

In re Carter's, Inc. Securities Litigation
Claims Administrator
P.O. Box 5110
Portland, OR 97208-5110

IMPORTANT INFORMATION & KEY DATES	
TOLL FREE NUMBER:	866-833-7918
WEBSITE:	www.carterssecuritieslitigation.com
EMAIL:	info@carterssecuritieslitigation.com
OBJECTION/EXCLUSION DEADLINE:	May 10, 2012
SETTLEMENT FAIRNESS HEARING:	May 31, 2012
DEADLINE TO SUBMIT CLAIM FORMS:	June 1, 2012

PROOF OF CLAIM AND RELEASE

To recover from the Net Settlement Fund as a Member of the Settlement Class in the action entitled *In re Carter's, Inc. Securities Litigation*, No. 1:08-CV-2940-AT (the "Consolidated Action"), you must complete and, on page 7 below, sign this Proof of Claim and Release form ("Proof of Claim"). If you fail to submit a timely, properly completed and addressed Proof of Claim, your claim may be rejected and you may be precluded from any recovery from the Settlement Fund created in connection with the partial Settlement of the Consolidated Action. Submission of this Proof of Claim, however, does not assure that you will share in the Settlement Fund.

**YOU MUST MAIL YOUR COMPLETED AND SIGNED PROOF OF CLAIM
POSTMARKED ON OR BEFORE JUNE 1, 2012, ADDRESSED AS FOLLOWS:**

In re Carter's, Inc. Securities Litigation
Claims Administrator
P.O. Box 5110
Portland, OR 97208-5110

If you are NOT a Member of the Settlement Class (as defined in the Notice of Pendency of Class Action and Proposed Partial Settlement and Motion for Attorneys' Fees and Expenses (the "Notice")) DO NOT submit a Proof of Claim.

If you are a Member of the Settlement Class and you have not timely requested exclusion, you will be bound by the terms of the Judgment entered in the Action, WHETHER OR NOT YOU SUBMIT A PROOF OF CLAIM.

DEFINITIONS

All capitalized terms not otherwise defined in this form shall have the same meaning as set forth in the Notice which accompanies this Proof of Claim.

Call Option: A contract that gives the purchaser the right to purchase the underlying common stock at a specified price up to a specified date from the writer of the option contract.

Put Option: A contract that gives the purchaser the right to sell common stock at a specified price up to a specified date to the writer of the option contract.

IDENTIFICATION OF CLAIMANT

If you purchased or otherwise acquired (including by exchange, conversion or otherwise) the publicly traded securities (i.e., common stock and options) of Carter's, Inc. ("Carter's") during the period from March 16, 2005 through November 9, 2009, inclusive (the "Eligibility Period") and held the securities in your name, you are the beneficial purchaser as well as the record purchaser. If, however, you purchased or otherwise acquired Carter's common stock or options during the Eligibility Period through a third party, such as a nominee or brokerage firm, you are the beneficial purchaser of these securities, but the third party is the record purchaser of these securities.

Use Part I of this form entitled "Claimant Identification" to identify each beneficial purchaser of Carter's securities that form the basis of this claim, as well as the purchaser of record if different. **THIS CLAIM MUST BE SUBMITTED BY THE ACTUAL BENEFICIAL PURCHASER(S) OR AUTHORIZED OR LEGAL REPRESENTATIVE(S) OF SUCH PURCHASER(S) OF THE CARTER'S SECURITIES UPON WHICH THIS CLAIM IS BASED.**

All joint beneficial purchasers must sign this claim. Executors, administrators, guardians, conservators, and trustees must complete and sign this claim on behalf of Persons represented by them and their authority must accompany this claim and their titles or capacities must be stated. The Social Security (or taxpayer identification) number and telephone number of one of the beneficial owner(s) may be used in verifying this claim. Failure to provide the foregoing information could delay verification of your claim or result in rejection of your claim.

If you need help completing this claim form, you may contact the Claims Administrator for assistance: (866) 833-7918; www.carterssecuritieslitigation.com; or info@carterssecuritieslitigation.com.

IDENTIFICATION OF TRANSACTION(S)

Use Parts II and III of this form to supply all required details of your transaction(s) in Carter's common stock and options. If you need more space or additional schedules, attach separate sheets giving all of the required information in substantially the same form. Sign and print or type your name on each additional sheet.

On the schedules, provide all of the requested information with respect to: (i) **all** of your holdings of Carter's common stock and options as of the beginning of trading on March 16, 2005; (ii) **all** of your purchases, other acquisitions and sales of Carter's common stock and options which took place at any time beginning March 16, 2005 through, and including, November 9, 2009; and (iii) proof of your holdings of Carter's common stock and options as of the opening of trading on November 10, 2009, whether such purchases, acquisitions, sales, or transactions resulted in a profit or a loss. Failure to report all such transactions may result in the rejection of your claim.

List each purchase, acquisition, sale, and transaction during the relevant periods separately and in chronological order, by trade date, beginning with the earliest. You must accurately provide the month, day, and year of each such transaction you list.

Copies of broker confirmations or other documentation of your purchases, acquisitions, sales, or transactions in Carter's securities should be attached to your claim. **DO NOT SEND ORIGINALS.** Failure to provide this documentation could delay verification of your claim or result in rejection of your claim. The Claim Administrator may also request additional information as requested to efficiently and reliably calculate your losses.

If you need help, you may ask the Claims Administrator for assistance: (866) 833-7918; www.carterssecuritieslitigation.com; or info@carterssecuritieslitigation.com. Although the Claims Administrator does not have information about your transactions in Carter's securities, someone will be able to help you with the process of locating your information.

UNITED STATES DISTRICT COURT
 FOR THE NORTHERN DISTRICT OF GEORGIA
In re Carter's, Inc. Securities Litigation
 No. 1:08-CV-2940-AT
 PROOF OF CLAIM
 Must be Postmarked No Later Than:
 June 1, 2012

Please Type or Print in the Boxes Below; Do NOT use Red Ink, Pencil, or Staples

PART I: CLAIMANT IDENTIFICATION

Last Name (Beneficial Owner)	MI	First Name (Beneficial Owner)
<input style="width:100%; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>
Last Name (Joint Beneficial Owner)	MI	First Name (Joint Beneficial Owner)
<input style="width:100%; height: 20px;" type="text"/>	<input style="width: 20px; height: 20px;" type="text"/>	<input style="width:100%; height: 20px;" type="text"/>
Business Name (Beneficial Owner)		
<input style="width:100%; height: 20px;" type="text"/>		
Representative Name		
<input style="width:100%; height: 20px;" type="text"/>		
Mailing Address (Street, P.O. Box, Suite or Office Number, as applicable)		
<input style="width:100%; height: 20px;" type="text"/>		

C. Sales (from March 16, 2005 to November 9, 2009, inclusive) of Carter's common stock:

Trade Date M M D D Y Y	Number of Shares Sold	Total Sales Price *	Transaction Type †	Price per Share
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	<input type="text"/>	\$ <input type="text"/>

† S = Sale, D = Delivery

D. Number of shares of Carter's common stock held at beginning of trading on November 10, 2009:

E. Check here if any of your purchases were used to cover a short position ("Short Sale")

PART III: SCHEDULE OF TRANSACTIONS IN CARTER'S CALL OPTIONS

A. At the beginning of trading on March 16, 2005, the following call options on Carter's common stock were owned:

Date of Purchase M M D D Y Y	Number of Contracts	Expiration M M Y Y	Strike Price	Purchase Price Per Contract	Amount Paid*	Exercised "E" or Expired "X" (blank if neither)	Exercise Date M M D D Y Y
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>

B. Purchases, including by way of exchange, conversion or otherwise (between March 16, 2005 and November 9, 2009, inclusive) of call options on Carter's common stock:

Date of Purchase M M D D Y Y	Number of Contracts	Expiration M M Y Y	Strike Price	Purchase Price Per Contract	Amount Paid*	Exercised "E" or Expired "X" (blank if neither)	Exercise Date M M D D Y Y
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>

(Please note, there was a stock split on June 7, 2006. If you received shares in this split, you should indicate those shares above.)

C. Sales of call options on Carter's common stock in which call options were purchased on or before November 9, 2009 (include all such sales no matter when they occurred):

Date of Sale M M D D Y Y	Number of Contracts	Expiration M M Y Y	Strike Price	Sale Price Per Contract	Amount Received*
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>	\$ <input type="text"/>

(Please note, there was a stock split on June 7, 2006. If you received shares in this split, you should indicate those shares above.)

* Excluding taxes, fees, and commissions.

PART III: SCHEDULE OF TRANSACTIONS IN CARTER'S CALL OPTIONS (Continued)

D. At the beginning of trading on November 10, 2009 the following call options written on Carter's common stock were open:

Number of Contracts	Expiration M M Y Y	Strike Price of Options	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "E" (blank if neither)	Assign Date					
						M	M	D	D	Y	Y
<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

PART IV: SCHEDULE OF TRANSACTIONS IN CARTER'S PUT OPTIONS

A. At the beginning of trading on March 16, 2005 the following put options written on Carter's common stock were open:

Number of Contracts	Expiration M M Y Y	Strike Price of Options	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "E" (blank if neither)	Assign Date					
						M	M	D	D	Y	Y
<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

B. Written (sold) put options on Carter's common stock (between March 16, 2005 and November 9, 2009, inclusive.) as follows:

Date of Writing (Sale) M M D D Y Y	Number of Contracts	Expiration of Options M M Y Y	Strike Price	Sale Price Per Contract	Amount Received*	Assigned "A" or Expired "E" (blank if neither)	Assign Date					
							M	M	D	D	Y	Y
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	

C. Purchases of put options on Carter's common stock that were written (sold) on or before November 9, 2009, (include all purchases no matter when they occurred):

Date of Purchase M M D D Y Y	Number of Contracts	Expiration M M Y Y	Strike Price of Options	Price Paid Per Contract	Aggregate Cost*
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>

* Excluding taxes, fees, and commissions.

PART IV: SCHEDULE OF TRANSACTIONS IN CARTER'S PUT OPTIONS (Continued)

D. At the beginning of trading on November 10, 2009, the following put options on Carter's common stock were owned:

Date of Purchase M M D D Y Y	Number of Contracts	Expiration M M Y Y	Strike Price of Options	Purchase Price Per Contract	Amount Paid* Exercised "E" or Expired "X" (blank if neither)	Exercise Date	
						M M D D Y Y	M M D D Y Y
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	\$ <input type="text"/> . <input type="text"/>	<input type="text"/>	<input type="text"/>

If you require additional space, attach extra schedules in the same format as above. Sign and print your name on each additional page.

YOU ARE NOT FINISHED YET. YOU MUST READ THE RELEASE AND SIGN ON PAGE 7. FAILURE TO SIGN THE RELEASE MAY RESULT IN A DELAY IN PROCESSING OR THE REJECTION OF YOUR CLAIM.

PART V: SUBMISSION TO JURISDICTION OF COURT AND ACKNOWLEDGMENTS

I (We) submit this Proof of Claim under the terms of the Stipulation and Agreement of Settlement with Company and Individual Defendants ("Stipulation") described in the Notice. I (We) also submit to the jurisdiction of the United States District Court for the Northern District of Georgia with respect to my (our) claim as a Settlement Class Member and for purposes of enforcing the release set forth herein. I (We) further acknowledge that I (we) will be bound by and subject to the terms of any Final Order and Judgment that may be entered in the Action. I (We) agree to furnish additional information to the Claims Administrator to support this claim if requested to do so. I (We) have not submitted any other claim covering the same purchases, acquisitions or sales or holdings of Carter's securities during the relevant period and know of no other Person having done so on my (our) behalf.

PART VI: RELEASE AND CERTIFICATION

- I (We) hereby acknowledge full and complete satisfaction of, and do hereby fully, finally and forever settle, release and discharge from the Released Claims each and all of the Released Defendant Parties as those terms and terms related thereto are defined in the accompanying Notice.
- This release shall be of no force or effect unless and until the Court approves the Stipulation and the Effective Date (as defined in the Stipulation) has occurred.
- I (We) hereby warrant and represent that I (we) have not assigned or transferred or purported to assign or transfer, voluntarily or involuntarily, any matter released pursuant to this release or any other part or portion thereof.
- I (We) hereby warrant and represent that I (we) have included information about all of my (our) purchases, acquisitions, and sales and other transactions in Carter's common stock and options that occurred during the relevant time periods and the number of shares of Carter's common stock and options held by me (us) at the relevant time periods.
- I (We) hereby warrant and represent that I (we) am (are) not excluded from the Settlement Class as defined in the annexed Notice.
- The number(s) shown on this form is (are) the correct SSN/TIN; and
- I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1)(C) of the Internal Revenue Code because: (a) I am (we are) exempt from backup withholding; or (b) I (we) have not been notified by the Internal Revenue Service that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends; or (c) the Internal Revenue Service has notified me (us) that I am (we are) no longer subject to backup withholding.

(NOTE: If you have been notified by the Internal Revenue Service that you are subject to backup withholding, you must cross out Item 7 above.)

* Excluding taxes, fees, and commissions.

I (We) declare under penalty of perjury under the laws of the United States of America that the foregoing information supplied by the undersigned is true and correct.

Executed this _____ day of _____, in _____,

(Month / Year)

(City)

(State / Country)

Signature of Claimant

Print Name of Claimant

Date: - -
M M D D Y Y

Signature of Joint Claimant, if any

Print Name of Joint Claimant

Date: - -
M M D D Y Y

**ACCURATE CLAIMS PROCESSING TAKES A
SIGNIFICANT AMOUNT OF TIME.
THANK YOU FOR YOUR PATIENCE.**

Reminder Checklist:

1. Please sign the above release and certification.
2. Remember to attach only copies of supporting documentation.
3. Do not send original stock certificates or documentation. These items cannot be returned to you by the Claims Administrator.
4. Keep a copy of the completed Proof of Claim and documentation for your records.
5. The Claims Administrator will acknowledge receipt of your Claim Form by mail, within 60 days. Your claim is not deemed filed until you receive an acknowledgement postcard. If you do not receive an acknowledgement postcard within 60 days, please call the Claims Administrator.
6. If you move, please send the Claims Administrator your new address.
7. If you have any questions or concerns regarding your Proof of Claim, please contact the Claims Administrator at the address on page 1 above or at 866-833-7918, or visit www.carterssecuritieslitigation.com.