, we recorded an impairment charge in 2009 to write down a portion of the goodwill and intangible asset values for three of our acquired brands: Nautica®, lucy® and Reef®. Performance of these brands since acquisition has not met our expectations, but we are encouraged about the opportunities for improved results in each.

**A PIVOTAL 2010: INVESTING IN OUR FUTURE**

While our overall outlook is tempered by ongoing concerns over weak global market conditions, we look forward to resuming both top- and bottom-line growth in 2010. Our confidence in the global growth potential of our brands has led to a planned increase of approximately $50 million in investment spending. Our approach is disciplined and concentrated on our fastest growing and most profitable opportunities. In addition to continuing to fuel the growth of our Outdoor & Action Sports businesses, which have delivered consistently superior performance, we will invest in our Contemporary Brands business and in high-growth, high-profit international markets such as Asia. The bulk of the investment will be concentrated in brand marketing, but we also plan to strengthen our innovation and sustainability platforms. We believe that these are the right investments to make, and this is the right time to make them. And we expect to fund these investments while delivering higher margins and solid earnings per share growth.

Longer term, we have a clearly identified set of priorities for growth and investment. Maintaining the momentum of our Outdoor & Action Sports brands is at the top of the list. We will focus on supercharging our growth in China and growing and gaining market share in Europe. Our direct-to-consumer business will continue to expand, with the addition of new stores and a growing e-commerce business. To support these initiatives, we will build on our best-in-class talent management and development programs and intensify our innovation, consumer insight and brand-building capabilities. And we are enthusiastic about developing and implementing a global approach to sustainability across our brands and businesses.

2010 will be a pivotal year for VF Corporation as we resume growth, expand margins and invest in our future. Our strong cash flow will enable us to repurchase at least 3 million shares in 2010, continue our industry-leading dividend payout and repay $200 million in long-term debt—all without compromising our ability to add more financially and strategically attractive brands to our portfolio. We are fortunate to have a world-class leadership team in place that is passionate about success. Their outstanding efforts in 2009 have made VF stronger than ever, and I am confident in their ability to achieve even more in 2010.

**Eric C. Wiseman**

**Chairman, President & Chief Executive Officer**

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**ONE CULTURE, MANY CULTURES**

With so many diverse brands operating in so many different places around the world, VF is one culture made up of many cultures. We embrace the differences that make our brands unique, but there are five common threads that tie everything we do together.

First, we put the consumer at the center of business with research that turns consumer insight into action. Next, we adapt our global brands to meet the needs of local markets while preserving their core appeal. Third, we understand our responsibility to pursue sustainable practices. Fourth, we invest in leadership development that will guide our brands now and in the future. Finally, we innovate to create value in new ways for both consumers and retailers.

These shared values help define the performance-driven culture at VF. It’s a business advantage that allows us to deliver consistent results in diverse markets and diverse economic conditions.
A Culture of Listening

"Apparel makers used to lead the trends. Now that's changed. Consumers have shown a much more individualistic approach to what they buy. It's no longer the case that we can make it and they will come." — BOB SHEARER
Senior Vice President & Chief Financial Officer

VF's consumer-first philosophy is best captured in a single phrase: "When we listen, we win." Behind this seemingly simple statement is an unwavering commitment to uncover and understand the deep emotional connections that consumers have with our brands and to use those insights to better meet their needs. Listening comes in many forms, such as innovative new codesign programs that bring consumers out of the fitting rooms and into our innovative new codesign programs that bring consumers out of the fitting rooms and into our consumers' homes.

"Consumers tell us that our jeans make them stand a little bit taller. They feel more confident—like they can take on the world. It goes beyond just jeans. Our customers have a strong emotional tie to the brand." — LEILANI AUGUSTINE
Vice President, Marketing & Licensing, 7 For All Mankind®

"Consumers have always worn licensed apparel to make a statement about their team and their town. Now they want personalization to make a statement about themselves." — MICHAEL JOHNSON
Vice President, Marketing, VF Licensed Sports Group

THE NORTH FACE®
The North Face® brand builds powerful bonds with athletes and outdoor enthusiasts around the world using a universal message: Never Stop Exploring®. The brand brings this philosophy to life by combining the power of social media with a growing retail presence to inspire outdoor participation and deepen consumers’ relationship with the brand.

In 2009, The North Face® brand partnered with groups such as the American Hiking Society, The Sierra Club and the International Mountain Bike Association to create PlanetExplore, an online community and portal that helps individuals and families find outdoor events in their area. The goal is to inspire people—especially young people—to go outside and explore. As part of this effort, retail locations will serve as hubs for events such as hiking, mountain biking and yoga that will encourage a new generation of consumers to get up and go outside.

This strategy of encouraging outdoor participation is especially important internationally, as The North Face® brand expands into markets with a less defined and developed outdoor culture. For example, this year, the highly successful Global Endurance Challenge, a series of long-distance trail-running races on four continents, expanded into China. The inaugural Endurance Challenge in Beijing—a grueling 100-kilometer course took athletes and thousands of spectators living and breathing real time.

VF IMAGewear
Licensed sports apparel is a game of inches—where fortunes can rise or fall on the next crack of the bat. That’s why we listen closely to both fans and retailers to succeed, no matter which team wins or loses. The two biggest trends in licensed sports apparel are contradictory. Fans want more product choices so they can make their own unique statement. At the same time, retailers want to do more business with less inventory.

In 2009, we found ways to do both. The VF Tek Fitch program offers on-demand fabrication by combining premade garments and graphic appliques. Now fans can shop online for a garment made just for them, and retailers can offer more products without having to take on more inventory. Additionally, consumers can create their own personalized jerseys on-site at new Majestic® Fan Zones inside 17 Major League Baseball stadiums.

7 FOR ALL MANKIND®
For its role in inventing the American premium denim category, 7 For All Mankind® jeans were named one of Allure magazine’s "New Products of the Decade." But that doesn’t mean we’re resting on our laurels. In fact, the 7 For All Mankind® brand is embarking on an ambitious expansion plan fueled by powerful consumer insights.

With design and styling eternally in touch with the trends, the 7 For All Mankind® brand is the absolute pinnacle of fashion and style for loyal consumers from Hollywood to Bollywood and everywhere in between. Consumers love the way the brand’s handmade fit, luxurious fabrics and stylish finishes make them look, but there’s another reason for our success that goes even deeper. People love the way they feel when they wear 7 For All Mankind® jeans. And that’s what keeps them coming back.
VF succeeds internationally because of careful brand management that strikes a balance between the core attributes of our global brands and the needs of local markets. It’s both an art and a science. The science includes sophisticated research methodologies that provide us with consumer insights for specific regions, countries, and, in some cases, cities. The art is the ability to analyze these insights and apply them in ways that create excitement and value for consumers. We believe this approach is especially important in rapidly developing markets such as China, where VF is building a foundation for the sustainable, long-term growth of our brands.
One Culture, Many Cultures:

A Culture of Values

“We are, as a corporation, just starting this journey. We’re going to learn as we go and get better along the way. And we’re also going to set the bar high for ourselves as in everything else we do.”

Cindy Knebel
Vice President, Financial & Corporate Communications

As the world’s largest apparel company, we recognize that we have a responsibility to be an active participant in understanding and reducing our impact on the environment. Many of our businesses have embraced sustainability because it speaks to their brand values; others, because they find that adopting more sustainable practices can lower costs and improve efficiencies. In 2009 we made the commitment to create a sustainable approach to sustainability across our businesses—by implementing a methodical, enterprise-wide plan to reduce energy use and eliminate waste throughout our operations. To be successful, we believe sustainability must be treated like any other business discipline—incorporating solid planning, measurement and accountability. 2010 will mark the launch of our Global Sustainability Plan, a roadmap that will help us understand where we are today and what we can do to improve our use of resources. We have also created a Sustainability Advisory Team with responsibility for implementing the plan across four broad areas: carbon footprint and energy waste, internal education and measurement tools. Teams in each focus area have already developed an initial set of interim and long-term goals, and a list of action items to achieve them.

“One Culture, Many Cultures:

A Culture of Leadership

“The strength of VF’s leadership is best shown by our performance in tough times. To maintain this competitive advantage, we are establishing best-in-class leadership development programs to make sure we continue to excel in the years to come. The skill set of the next generation of VF leaders will encompass consumer insight and market research, as well as disciplined innovation processes that build brand strength. They will be able to apply a global lens to capitalize on local opportunities and leverage a wide diversity of perspectives to solve global problems. Our leadership training program is built on two principles: leaders teach leadership, and leaders learn best by doing. We’re investing in programs that bring our leaders together to share ideas, whether it’s our Chairman, Eric Wiseman, teaching in the VF Leadership Institute or our Supply Chain University that brings together leaders from Asia, Europe and North America. In 2009, leadership initiatives such as these helped VF gain important industry recognition. VF was named one of Fortune magazine’s “Top Companies for Leaders in North America,” and was also included in the magazine’s “World’s Most Admired Companies” list for the fourth consecutive year.”

Ruth Kennedy
Director, Organization Development

Performance Management

For many people, a performance review is a form you fill out once a year and then file away. At VF, we’re changing that perception with Maximizing Performance, our new best practice performance management program. Maximizing Performance transforms the act of giving and soliciting feedback into an everyday business tool that makes our associates and our business stronger. Like an elite athlete with a personal coach, the goal is to make feedback more productive, more positive and more frequent. It’s an enormous commitment to affect the lives of more than 26,000 associates, and makes it easier to identify and groom the next generation of VF leaders. And it’s absolutely starting to have an impact. The most common responses we’ve heard from managers who have started Maximizing Performance training is a request for more feedback on how to give feedback.

“The China team works hard to understand each brand’s challenges and opportunities. We are proud that their proactive approach and continual drive to exceed expectations have been recognized.”

Jacqui Algar
Vice President, Human Resources, Asia

Fast-Growing Markets

VF is growing rapidly in Asia. And our Human Resources team is working just as fast, keeping pace in a critical region and laying the foundation for continued growth.

VF Asia’s Human Resources and Administration Team was honored with a 2009 BEST Award by the American Society of Training and Development for using learning and development programs as a strategic tool to get business results. The team played an instrumental role in the launch of our Vans® and Kipling® brands in China, helping to support these fast-growing businesses. In 2009 alone, the China team managed the recruitment and training of 162 office associates and 739 retail associates in our fast-expanding shop-in-shop program.

Performance management isn’t just about individual results. We want to evaluate our leaders on how well they develop a team and align their personal goals with our business goals.”

Ruth Kennedy
Director, Organization Development

The North Face® brand’s “triplet bottom line” approach looks at the brand’s actions through three lenses: good for business, good for society and good for the environment. And by focusing on R2C2 (sustainability return on investment), we’re making sure that our actions will yield efficiencies and savings in our business. In fact, sustainability is so important that we’ve written it into the performance evaluation of every associate. In July 2009, The North Face® brand issued its first Sustainability Report (thenorthface.com/sustainability). The report details the brand’s many accomplishments toward eliminating waste from its internal operations and measuring its carbon footprint. Now we’re turning an eye toward our supply chain. Since 2008, The North Face® brand has partnered with bluesign®, a company that closely measures the environmental impact of products and how they’re made. bluesign® audits not only help preserve natural resources, they also reduce costs by finding and eliminating waste. The program has been so successful that The North Face® brand is planning a fourfold increase in the number of styles containing bluesign® certified materials from Spring 2010 to Fall 2010.

“Achieving our impact on the environment. Many of our associates and the customers we serve.”

Ron Lawrence
Vice President, Organization Development

The strength of VF’s leadership is best shown by our performance in tough times. To maintain this competitive advantage, we are establishing best-in-class leadership development programs to make sure we continue to excel in the years to come. The skill set of the next generation of VF leaders will encompass consumer insight and market research, as well as disciplined innovation processes that build brand strength. They will be able to apply a global lens to capitalize on local opportunities and leverage a wide diversity of perspectives to solve global problems. Our leadership training program is built on two principles: leaders teach leadership, and leaders learn best by doing. We’re investing in programs that bring our leaders together to share ideas, whether it’s our Chairman, Eric Wiseman, teaching in the VF Leadership Institute or our Supply Chain University that brings together leaders from Asia, Europe and North America. In 2009, leadership initiatives such as these helped VF gain important industry recognition. VF was named one of Fortune magazine’s “Top Companies for Leaders in North America,” and was also included in the magazine’s “World’s Most Admired Companies” list for the fourth consecutive year. 36
A Culture of Innovation

“As an organization, we are learning to want more and to reach higher than we did even last year. Not necessarily by taking more financial risk, but by thinking about who we are, who we can be, what we can do. The thinking that got us to where we are today is not going to get us to where we need to be in five or 10 years.”

STEPHEN DULL
Vice President, Strategy

At VF, innovation is not an abstract concept. It is a practical, disciplined approach to problem solving that applies consumer insights to global opportunities to create value for consumers. Innovation starts at the top, with leaders who think and act differently, who collaborate to find new ideas both inside and outside of VF and who share what they’ve learned across our entire organization. This commitment to shaping the VF of tomorrow is already getting results. We’re using the principles of code design to create products that consumers love and retailers can’t wait to stock. We’re using technological tools that help us predict consumer preferences before we’ve purchased a single piece of fabric. We’re using marketing strategies that push the limits of the new digital-media landscape. And we’ve only just begun. Our goal is to embed new processes and programs into every brand and every region, so that innovation becomes part of every VF associate’s job description.

We’re creating innovation platforms to pursue opportunities that no single coalition or brand would have the resources to tackle alone. And we’ve embarked upon partnerships with other innovation leaders to share best practices across industries.

“Now, when you walk into a store, Wrangler is not just a jean on the rack, it’s a complete outfit. It’s a lifestyle brand. That is a very big step for jeanswear.”

JOE BUDNI
Vice President/General Manager, Mass Sportswear

“It’s getting better every year. Retailers now look at us as the leader in fit innovation. For the past five years, we’ve launched a new fit solution every year.”

BILL LYNCH
Vice President/General Manager, Lee (Female)

“If we don’t speak with an authentic voice that’s true to our consumer, we don’t have a prayer.”

DOUG PALLADINI
Vice President, Marketing, Vans

WRANGLER®
The Wrangler® brand is world-famous for its authentic, rugged jeans. In the United States, the brand is using cutting-edge technology to more intelligently broaden its product offering and extend its reach to consumers.

The Wrangler® brand’s optimized assortment tool incorporates real-time consumer input into the design process. It facilitates an online dialogue with consumers that has enabled them to redesign the brand’s entire shirt line. By capturing the preferences of a wide variety of consumers early in the process, we can focus on a few key styles that will appeal to the broadest assortment of consumers. Or, put simply, Wrangler produces fewer styles but sells more of them than ever before. We’re also analyzing how the styles work together to present the brand’s entire offering. We’ve learned that changing just one shirt—an orange shirt, to be precise—changed the way consumers viewed the entire rack and motivated them to purchase more.

It doesn’t take a sophisticated analysis to understand the benefits. Unit sales of Wrangler® shirts are up nearly 30% since 2008, breaking the 10 million-unit barrier. And retailers are now dedicating more floor space than ever to Wrangler® products.

LEE®
In the United States, the Lee® brand has raised the bar in product innovation to revolutionize its relationships with retailers and consumers. It all starts with a secret. The Lee® brand’s Slender Secret® jeans contain a wonder fabric that stretches for a comfortable yet form-fitting fit, but never stretches out. The fabric recoverers after years of wearing and washing so that the jeans fit as well as they did in the dressing room. The Lee® brand was the first to introduce this fabric with its mid-tier department store customers.

But the real secret is the brand’s commitment to fit innovation based on intense consumer research. We realized that there was an opportunity to design something specifically for women who wanted flattering styles without sacrificing fashion—jeans that were built to make them look great and feel more confident.

This insight has fueled a winning streak for the Lee® brand in the U.S. In the past several years, we’ve introduced product innovations that have redefined the women’s jeans category with mid-tier customers, while significantly expanding the Lee® brand’s market share. Our customers are increasingly comfortable with testing less and buying more, and the Lee® brand is using that trust to transform its biggest customers into better customers.

VANS®
Facebook. MySpace. Twitter. Some may dismiss them as fads of youth culture. But when a brand has helped define that youth culture, they naturally become part of its DNA. The Vans® brand has successfully harnessed the power of digital and social media to communicate its iconic and authentic brand message to a youth audience that refuses to play by the rules of conventional marketing.

Founded in 1966, Vans created the original skate shoe. Today, Vans® is a multifaceted brand that taps into many subcultures from skating and action sports to multiple genres of music and art. The Vans® brand speaks with an authentic voice in each of these communities by letting their passionate brand champions—the athletes, musicians and artists—communicate the brand’s values directly to consumers. This strategy has transformed the Vans® brand into a social media powerhouse. In 2009, 18 million unique visitors went to vans.com and its seven blogs, making it far and away the most viewed action sports brand on the Web. Vans® brand videos on YouTube® have been viewed 1.3 million times. The brand’s main Twitter® feed communicates with 18,000 consumers following in real time. And the brand was named one of the “Facebook 50” by Slate magazine’s The Big Money Web site. Every one of those numbers represents a real, one-to-one connection between the consumer and the brand in a way that traditional marketing strategies just can’t match.

Now, when you walk into a store, Wrangler is not just a jean on the rack, it’s a complete outfit. It’s a lifestyle brand. That is a very big step for jeanswear.”

JOE BUDNI
Vice President/General Manager, Mass Sportswear

“It’s getting better every year. Retailers now look at us as the leader in fit innovation. For the past five years, we’ve launched a new fit solution every year.”

BILL LYNCH
Vice President/General Manager, Lee (Female)

“If we don’t speak with an authentic voice that’s true to our consumer, we don’t have a prayer.”

DOUG PALLADINI
Vice President, Marketing, Vans

WRANGLER®
The Wrangler® brand is world-famous for its authentic, rugged jeans. In the United States, the brand is using cutting-edge technology to more intelligently broaden its product offering and extend its reach to consumers.

The Wrangler® brand’s optimized assortment tool incorporates real-time consumer input into the design process. It facilitates an online dialogue with consumers that has enabled them to redesign the brand’s entire shirt line. By capturing the preferences of a wide variety of consumers early in the process, we can focus on a few key styles that will appeal to the broadest assortment of consumers. Or, put simply, Wrangler produces fewer styles but sells more of them than ever before. We’re also analyzing how the styles work together to present the brand’s entire offering. We’ve learned that changing just one shirt—an orange shirt, to be precise—changed the way consumers viewed the entire rack and motivated them to purchase more.

It doesn’t take a sophisticated analysis to understand the benefits. Unit sales of Wrangler® shirts are up nearly 30% since 2008, breaking the 10 million-unit barrier. And retailers are now dedicating more floor space than ever to Wrangler® products.

LEE®
In the United States, the Lee® brand has raised the bar in product innovation to revolutionize its relationships with retailers and consumers. It all starts with a secret. The Lee® brand’s Slender Secret® jeans contain a wonder fabric that stretches for a comfortable yet form-fitting fit, but never stretches out. The fabric recoverers after years of wearing and washing so that the jeans fit as well as they did in the dressing room. The Lee® brand was the first to introduce this fabric with its mid-tier department store customers.

But the real secret is the brand’s commitment to fit innovation based on intense consumer research. We realized that there was an opportunity to design something specifically for women who wanted flattering styles without sacrificing fashion—jeans that were built to make them look great and feel more confident.

This insight has fueled a winning streak for the Lee® brand in the U.S. In the past several years, we’ve introduced product innovations that have redefined the women’s jeans category with mid-tier customers, while significantly expanding the Lee® brand’s market share. Our customers are increasingly comfortable with testing less and buying more, and the Lee® brand is using that trust to transform its biggest customers into better customers.

VANS®
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Founded in 1966, Vans created the original skate shoe. Today, Vans® is a multifaceted brand that taps into many subcultures from skating and action sports to multiple genres of music and art. The Vans® brand speaks with an authentic voice in each of these communities by letting their passionate brand champions—the athletes, musicians and artists—communicate the brand’s values directly to consumers. This strategy has transformed the Vans® brand into a social media powerhouse. In 2009, 18 million unique visitors went to vans.com and its seven blogs, making it far and away the most viewed action sports brand on the Web. Vans® brand videos on YouTube® have been viewed 1.3 million times. The brand’s main Twitter® feed communicates with 18,000 consumers following in real time. And the brand was named one of the “Facebook 50” by Slate magazine’s The Big Money Web site. Every one of those numbers represents a real, one-to-one connection between the consumer and the brand in a way that traditional marketing strategies just can’t match.
OPERATING COMMITTEE

ERIC C. WISEMAN  1
Chairman, President &
Chief Executive Officer
Director since 2006, age 54

ROBERT E. SHEAVER  2
Senior Vice President &
Chief Financial Officer

BRADLEY W. BATTEN  3
Vice President —
Controller &
Chief Accounting Officer

CANDACE S. CUMMINGS  4
Vice President — Administration,
General Counsel & Secretary

STEPHEN F. DULL  5
Vice President — Strategy

MICHAEL T. GARNAWAY  6
Vice President —
VF Direct / Customer Teams

FRANK C. PICKARD III  7
Vice President — Treasurer

BOYD A. ROGERS  8
Vice President & President —
Supply Chain

KARL HEINZ SAULZBURGER  9
Vice President & President —
VF International

MARTIN S. SCHNEIDER  10
Vice President &
Chief Information Officer

FRANKLIN L. TEREKLESEN  11
Vice President —
Merger & Acquisitions

SUSAN LARSON WILLIAMS  12
Vice President —
Human Resources

BOARD OF DIRECTORS

ERIC C. WISEMAN  13
Chairman, President &
Chief Executive Officer
Director since 2006, age 54

CHARLES V. BERGH  14
Group President
Global Consumer
Procter & Gamble Company
Boston, Massachusetts
(Consumer products)
Director since 2008, age 52

RICHARD T. CARUCCI  15
Chief Financial Officer
Yum! Brands, Inc.
Louisville, Kentucky
(Casual dining restaurants)
Director since 2009, age 52

JULIANA L. CHUGG  16
Senior Vice President
General Mills, Inc.
Minneapolis, Minnesota
(Consumer food products)
Director since 2009, age 42

JOHN ERNESTO DE BEDOUT  17
Group President
Latin American Operations
Kimberly-Clark Corporation
Roswell, Georgia
(Consumer products)
Director since 2020, age 65

URSULA O. FAIRBAIRN  18
President &
Chief Executive Officer
Fairbairn Group LLC
New York, New York
(Human resources consultant)
Director since 1994, age 67

BARBARA E. FEIGIN  19
Consultant
New York, New York
(Strategy and branding)
Director since 1987, age 72

GEORGE FELLOWS  20
President &
Chief Executive Officer
Callaway Golf Company
Galjal, California
(Sports equipment)
Director since 1997, age 67

ROBERT J. HURST  21
Managing Director
CitiGroup Partners LLC
New York, New York
(Private equity firm)
Director since 1994, age 64

W. ALAN MCCOLLOUGH  22
Former Chairman of the Board,
Circuit City Stores, Inc.
Richmond, Virginia
(National retailer)
Director since 2003, age 60

CLARENCE OTIS, JR.  23
Chairman &
Chief Executive Officer
Darden Restaurants, Inc.
Orlando, Florida
(Casual dining restaurants)
Director since 2004, age 53

M. RUST SHARP  24
Of Counsel
Hockinich, Tesoro, Torrill & Sager
West Conshohocken, Pennsylvania
(Attorneys)
Director since 1984, age 69

RAYMOND G. Viault  25
Former Vice Chairman
General Mills, Inc.
Minneapolis, Minnesota
(Consumer food products)
Director since 2002, age 65

* Ex officio member

Committees of the Board
1. Audit Committee
2. Executive Committee
3. Finance Committee
4. Nominating and Governance Committee
5. Compensation Committee

Top, left to right: Eric C. Wieseman, Robert K. Shearer, Bradley W. Batten, Candace S. Cummings, Stephen F. Dull, Michael T. Garnaway. Bottom, left to right: Frank C. Pickard III, Boyd A. Rogers, Karl Heinz Salzburger, Martin S. Schneider, Franklin L. Terkelsen, Susan Larson Williams

From left to right: Raymond G. Viault, Ursula O. Fairbairn, M. Rust Sharp, Juliana L. Chugg, Robert J. Hurst, Eric C. Wieseman, Juan Ernesto de Bedout, Charles V. Bergh, George Fellows, Clarence Otis, Jr., Barbara E. Feigin, W. Alan McCollough, Richard T. Carucci
FINANCIAL SUMMARY

Dollars and shares in thousands, except per share amounts

|------|------|------|------|------|

**SUMMARY OF OPERATIONS**

- **Total revenues**: $7,200,286
- **Operating income**: 736,817
- **Income from continuing operations attributable to VF Corporation**: 461,271
  - **Operating income**: 461,271
  - **Cumulative effect of a change in accounting policy**: –
- **Net income attributable to VF Corporation**: 461,271
  - **Earnings per share**: 2.37

**Operating statistics** are based on continuing operations (excluding the effect of the charge for impairment of goodwill and intangible assets in 2009).

**INCOME FROM CONTINUING OPERATIONS**

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>$7,200,286</td>
<td>$7,195,359</td>
<td>$6,215,794</td>
<td>$5,654,155</td>
<td>–</td>
</tr>
</tbody>
</table>

**OPERATING INCOME**

- **Net income**: 461,271
  - **Earnings per share**: 2.37

**CASH DIVIDENDS PAID**

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>–</td>
<td>–</td>
<td>–</td>
<td>–</td>
<td>–</td>
</tr>
</tbody>
</table>

**FINANCIAL POSITION**

- **Working capital**: $1,566,773
- **Current ratio**: 2.4
- **Net income**: 461,271
  - **Earnings per share**: 2.37

**FINANCIAL SUMMARY**

- **Total assets**: $6,470,657
- **Total liabilities**: $6,470,657
- **Stockholders’ equity**: 3,813,285
  - **Earnings per share**: 2.37

**OTHER STATISTICS**

- **Operating margin**: 11.9%
- **Return on invested capital**(4)(5): 12.6%
- **Return on average stockholders’ equity**(5)(7): 15.6%
- **Cash provided by operations**: $973,485

**CONSOLIDATED BALANCE SHEETS**

<table>
<thead>
<tr>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>$731,549</td>
<td>$381,844</td>
</tr>
</tbody>
</table>

**ASSETS**

- **Current Assets**: $731,549
  - **Cash and equivalents**: 776,140
  - **Accounts receivable, net**: 958,639
  - **Inventories**: 46,059
  - **Deferred income taxes**: 98,069
  - **Other current assets**: 2,629,356
- **Property, Plant and Equipment**: 414,178
- **Intangible Assets**: 1,535,121
- **Goodwill**: 1,367,680
- **Total Assets**: 4,470,657

**LIABILITIES AND STOCKHOLDERS’ EQUITY**

<table>
<thead>
<tr>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>$4,545</td>
<td>$53,580</td>
</tr>
</tbody>
</table>

**Current Liabilities**

- **Current portion of long-term debt**: 3,232
- **Accounts payable**: 273,186
- **Accrued liabilities**: 470,765
- **Total current liabilities**: 1,092,583

**Long-term Debt**

<table>
<thead>
<tr>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>938,494</td>
<td>1,141,546</td>
</tr>
</tbody>
</table>

**Other Liabilities**

<table>
<thead>
<tr>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>626,295</td>
<td>722,895</td>
</tr>
</tbody>
</table>

**Total Stockholders’ Equity**

<table>
<thead>
<tr>
<th>2009</th>
<th>2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>3,813,285</td>
<td>3,557,245</td>
</tr>
</tbody>
</table>

**Stockholders’ Equity**

- **Common Stock**: 110,285
- **Additional paid-in capital**: 1,864,499
- **Accumulated other comprehensive income (loss)**: (209,742)
- **Retained earnings**: 2,050,109
- **Noncontrolling interests in subsidiaries**: (1,866)
- **Total stockholders’ equity**: 4,470,657

---

(1) Operating results for 2010 include a noncash charge for impairment of goodwill and intangible assets—$122.0 million (pretax) in operating income and $114.4 million (aftertax) in income from continuing operations and net income attributable to VF Corporation. $5.0 million basic earnings per share and $6.66 diluted earnings per share.

(2) Dividends per share divided by the total of income from continuing and discontinued operations per diluted share (including the effect of the charge for impairment of goodwill and intangible assets in 2009).

(3) Total capital is defined as stockholders’ equity plus short-term and long-term debt.

(4) Operating margin is based on continuing operations (excluding the effect of the charge for impairment of goodwill and intangible assets in 2009).

(5) Dividend payout ratio is defined as dividends declared per share divided by income from continuing operations before Income from continuing operations before cumulative effect of a change in accounting policy.

(6) Return on invested capital is defined as income from continuing operations before cumulative effect of a change in accounting policy.

(7) Earnings per share for 2009 excludes the $122.0 million noncash charge for impairment of goodwill and intangible assets.
### CONSOLIDATED STATEMENTS OF INCOME

<table>
<thead>
<tr>
<th>Year Ended December</th>
<th>2009</th>
<th>2008</th>
<th>2007</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Net Sales</strong></td>
<td>$7,143,074</td>
<td>$7,561,621</td>
<td>$7,140,811</td>
</tr>
<tr>
<td><strong>Royalty Income</strong></td>
<td>77,212</td>
<td>80,979</td>
<td>78,548</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>7,220,286</td>
<td>7,642,600</td>
<td>7,219,359</td>
</tr>
<tr>
<td><strong>Costs and Operating Expenses</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Cost of goods sold</td>
<td>4,025,122</td>
<td>4,283,680</td>
<td>4,080,022</td>
</tr>
<tr>
<td>Marketing, administrative and general expenses</td>
<td>2,336,394</td>
<td>2,419,925</td>
<td>2,173,896</td>
</tr>
<tr>
<td>Impairment of goodwill and intangible assets</td>
<td>121,953</td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Operating Expenses</strong></td>
<td>6,483,469</td>
<td>6,703,606</td>
<td>6,253,918</td>
</tr>
<tr>
<td><strong>Operating Income</strong></td>
<td>736,817</td>
<td>938,995</td>
<td>965,441</td>
</tr>
<tr>
<td><strong>Other Income (Expense)</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Interest income</td>
<td>9,310</td>
<td>2,230</td>
<td>6,115</td>
</tr>
<tr>
<td>Interest expense</td>
<td>(2,230)</td>
<td>(9,310)</td>
<td>(9,502)</td>
</tr>
<tr>
<td>Miscellaneous, net</td>
<td>1,058</td>
<td>2,969</td>
<td>4,074</td>
</tr>
<tr>
<td><strong>Total Other Income (Expense)</strong></td>
<td>(82,144)</td>
<td>(90,904)</td>
<td>(58,738)</td>
</tr>
<tr>
<td><strong>Income From Continuing Operations Before Income Taxes</strong></td>
<td>654,673</td>
<td>848,091</td>
<td>906,703</td>
</tr>
<tr>
<td><strong>Income Taxes</strong></td>
<td>196,215</td>
<td>245,244</td>
<td>292,832</td>
</tr>
<tr>
<td><strong>Income From Continuing Operations</strong></td>
<td>458,458</td>
<td>603,847</td>
<td>613,871</td>
</tr>
<tr>
<td><strong>Discontinued Operations</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Net Income</strong></td>
<td>458,458</td>
<td>603,847</td>
<td>592,246</td>
</tr>
<tr>
<td><strong>Net Income Less Attributable to Noncontrolling Interests in Subsidiaries</strong></td>
<td>2,813</td>
<td>(89)</td>
<td>(625)</td>
</tr>
<tr>
<td><strong>Net Income Attributable to VF Corporation</strong></td>
<td>$461,271</td>
<td>$603,748</td>
<td>$591,621</td>
</tr>
</tbody>
</table>

**Earnings (Loss) Per Common Share Attributable to VF Corporation Common Stockholders**

- **Basic**
  - Income from continuing operations | $4.18 | $5.52 | $5.55 |
  - Discontinued operations | - | - | (0.20) |
  - Net income | 4.18 | 5.52 | 5.36 |

- **Diluted**
  - Income from continuing operations | $4.13 | $5.42 | $5.41 |
  - Discontinued operations | - | - | (0.18) |
  - Net income | 4.13 | 5.42 | 5.22 |

**Cash Dividends Per Common Share** | $2.37 | $2.23 | $2.20 |

### CONSOLIDATED STATEMENTS OF CASH FLOWS

<table>
<thead>
<tr>
<th>Year Ended December</th>
<th>2009</th>
<th>2008</th>
<th>2007</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Operating Activities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Net income</td>
<td>$458,458</td>
<td>$602,847</td>
<td>$592,246</td>
</tr>
<tr>
<td>Adjustments to reconcile net income to cash provided by operating activities of continuing operations:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loss from discontinued operations</td>
<td>-</td>
<td>-</td>
<td>21,625</td>
</tr>
<tr>
<td>Impairment of goodwill and intangible assets</td>
<td>121,953</td>
<td>-</td>
<td>-</td>
</tr>
<tr>
<td>Depreciation</td>
<td>113,207</td>
<td>106,058</td>
<td>94,540</td>
</tr>
<tr>
<td>Amortization of intangible assets</td>
<td>40,501</td>
<td>39,427</td>
<td>27,196</td>
</tr>
<tr>
<td>Other amortization</td>
<td>16,745</td>
<td>21,685</td>
<td>19,581</td>
</tr>
<tr>
<td>Stock-based compensation</td>
<td>36,038</td>
<td>31,592</td>
<td>62,413</td>
</tr>
<tr>
<td>Pension funding under (net) expense</td>
<td>24,436</td>
<td>22,062</td>
<td>13,859</td>
</tr>
<tr>
<td><strong>Interest income</strong></td>
<td>114,149</td>
<td>(4,767)</td>
<td>7,094</td>
</tr>
<tr>
<td>Deferred income taxes</td>
<td>54,674</td>
<td>23,654</td>
<td>3,748</td>
</tr>
<tr>
<td><strong>Other, net</strong></td>
<td>(602,847)</td>
<td>(11,477)</td>
<td>(13,548)</td>
</tr>
<tr>
<td>Changes in operating assets and liabilities, net of acquisitions:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Accounts receivable</td>
<td>75,449</td>
<td>52,679</td>
<td>(49,673)</td>
</tr>
<tr>
<td>Inventories</td>
<td>209,439</td>
<td>(38,275)</td>
<td>(24,113)</td>
</tr>
<tr>
<td>Other current assets</td>
<td>77,173</td>
<td>(86,866)</td>
<td>15,644</td>
</tr>
<tr>
<td>Accounts payable</td>
<td>(69,560)</td>
<td>(67,214)</td>
<td>77,212</td>
</tr>
<tr>
<td>Accrued compensation</td>
<td>(11,714)</td>
<td>471</td>
<td>(1,932)</td>
</tr>
<tr>
<td>Accrued income taxes</td>
<td>14,763</td>
<td>24,118</td>
<td>(7,541)</td>
</tr>
<tr>
<td>Accrued liabilities</td>
<td>(25,182)</td>
<td>(22,438)</td>
<td>31,986</td>
</tr>
<tr>
<td>Other assets and liabilities</td>
<td>(42,223)</td>
<td>(33,055)</td>
<td>(29,122)</td>
</tr>
<tr>
<td><strong>Cash provided by operating activities of continuing operations</strong></td>
<td>973,485</td>
<td>679,472</td>
<td>833,629</td>
</tr>
<tr>
<td>Less from discontinued operations</td>
<td>-</td>
<td>-</td>
<td>(21,625)</td>
</tr>
<tr>
<td>Adjustments to reconcile loss from discontinued operations to cash used by discontinued operations:</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Loss on disposal of discontinued operations</td>
<td>-</td>
<td>-</td>
<td>24,554</td>
</tr>
<tr>
<td>Other, net</td>
<td>(1,071)</td>
<td>(16,082)</td>
<td>(18,362)</td>
</tr>
<tr>
<td><strong>Cash used by operating activities of discontinued operations</strong></td>
<td>-</td>
<td>-</td>
<td>(11,055)</td>
</tr>
<tr>
<td><strong>Cash provided by operating activities</strong></td>
<td>973,485</td>
<td>678,401</td>
<td>820,576</td>
</tr>
</tbody>
</table>

**Investing Activities**

- **Capital expenditures** | (85,859) | (124,207) | (113,863) |
- **Business acquisitions, net of cash acquired** | (212,339) | (93,377) | (1,063,638) |
- **Software purchases** | (9,730) | (10,601) | (8,367) |
- **Sale of intimate apparel business** | 580 | 537 | 12,686 |
- **Sale of other businesses** | - | - | - |
- **Other, net** | (9,523) | 11,862 | 13,985 |
| **Cash used by investing activities of continuing operations** | (316,876) | (215,786) | (9,051,819) |
| **Discontinued operations, net** | - | - | (243) |
| **Cash used by investing activities** | (316,876) | (215,786) | (9,060,062) |

**Financing Activities**

- **Increase (decrease) in short-term borrowings** | (11,010) | (67,736) | 36,785 |
- **Proceeds from long-term debt** | - | - | 592,768 |
- **Payments on long-term debt** | (3,242) | (3,632) | (168,877) |
- **Purchase of Common Stock** | (111,974) | (149,729) | (363,000) |
| **Cash dividend paid** | (261,682) | (256,236) | (246,634) |
| **Proceeds from issuance of Common Stock** | 62,509 | 64,972 | 69,539 |
| **Gain on sale of stock option exercises** | 6,464 | 22,504 | 13,859 |
| **Other, net** | (480) | (906) | - |
| **Cash used by financing activities** | (315,343) | (389,761) | (50,652) |

**Effect of Foreign Currency Rate Changes on Cash** | 12,439 | (12,873) | 14,777 |

**Net Change in Cash and Equivalents** | 349,705 | 59,981 | (21,361) |

**Cash and Equivalents – Beginning of Year** | 381,044 | 321,863 | 343,234 |

**Cash and Equivalents – End of Year** | $731,049 | $381,044 | $321,863 |
VF CORPORATION HIGH/LOW STOCK PRICES

COMMON STOCK
Listed on the New York Stock Exchange — trading symbol VFC.

SHAREHOLDERS OF RECORD
As of February 11, 2010, there were 4,523 shareholders of record.

DIVIDEND POLICY
Quarterly dividends on VF Corporation Common Stock, when declared, are paid on or about the 20th day of March, June, September and December.

DIVIDEND REINVESTMENT PLAN
The Plan is offered to shareholders by Computershare Trust Company, N.A. The Plan provides for automatic dividend reinvestment and voluntary cash contributions for the purchase of additional shares of VF Corporation Common Stock. Questions concerning general Plan information should be directed to the Office of the Vice President—Administration, General Counsel and Secretary of VF Corporation.

DIVIDEND DIRECT DEPOSIT
Shareholders may have their dividends deposited into their savings or checking account at any bank that is a member of the Automated Clearing House (ACH) system. Questions concerning this service should be directed to Computershare at www.computershare.com/investor.

QUARTERLY COMMON STOCK PRICE INFORMATION
The high and low sale prices on a calendar quarter basis for the periods indicated were as follows:

<table>
<thead>
<tr>
<th>Quarter</th>
<th>2009</th>
<th>2008</th>
<th>2007</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>HIGH</td>
<td>LOW</td>
<td>HIGH</td>
</tr>
<tr>
<td>First Quarter</td>
<td>$59.98</td>
<td>$46.06</td>
<td>$83.29</td>
</tr>
<tr>
<td>Second Quarter</td>
<td>69.72</td>
<td>53.27</td>
<td>79.87</td>
</tr>
<tr>
<td>Third Quarter</td>
<td>73.81</td>
<td>53.53</td>
<td>84.63</td>
</tr>
<tr>
<td>Fourth Quarter</td>
<td>79.79</td>
<td>68.60</td>
<td>77.69</td>
</tr>
</tbody>
</table>

CORPORATE INFORMATION

CORPORATE OFFICE
VF World Headquarters
106 Corporate Center Blvd.
Greensboro, NC 27408
Telephone: 336-344-6000
Facsimile: 336-424-7896
Mailing Address:
P.O. Box 21488
Greensboro, NC 27420

ANNUAL MEETING
The Annual Meeting of Shareholders will be held on Tuesday, April 27, 2010 at 10:30 a.m. at the O.Henry Hotel, Caldwell Room, 624 Green Valley Road, Greensboro, NC 27408

INVESTOR RELATIONS
Cindy Knobbe, CFA
Vice President, Financial & Corporate Communications
VF Services, Inc.
106 Corporate Center Blvd.
Greensboro, NC 27408

TRANSFER AGENT AND REGISTRAR
Computershare Trust Company, N.A.
P.O. Box 43070
Providence, RI 02940

INDEPENDENT ACCOUNTANTS
PricewaterhouseCoopers LLP
101 CentrePort Drive
Greensboro, NC 27409

CERTIFICATIONS
VF has filed the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002 regarding the quality of the Company’s public disclosures as exhibits to the Company’s annual report on Form 10-K for the fiscal year ended January 2, 2010.

After VF’s 2010 Annual Meeting of Shareholders, VF intends to file with the New York Stock Exchange (NYSE) the certification regarding VF’s compliance with the NYSE’s corporate governance listing standards as required by NYSE Rule 405A.12. Last year, VF filed this certification with the NYSE on May 7, 2009.

OTHER INFORMATION
VF’s filings with the SEC, including its annual report on Form 10-K, quarterly reports on Form 10-Q, press releases and reports on Form 8-K and other information, are available and can be accessed free of charge through the Company’s Web site at vfc.com.
VF’s Corporate Governance Principles, Code of Business Conduct and charters for the Audit Committee, Compensation Committee, Nominating and Governance Committee and Finance Committee are also available on our Web site.

The following information can be provided to any shareholder free of charge upon request to the Secretary of VF at P.O. Box 21488, Greensboro, NC 27420.

The following trademarks owned by VF Corporation affiliates appear in this report:
REGISTERED TRADEMARKS:

TRADEMARKS:

CONCEPT/DESIGN
Andi Partners, NY
andipartners.com

ILLUSTRATION
Laura M. Bly