

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

**FOR THE QUARTERLY PERIOD ENDED
December 31, 2008**

OR

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

**FOR THE TRANSITION PERIOD
FROM TO**

Commission file number 0-19658

TUESDAY MORNING CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-2398532
(I.R.S. Employer
Identification Number)

**6250 LBJ Freeway
Dallas, Texas 75240**
(Address, including zip code, of principal executive offices)

(972) 387-3562
(Registrant's telephone number, including area code)

Not applicable
(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer
(Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at January 28, 2009</u>
Common Stock, par value \$0.01 per share	43,056,529

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws and the Private Securities Litigation Reform Act of 1995, which are based on management's current expectations, estimates and projections. These statements may be found throughout this Form 10-Q particularly under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations," among others. Forward-looking statements typically are identified by the use of terms such as "may," "will," "should," "expect," "anticipate," "believe," "estimate," "intend" and similar words, although some forward-looking statements are expressed differently. You should consider statements that contain these words carefully because they describe our expectations, plans, strategies and goals and our beliefs concerning future business conditions, our future results of operations, our future financial position, and our business outlook or state other "forward-looking" information.

Readers are referred to "Item 1A. Risk Factors" of our Annual Report on Form 10-K for the year ended June 30, 2008 for examples of risks, uncertainties and events that could cause our actual results to differ materially from the expectations expressed in our forward-looking statements. These risks, uncertainties and events also include, but are not limited to, the following:

- *uncertainties regarding our ability to open stores in new and existing markets and operate these stores on a profitable basis;*
- *conditions affecting consumer spending and the impact of the current economic downturn;*
- *inclement weather;*
- *changes in our merchandise mix;*
- *timing and type of sales events, promotional activities and other advertising;*
- *increased or new competition;*
- *loss or departure of one or more members of our senior management as well as experienced buying and management personnel;*
- *an increase in the cost or a disruption in the flow of our products;*
- *seasonal and quarterly fluctuations;*
- *fluctuations in our comparable store results;*
- *our ability to operate in highly competitive markets and to compete effectively;*
- *our ability to operate information systems and implement new technologies effectively;*
- *our ability to generate strong cash flows from our operations;*
- *our ability to maintain internal control over financial reporting;*
- *our ability to continue obtaining funding from external sources;*
- *our ability to anticipate and respond in a timely manner to changing consumer demands and preferences; and*
- *our ability to generate strong holiday season sales.*

The forward-looking statements made in this Form 10-Q relate only to events as of the date on which the statements were made. Except as may be required by law, we undertake no obligation to update our forward-looking statements to reflect events and circumstances after the date on which the statements were made or to reflect the occurrence of unanticipated events.

The terms "Tuesday Morning," "the Company," "we," "us" and "our" as used in this Quarterly Report on Form 10-Q refer to Tuesday Morning Corporation and its subsidiaries.

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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

Tuesday Morning Corporation
Consolidated Balance Sheets
December 31, 2008 (unaudited) and June 30, 2008
(In thousands, except per share data)

	<u>December 31,</u> <u>2008</u>	<u>June 30,</u> <u>2008</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 5,839	\$ 8,630
Inventories	260,888	240,996
Prepaid expenses and other current assets	9,407	11,292
Deferred income taxes	2,080	—
Total current assets	<u>278,214</u>	<u>260,918</u>
Property and equipment, net	75,714	77,315
Deferred financing costs	3,551	503
Other assets	<u>2,562</u>	<u>3,040</u>
Total Assets	<u>\$ 360,041</u>	<u>\$ 341,776</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 73,301	\$ 63,899
Accrued liabilities	32,048	28,862
Income taxes payable	4,296	27
Total current liabilities	<u>109,645</u>	<u>92,788</u>
Revolving credit facility	2,030	8,500
Deferred rent	4,043	4,163
Deferred income taxes	<u>2,017</u>	<u>3,414</u>
Total Liabilities	<u>117,735</u>	<u>108,865</u>
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, par value \$.01 per share, authorized 10,000,000 shares, none issued or outstanding	—	—
Common stock, par value \$.01 per share, authorized 100,000,000 shares; 41,475,820 shares issued and outstanding at December 31, 2008 and 41,440,000 shares at June 30, 2008	423	418
Additional paid-in capital	202,129	201,154
Retained earnings	39,791	31,378
Accumulated other comprehensive income (loss)	<u>(37)</u>	<u>(39)</u>
Total Stockholders' Equity	<u>242,306</u>	<u>232,911</u>
Total Liabilities and Stockholders' Equity	<u>\$ 360,041</u>	<u>\$ 341,776</u>

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

Tuesday Morning Corporation
Consolidated Statements of Income (unaudited)
(In thousands, except per share data)

	<u>Three Months Ended December 31,</u>		<u>Six Months Ended December 31,</u>	
	<u>2008</u>	<u>2007</u>	<u>2008</u>	<u>2007</u>
Net sales	\$ 272,650	\$ 308,687	\$ 446,051	\$ 510,344
Cost of sales	171,755	193,783	281,000	319,731
Gross profit	100,895	114,904	165,051	190,613
Selling, general and administrative expenses	80,315	80,664	151,227	153,208
Operating income	20,580	34,240	13,824	37,405
Other income (expense):				
Interest income	—	152	1	153
Interest expense	(717)	(1,420)	(1,127)	(3,106)
Other income, net	192	195	271	572
	(525)	(1,073)	(855)	(2,381)
Income before income taxes	20,055	33,167	12,969	35,024
Income tax expense	7,344	12,633	4,556	13,334
Net income	<u>\$ 12,711</u>	<u>\$ 20,534</u>	<u>\$ 8,413</u>	<u>\$ 21,690</u>
Earnings Per Share				
Net income per common share:				
Basic	\$ 0.31	\$ 0.50	\$ 0.20	\$ 0.52
Diluted	\$ 0.31	\$ 0.50	\$ 0.20	\$ 0.52
Weighted average number of common shares:				
Basic	41,462	41,441	41,451	41,437
Diluted	41,587	41,451	41,597	41,456
Dividends per common share	\$ —	\$ —	\$ —	\$ —

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

Tuesday Morning Corporation
Consolidated Statements of Cash Flows (unaudited)
(In thousands)

	Six Months Ended December 31,	
	2008	2007
Net cash flows from operating activities:		
Net income	\$ 8,413	\$ 21,690
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	8,446	8,854
Amortization of financing fees	226	101
Deferred income taxes	(3,910)	(851)
Loss on disposal of assets	185	236
Stock-based compensation	1,140	2,028
Other non-cash items	4	35
Change in operating assets and liabilities:		
Inventories	(19,885)	29,234
Prepaid and other assets	2,363	(733)
Accounts payable	958	(16,555)
Accrued liabilities	3,453	5,000
Deferred rent	(120)	(144)
Income taxes payable	4,269	14,696
Net cash provided by operating activities	<u>5,542</u>	<u>63,591</u>
Net cash flows from investing activities:		
Capital expenditures	(7,032)	(6,100)
Net cash used in investing activities	<u>(7,032)</u>	<u>(6,100)</u>
Net cash flows from financing activities:		
Repayments under revolving credit facility	(153,941)	(168,000)
Proceeds under revolving credit facility	147,471	118,500
Change in cash overdraft	8,444	(6,297)
Payment of debt financing costs	(3,275)	—
Proceeds from exercise of common stock options and used for stock purchase plan purchases	—	(4)
Net cash used in financing activities	<u>(1,301)</u>	<u>(55,801)</u>
Net increase in cash and cash equivalents	(2,791)	1,690
Cash and cash equivalents, beginning of period	8,630	10,303
Cash and cash equivalents, end of period	<u>\$ 5,839</u>	<u>\$ 11,993</u>

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

Tuesday Morning Corporation
Notes to Consolidated Financial Statements (unaudited)

1. Basis of presentation — The unaudited consolidated interim financial statements included herein have been prepared by us pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations. These financial statements include all adjustments, consisting only of those of a normal recurring nature, which, in the opinion of management, are necessary to present fairly the results of the interim periods presented and should be read in conjunction with the consolidated financial statements and notes thereto in our Form 10-K filing for the year ended June 30, 2008. Because of the seasonal nature of our business, the results of operations for the quarter are not indicative of the results to be expected for the entire year.

The balance sheet at June 30, 2008 has been derived from the audited consolidated financial statements at that date but does not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and notes thereto included in our Form 10-K for the year ended June 30, 2008. We operate our business as a single operating segment.

2. Stock-based compensation — We account for our stock-based compensation plan in accordance with Statement of Financial Accounting Standards (“SFAS”) 123 (revised 2004) “Share-Based Payment” (“SFAS 123R”). Under SFAS 123R, all stock-based compensation cost is measured at the grant date, based on the estimated fair value of the award, and is recognized as an expense in the income statement over the requisite service period.

We have established the Tuesday Morning Corporation 1997 Long-Term Equity Incentive Plan, as amended (the “1997 Plan”), the Tuesday Morning Corporation 2004 Long-Term Equity Incentive Plan, as amended (the “2004 Plan”), and the 2008 Long-Term Equity Incentive Plan (the “2008 Plan”) which allow for the granting of stock options to directors, officers and key employees of, and certain other key individuals who perform services for us and our subsidiaries. The 1997 Plan authorized grants of options to purchase up to 4,800,000 shares of authorized, but unissued common stock. Equity awards may no longer be granted under the 1997 Plan but options granted under the plan are still exercisable. The 2004 Plan and the 2008 Plan authorize grants of options to purchase up to 2,000,000, and 2,500,000 shares, respectively, of authorized, but unissued common stock. Stock options are awarded with a strike price at a fair market value equal to the average of the high and low trading prices of the Company’s common stock on the date of grant in the 1997 Plan and the 2004 Plan. Stock options are awarded with a strike price at a fair market value equal to the average of the closing price of the Company’s common stock on the date of the grant in the 2008 Plan.

Options granted under the 1997 Plan, the 2004 Plan, and the 2008 Plan typically vest over periods of three to five years and expire in ten years. The exercise prices of the options range between \$1.07 and \$35.23, which represents market value on the grant date. At December 31, 2008, all shares available under the 1997 Plan had been granted and the 1997 Plan terminated as of December 29, 2007. There were 1,493,567 and 1,390,291 shares available for grant under the 2004 Plan and the 2008 Plan at December 31, 2008, respectively.

Under the terms of the 2004 Plan, and the 2008 Plan, we may also grant restricted stock to compensate certain directors, officers, key employees and certain other key individuals who perform services for us and our subsidiaries. Restricted stock awards are not transferable, but bear rights of ownership including voting and dividend rights. Shares are valued at the market price at the date of award and generally vest over three to five years. Some grants of restricted shares also contain performance provisions. As of December 31, 2008, there were 1,580,709 shares of restricted stock outstanding with a weighted average fair value of \$3.20 per share under the 2004 Plan and 2008 Plan.

Stock compensation expense recognized in the three months and six months ended December 31, 2008 was as follows:

	<u>Three Months Ended</u> <u>December 31, 2008</u>		<u>Six Months Ended</u> <u>December 31, 2008</u>
Total cost of stock-based compensation during the period	\$ 291	\$	1,146
Amounts capitalized in ending inventory	(156)		(558)
Amounts recognized in expense previously capitalized	<u>296</u>		<u>552</u>
Amounts charged against income for the period before tax	<u>\$ 431</u>	<u>\$</u>	<u>1,140</u>

3. Comprehensive income - Comprehensive income is defined as net income plus the change in equity during a period from transactions and other events, excluding those resulting from investments by and distributions to stockholders. We account for foreign currency forward contracts as cash flow hedges in accordance with Financial Accounting Standards Board (FASB) Statement 133, *Accounting for Derivative Instruments and Hedging Activities*. Changes in the fair value of the contracts that are considered to be effective are recorded in other comprehensive income or loss until the hedged item is recorded in earnings. Effective cash flow hedges are reclassified out of other comprehensive income or loss and into cost of sales when the hedged inventory is sold. All of our cash flow hedges are effective. The effect of foreign exchange contracts on our financial position or results of operations has historically been immaterial. Total comprehensive income for the three month period ended December 31, 2008 and 2007 was \$12.7 million and \$20.5 million, respectively, and for the six month period ended December 31, 2008 and 2007 was \$8.4 million and \$21.7 million, respectively.

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4. During 2001 and 2002, we were named as a defendant in three complaints filed in the Superior Court of California in and for the County of Los Angeles. The plaintiffs sought to certify a statewide class made up of some of our current and former employees, which they claim are owed compensation for overtime wages, penalties and interest. The plaintiffs also sought attorney’s fees and costs. In October 2003, we entered into a settlement agreement with a sub-class of these plaintiffs consisting of managers-in-training and management trainees which was paid in November 2005 with no material impact to our financial statements. In August 2008, our motion for de-certification of the class of remaining plaintiffs was granted, thereby dismissing their class action claim. The plaintiffs have appealed this ruling and some may pursue their claims individually.

A similar lawsuit, which also alleges claims concerning meal and rest periods, was filed in Orange County, California in 2004, by managers, managers-in-training and assistant managers, and an amended complaint was filed in January 2007. In September 2008, the plaintiffs abandoned their class action claim and have elected to pursue their claims under California’s Private Attorney General Act. This matter is set for trial in September, 2009. A companion lawsuit alleging the same claims was filed on December 26, 2008 on behalf of approximately twenty additional individual plaintiffs. This lawsuit includes a claim under California’s Private Attorney General Act. The companion lawsuit is still in the initial stages of litigation. We do not expect either of these complaints to have a material impact to our financial statements.

In December 2008, a class action lawsuit was filed by hourly, non-exempt employees in the Superior Court of California in and for the County of Los Angeles, alleging claims covering meal and rest period violations. This case is still in the initial stages of litigation and discovery has not yet begun.

We intend to vigorously defend all pending actions. We do not believe these or any other legal proceedings pending or threatened against us would have a material adverse effect on our financial condition or results of operations.

5. Earnings per common share

(in thousands, except per share data)	Three Months Ended December 31		Six Months Ended December 31	
	2008	2007	2008	2007
Basic earnings per share:				
Net income	\$ 12,711	\$ 20,534	\$ 8,413	\$ 21,690
Weighted average number of common shares outstanding	41,462	41,441	41,451	41,437
Net income per common share	\$ 0.31	\$ 0.50	\$ 0.20	\$ 0.52
Diluted earnings per share:				
Net income	\$ 12,711	\$ 20,534	\$ 8,413	\$ 21,690
Dilutive effect of employee stock options	29	—	62	9
Dilutive effect of restricted stock	96	10	84	10
Weighted average number of common shares outstanding	41,462	41,441	41,451	41,437
Weighted average number of common shares and diluted effect of outstanding employee stock options and restricted stock	41,587	41,451	41,597	41,456
Net income per common share	\$ 0.31	\$ 0.50	\$ 0.20	\$ 0.52

6. Revolving credit facility — On December 15, 2008, we entered into a new credit agreement providing for an asset-based, five-year senior secured revolving credit facility (the “Revolving Credit Facility”) in the amount of up to \$150.0 million. On January 28, 2009, we entered into an amendment to increase the amount from \$150.0 million to \$180.0 million. The revolving credit facility may be increased by up to \$70.0 million, not to exceed an aggregate total commitment of \$250.0 million. Our indebtedness under the credit facility is secured by a lien on substantially all of our assets. The revolving credit facility contains, among other things, a “clean down” provision requirement that the sum of the aggregate principal amount of the outstanding loans and undrawn letters of credit may not exceed \$45.0 million for 30 consecutive days during the period from December 28 through January 31. The revolving credit facility contains certain restrictive covenants, which, affect, among others, our ability to incur liens or incur additional indebtedness, sell assets or merge or consolidate with any other entity. Unless borrowings and letters of credit exceed 82.5% of the maximum amounts available under the revolving credit facility or an event of default exists, the Company does not have to comply with any financial covenants. Should such an event occur, the Company is required to comply with a consolidated fixed charge coverage ratio of 1:1. As of December 31, 2008, we were in compliance with all covenants.

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At December 31, 2008, we had \$2.0 million of outstanding loans under the revolving credit facility, \$12.8 million of outstanding letters of credit and availability of \$30.2 million under the revolving credit facility as we had entered the clean down period discussed above. As of January 27, 2009, we had \$18.0 million of outstanding loans under the revolving credit facility, \$10.1 million of outstanding letters of credit and availability of \$102.5 million under the revolving credit facility after the close of the clean down period. We incur commitment fees of up to 0.75% on the unused portion of the revolving credit facility. Any borrowing under the revolving credit facility incurs interest at LIBOR or the prime rate, depending on the type of borrowing, plus an applicable margin. These rates are increased or reduced as our average daily availability changes. The weighted average interest rate at December 31, 2008 was 7.13%.

7. Income Taxes - Tuesday Morning Corporation (the "Company") or one of its subsidiaries files income tax returns in the U.S. federal jurisdiction, and various state jurisdictions. With a few exceptions, Tuesday Morning Corporation is generally no longer subject to U.S. state and local income tax examinations by tax authorities for years before 1999. The Internal Revenue Service ("IRS") has concluded an examination of the Company for years ending before 2005.

As of the end of the second quarter of fiscal year 2009, the Company's annual effective tax rate could not be reliably estimated as a result of the difficulty in forecasting third and fourth quarter profits or loss. Therefore, the effective tax rate for the six-month period ended December 31, 2008, was utilized to determine the Company's tax provision. The effective tax rate is lower in the six months ended December 31, 2008 as compared to the six months ended December 31, 2007 primarily due to a reduction in state income taxes.

8. Cash and Cash Equivalents — Credit card receivables of \$3.7 million and \$8.1 million at December 31, 2008 and 2007, respectively, from MasterCard, Visa, Discover and American Express, and all highly liquid investments with an original maturity date of three months or less are considered to be cash equivalents.
9. Recent Accounting Pronouncements — In June 2008, the Financial Accounting Standards Board ("FASB") issued a staff position on Emerging Issues Task Force 03-6-1 "Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities." The FSP addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share (EPS) under the two class method described in paragraphs 60 and 61 of FASB Statement No. 128, "Earnings per Share." The FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those years. Early adoption of this FSP is not permitted. The Company is currently evaluating the impact of the adoption of this FSP on its consolidated financial statements.

In March of 2008, the FASB adopted Statement of Financial Accounting Standards (SFAS) No. 161, *Disclosures about Derivative Instruments and Hedging Activities*. This statement requires enhanced disclosures about an entity's derivative and hedging activities. The SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. The Company is currently evaluating the impact of the adoption of SFAS No. 161 on its consolidated financial statements.

In December 2007, the FASB adopted Statement of Financial Accounting Standards (SFAS) No. 141 (revised 2007), *Business Combinations*. SFAS 141R replaces SFAS No. 141, *Business Combinations*. The statement retains the purchase method of accounting used in business combinations, but replaces SFAS 141 by establishing principles and requirements for the recognition and measurement of assets, liabilities and goodwill, including the requirement that most transaction costs and restructuring costs be expensed. In addition, the statement requires disclosures to enable users to evaluate the nature and financial effects of the business combination. SFAS 141R is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. We will adopt SFAS 141R on February 1, 2009 for acquisitions on or after this date.

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

The following discussion should be read in conjunction with our unaudited Consolidated Financial Statements and the notes thereto included in Item 1 of this Quarterly Report on Form 10-Q.

Introduction

We operated 860 discount retail stores in 45 states as of December 31, 2008. We sell closeout home furnishings, housewares, gifts and related items, which we purchase at below wholesale prices. Our stores operate during periodic "sales events" that occur in each month except January and July. We are generally closed during the first two weeks of January and July, which traditionally have been weaker months for retailers. We purchase first quality, brand name merchandise at closeout prices and sell it at prices significantly below those generally charged by department stores and specialty and catalog retailers. We do not sell seconds, irregulars, refurbished or factory rejects.

Business Overview

The retail home furnishings industry has been negatively impacted by increased supply and competition within an already highly competitive promotional environment, a trend we believe is likely to continue in the near term and potentially longer. As a closeout retailer of home furnishings, we currently compete against a diverse group of retailers, including department and discount stores, specialty and e-commerce retailers and mass merchants, which sell, among other products, home furnishing products similar and often identical to those we sell. We also compete in particular markets with a substantial number of retailers that specialize in one or more types of home furnishing and houseware products that we sell. Many of these competitors have substantially greater financial resources than we do. Our competitors' greater financial resources allow them to initiate and sustain aggressive price competition, initiate broader marketing campaigns that reach a larger customer base, fund ongoing promotional events and communicate more frequently with existing and potential customers.

In response to this trend in the retail home furnishings industry, we have been focused internally on implementing various strategic initiatives that we believe will offset the impact of this trend including, but not limited to, striving to provide a merchandise assortment that evolves and adapts to the changing needs and preferences of the Company's customer base, continuing to review the individual contributions of the existing store base and making decisions about the future of individual store locations, including whether to close or relocate them, seeking to improve overall supply chain efficiency, including reviewing operational practices such as freight costs, vendor payment terms and distribution processes, and striving to improve the Company's marketing plan by maximizing traffic, increasing comparable store sales and expanding the current customer base, while also maintaining cost efficiency. Given the uncertain economic environment, we are closely monitoring our inventory purchases. We have also begun to more closely monitor and control our markdowns of inventory to avoid marking down items that continue to sell through at reasonable rates. As a result, markdowns combined with our reserve for markdowns during the second quarter of 2009 were 5.2% of sales versus the prior year quarter of 5.3% of sales. We believe this strategy will contribute to overall margin by focusing our markdowns on inventory that is truly slow moving and not marking down items on the basis of age in inventory alone, thereby allowing us to continue to exclude markdowns on opportunistic buys which are too large for us to sell through in one year. As a result of this strategy, our inventory turnover could decrease. Actual required markdowns could differ from our current estimates based on future customer demand or economic conditions. The effect of an additional 1.0% markdown in the value of our inventory at December 31, 2008 would result in a decline in gross profit and diluted earnings per share for the second quarter of fiscal 2009 of \$2.6 million and \$0.04, respectively. Under current economic conditions, those estimates can vary significantly from the actual results we may encounter.

Our ability to continuously attract buying opportunities for closeout merchandise and to anticipate consumer demand as closeout merchandise becomes available represents an uncertainty in our business. By their nature, specific closeout merchandise items are generally only available from manufacturers or vendors on a non-recurring basis. As a result, we do not have long-term contracts with our vendors for supply, pricing or access to products, but make individual purchase decisions, which are often for large quantities. Although we have many sources of merchandise and do not foresee any shortage of closeout merchandise in the near future, we cannot assure that manufacturers or vendors will continue to make desirable closeout merchandise available to us in quantities or on terms acceptable to us or that our buyers will continue to identify and take advantage of appropriate buying opportunities. Since this uncertainty is a by-product of our business, we expect it to be an ongoing concern.

The stability of our earnings is also heavily influenced by macroeconomic factors. As the economy improves or worsens our business is often similarly impacted. Macroeconomic factors, such as the current conditions in the debt and housing markets, have impacted and will continue to impact our business by decreasing the disposable income of our potential consumers. The decline in consumer confidence levels has also had a negative impact on consumers' ability and willingness to spend discretionary income. At this time, we view the direction of the economy to be uncertain, which does not allow us a high degree of visibility or certainty in predicting our earnings.

Net sales for the second quarter of fiscal 2008 were \$272.7 million, a decrease of 11.7% compared to the same period last year. Comparable store sales for the quarter ended December 31, 2008 decreased by 14.9% comprised of a 9.6% decrease in customer transactions and a 5.3% decrease in average ticket. Net income for the quarter was \$12.7 million and diluted earnings per share were \$0.31.

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For the six months ended December 31, 2008, net sales were \$446.1 million compared to \$510.3 million for the same period last year. Comparable store sales for the six month period ended December 31, 2008 decreased 15.8% compared to the same period last year. This decrease was comprised of an 11.4% decrease in customer transactions and a 4.4% decrease in average ticket. Net income for the year-to-date period was \$8.4 million and diluted earnings per share were \$0.20.

We continue to remain focused on our long-term growth and profitability. The home furnishings and high-end decorative sectors of the U.S. economy continue to be challenged by the highly competitive promotional environment and weakness in the housing and debt markets.

We opened nine new stores during the second quarter of fiscal 2009. In addition, we relocated six existing stores and expanded one existing store.

Results of Operations

The following table sets forth certain financial information from our consolidated statements of income expressed as a percentage of net sales. Our business is highly seasonal, with a significant portion of our net sales and most of our operating income generated in the quarter ending December 31, which includes the holiday season. There can be no assurance that the trends in sales or operating results will continue in the future.

	Three Months Ended December 31		Six Months Ended December 31	
	2008	2007	2008	2007
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	62.9	62.8	63.0	62.6
Gross profit	37.1	37.2	37.0	37.4
Selling, general and administrative expense	29.5	26.1	33.9	30.1
Operating income	7.6	11.1	3.1	7.3
Net interest expense and other income (expense)	(0.2)	(0.4)	(0.2)	(0.4)
Income before income taxes	7.4	10.7	2.9	6.9
Income tax expense	2.7	4.0	1.0	2.6
Net income	4.7%	6.7%	1.9%	4.3%

Three Months Ended December 31, 2008

Compared to the Three Months Ended December 31, 2007

During the second fiscal quarter of 2009, net sales decreased to \$272.7 million from \$308.7 million, a decrease of \$36.0 million or 11.7% compared to the quarter ended December 31, 2007. The decrease in second quarter sales is primarily due to the 14.9% decrease in comparable store sales. The decrease in comparable sales for the second quarter of fiscal 2009 was comprised of a 9.6% decrease in the number of transactions and a 5.3% decrease in the average transaction amount. Average store sales for the second fiscal quarter of 2009 decreased 15.3% when compared to the same prior year quarter. Comparable store sales and sales per store decreased primarily due to lower traffic levels. Management believes traffic levels are lower due to a number of factors, including the economic pressures impacting the discretionary income of consumers, an increase in supply of home furnishing products, a weakness in the housing market, and the competitive promotional environment of the home furnishings retail sector.

Gross profit decreased \$14.0 million, or 12.2%, to \$100.9 million for the three months ended December 31, 2008 as compared to the same quarter last year of \$114.9 million, primarily due to a deleveraging of distribution costs on a decline in comparable store sales. Our gross profit percentage decreased from 37.2% to 37.1% in the second fiscal quarter of fiscal 2009. This decrease of 0.1% in gross profit percentage is primarily due to the deleveraging of distribution expenses of 0.5% caused by a reduction in comparable store sales which was offset by decreases in shrink, cost of product, and markdowns of 0.1%, respectively.

Selling, general and administrative expenses decreased \$0.3 million, or 0.4%, to \$80.3 million in the three months ended December 31, 2008 from \$80.7 million in the same quarter last year. The decrease was attributable to a \$1.5 million increase in rent for new store locations offset by savings in advertising of \$0.7 million, bank charges of \$0.5 million, and insurance costs of \$0.5 million. As a percentage of net sales, these selling, general and administrative expenses increased 3.4% to 29.5% in the second fiscal quarter of 2009 from 26.1% in the same quarter last year. The increased percentage is primarily due to the reduced expense leveraging given our negative comparable store sales. Selling, general and administrative expenses per average store was \$93.9 thousand in the quarter ended December 31, 2008 compared to \$98.1 thousand in the same quarter last year, a decrease of 4.4%.

The income tax provision for the three month period ended December 31, 2008 and 2007 was \$7.3 million and \$12.6 million, respectively, reflecting an effective tax rate of 36.6% and 38.1%, respectively. The effective tax rate is lower in the second quarter of fiscal 2009 as compared to the same quarter last year primarily due to a reduction in state income taxes.

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**Six Months Ended December 31, 2008
Compared to the Six Months Ended December 31, 2007**

During the six months ended December 31, 2008, net sales decreased to \$446.1 million from \$510.3 million, a decrease of \$64.7 million or 12.7% compared to the six month period ended December 31, 2007. The decrease in sales for the first six months of fiscal 2009 is primarily due to the 15.8% decrease in comparable store sales. The decrease in comparable sales for the first six months of fiscal 2009 was comprised of an 11.4% decrease in the number of transactions and a 4.4% decrease in the average transaction amount. Total average store sales for the first six months of fiscal 2009 decreased 15.8% when compared to the same prior year period. Comparable store sales and sales per store decreased primarily due to lower traffic levels. Management believes traffic levels are lower due to a number of factors, including the economic pressures impacting the discretionary income of consumers, an increase in supply of home furnishing products, a weakness in the housing market, and the competitive promotional environment of the home furnishings retail sector.

Gross profit decreased \$25.6 million, or 13.4%, to \$165.1 million for the six months ended December 31, 2008 as compared to the same six month period last year of \$190.6 million, primarily due to a deleveraging of distribution costs on a decline in comparable store sales. In the six month period ended December 31, 2008, our gross profit percentage decreased to 37.0% from 37.3% in the same period last year. This 0.3% decrease in gross profit margin was primarily due to the deleveraging of distribution expenses of 0.5% caused by a reduction in comparable store sales which was offset by a decrease of 0.2% in markdowns.

Selling, general and administrative expenses during the six months ended December 31, 2008 decreased \$2.0 million, or 1.3%, to \$151.2 million from \$153.2 million during the six months ended December 31, 2007. The decrease was attributable to a \$3.0 million increase in rent for new stores offset by a \$1.6 million decrease in advertising, a \$1.0 million decrease in bank charges, a \$0.7 million decrease in insurance, a \$0.7 million decrease in supplies usage, and a \$0.6 million decrease in stock compensation in the six months ended December 31, 2008 compared to the same period of 2007. As a percentage of net sales, these expenses increased 3.8% to 33.9% in the first six months of fiscal 2009 from 30.1% in the same period last year. The increased percentage is primarily due to the reduced expense leveraging given our negative comparable store sales. Selling, general and administrative expenses per average store was \$177.8 thousand for the six months ended December 31, 2008 compared to \$186.6 thousand in the same period last year, a decrease of 4.8%.

The income tax provision for the six month periods ended December 31, 2008 and 2007 was \$4.6 million and \$13.3 million, respectively, reflecting an effective tax rate of 35.1% and 38.1%, respectively. The effective tax rate is lower in the six months ended December 31, 2008 as compared to the six months ended December 31, 2007 primarily due to a reduction in state income taxes.

Liquidity and Capital Resources

We have financed our operations with funds generated from operating activities and borrowings under our revolving credit facility. Our borrowings have historically peaked in the quarter ended September 30 as we build inventory levels prior to the holiday selling season. Given the seasonality of our business, the amount of borrowings under our revolving credit facility may fluctuate materially depending on various factors, including the time of year, our needs and the opportunity to acquire merchandise inventory. We have no off-balance sheet arrangements or transactions with unconsolidated, limited purpose or variable interest entities, nor do we have material transactions or commitments involving related persons or entities.

Net cash flows provided by operating activities for the six months ended December 31, 2008 was \$5.5 million, primarily due to net income of \$8.4 million along with adjustments for non cash charges of \$8.4 million for depreciation, an increase in income taxes payable of \$4.3 million and an increase in accrued liabilities of \$3.5 million offset by an increase in inventory of \$19.9 million. The increase in inventory was primarily due to lower sales volumes and an increase in inventory purchases. There has been no material change in our payment policy to vendors. The increase in income taxes payable is the result of higher pretax earnings in the six month period ended December 31, 2008 compared to the six month period ended June 30, 2008. The increase in accrued liabilities was due to the timing of payments of those liabilities.

Net cash used in investing activities of \$7.0 million for the six months ended December 31, 2008 was primarily a result of capital expenditures that relate to opening new stores and store relocations in addition to the purchase of warehouse equipment and corporate hardware and software. We expect to spend approximately \$3.0 million for additional capital expenditures during the remainder of fiscal 2009, which will include the opening of new stores, the expansion, relocation and enhancement of selected existing stores and purchases of equipment for our distribution center and corporate office.

Net cash used in financing activities for the six months ended December 31, 2008 of \$1.3 million was primarily due to repayments under the revolving credit facility of \$153.9 million net of borrowings of \$147.5 million.

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Revolving credit facility — On December 15, 2008, we entered into a new credit agreement providing for an asset-based, five-year senior secured revolving credit facility (the “Revolving Credit Facility”) in the amount of up to \$150.0 million. On January 28, 2009, we entered into an amendment to increase the amount from \$150.0 million to \$180.0 million. The revolving credit facility may be increased by up to \$70.0 million, not to exceed an aggregate total commitment of \$250.0 million. Our indebtedness under the credit facility is secured by a lien on substantially all of our assets. The revolving credit facility contains, among other things, a “clean down” provision requirement that the sum of the aggregate principal amount of the outstanding loans and undrawn letters of credit may not exceed \$45.0 million for 30 consecutive days during the period from December 28 through January 31. The revolving credit facility contains certain restrictive covenants, which affect, among others, our ability to incur liens or incur additional indebtedness, sell assets or merge or consolidate with any other entity. Unless borrowings and letters of credit exceed 82.5% of the maximum amounts available under the revolving credit facility or an event of default exists, the Company does not have to comply with any financial covenants. Should such an event occur, the Company is required to comply with a consolidated fixed charge coverage ratio of 1:1. As of December 31, 2008, we were in compliance with all covenants.

At December 31, 2008, we had \$2.0 million of outstanding loans under the revolving credit facility, \$12.8 million of outstanding letters of credit and availability of \$30.2 million under the revolving credit facility as we had entered the clean down period discussed above. As of January 28, 2009, we had \$18.0 million of outstanding loans under the revolving credit facility, \$10.1 million of outstanding letters of credit and availability of \$102.5 million under the revolving credit facility after the close of the clean down period. We incur commitment fees of up to 0.75% on the unused portion of the revolving credit facility. Any borrowing under the revolving credit facility incurs interest at LIBOR or the prime rate, depending on the type of borrowing, plus an applicable margin. These rates are increased or reduced as our average daily availability changes. The weighted average interest rate at December 31, 2008 was 7.13%.

Update to Contractual Obligations

To supplement the contractual obligations included on Form 10-K for the fiscal year ended June 30, 2008, we have recalculated our obligations under the new revolving credit facility (in thousands):

Contractual Obligations	Payments Due by Period				
	Total	1 Year	2-3 Years	4-5 Years	> 5 Years
Non-cancelable operating leases	\$ 186,312	\$ 59,479	\$ 83,405	\$ 37,019	\$ 6,409
Revolving credit facility	2,030	—	—	2,030	—
Interest on revolving credit facility	725	145	290	290	—
Leased maintenance, insurance and taxes	12,663	4,042	5,669	2,516	436

We do not consider merchandise purchase orders to be contractual obligations due to designated cancellation dates on the face of the purchase order. Contractually required payments for maintenance, insurance and taxes on our leased properties are estimated above as a percentage of rent based on historical trends. These amounts can vary based on multiple factors including inflation, macroeconomic conditions, various local tax rates and appraised values of our rental properties. Interest paid on our revolving credit facility is calculated at a 7.13% rate, which is the actual rate incurred for the second quarter of 2009, and will vary as additional borrowings are made or paid off early and will also fluctuate with changes in applicable interest rates. We have no capital lease obligations at December 31, 2008.

Store Openings/Closings

	Six Months Ended December 31, 2008	Six Months Ended December 31, 2007	Six Months Ended June 30, 2008
Stores open at beginning of period	842	810	831
Stores opened during the period	21	24	24
Stores closed during the period	(3)	(3)	(13)
Stores open at end of period	<u>860</u>	<u>831</u>	<u>842</u>

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to various market risks, including changes in foreign currency exchange rates and interest rates. Market risk is the potential loss arising from adverse changes in market prices and rates, such as foreign currency exchange and interest rates. Based on our market risk sensitive instruments outstanding as of December 31, 2008, we have determined that there was no material market risk exposure to our consolidated financial position, results of operations or cash flows as of such date. Our market risk is discussed in more detail in our Annual Report on Form 10-K for the fiscal year ended June 30, 2008. We do not enter into derivatives or other financial instruments for trading or speculative purposes. There have been no significant changes in the foreign currency exchange rate or interest rate market risks since June 30, 2008.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Based on our management's evaluation (with participation of our principal executive officer and our principal financial officer), our principal executive officer and our principal financial officer have concluded that our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) were effective as of December 31, 2008 to ensure that information required to be disclosed by us in this Quarterly Report on Form 10-Q was (1) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and (2) accumulated and communicated to our management, including our principal executive and principal financial officers, to allow timely decisions regarding required disclosure.

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected. Accordingly, our disclosure controls and procedures are designed to provide reasonable, not absolute, assurance that the objectives of our disclosure control system are met and, as set forth above, our chief executive officer and chief financial officer have concluded, based on their evaluation as of the end of the period covered by this report, that our disclosure controls and procedures were effective to provide reasonable assurance that the objectives of our disclosure control system were met.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended December 31, 2008 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

During 2001 and 2002, we were named as a defendant in three complaints filed in the Superior Court of California in and for the County of Los Angeles. The plaintiffs sought to certify a statewide class made up of some of our current and former employees, which they claim are owed compensation for overtime wages, penalties and interest. The plaintiffs also sought attorney's fees and costs. In October 2003, we entered into a settlement agreement with a sub-class of these plaintiffs consisting of managers-in-training and management trainees which was paid in November 2005 with no material impact to our financial statements. In August 2008, our motion for de-certification of the class of remaining plaintiffs was granted, thereby dismissing their class action claim. The plaintiffs have appealed this ruling and some may pursue their claims individually.

A similar lawsuit, which also alleges claims concerning meal and rest periods, was filed in Orange County, California in 2004, by managers, managers-in-training and assistant managers, and an amended complaint was filed in January 2007. In September 2008, the plaintiffs abandoned their class action claim and have elected to pursue their claims under California's Private Attorney General Act. This matter is set for trial in September, 2009. A companion lawsuit alleging the same claims was filed on December 26, 2008 on behalf of approximately twenty additional individual plaintiffs. This lawsuit includes a claim under California's Private Attorney General Act. The companion lawsuit is still in the initial stages of litigation. We do not expect either of these complaints to have a material impact to our financial statements.

In December 2008, a class action lawsuit was filed by hourly, non-exempt employees in the Superior Court of California in and for the County of Los Angeles, alleging claims covering meal and rest period violations. This case is still in the initial stages of litigation and discovery has not yet begun.

We intend to vigorously defend all pending actions. We do not believe these or any other legal proceedings pending or threatened against us would have a material adverse effect on our financial condition or results of operations.

Item 1A. Risk Factors

There have been no material changes from our risk factors previously disclosed in "Item 1A. Risk Factors" of our Form 10-K for the year ended June 30, 2008.

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

At the Annual Meeting of Stockholders held on November 14, 2008, the following proposals were submitted to stockholders with the following results:

1. Election of seven directors to serve until their terms expire at the next annual meeting of stockholders, or the earlier of their death, resignation or removal

	Number of Shares	
	For	Withheld
Bruce A. Quinnell	34,482,736	5,902,735
Kathleen Mason	34,592,214	5,793,257
Benjamin D. Chereskin	32,579,489	7,805,982
Robin P. Selati	29,514,783	10,870,688
William J. Hunckler, III	32,784,217	7,601,254
David B. Green	39,984,822	400,649
Starlette Johnson	39,912,082	473,389

2. Approval of the Tuesday Morning Corporation 2008 Long-Term Equity Incentive Plan

	Number of Shares
For	22,199,803
Against	10,503,707
Abstain	2,468,494

3. Approval of the material terms of the performance goals for performance stock and performance unit awards under the Tuesday Morning Corporation 2008 Long-Term Equity Incentive Plan

	Number of Shares
For	21,780,017
Against	10,920,928
Abstain	2,471,059

4. Ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2009

	Number of Shares
For	39,209,349
Against	1,157,492
Abstain	18,630

Item 5. Other Information

Amendment to Kathleen Mason Employment Agreement

On January 28, 2009, the Company and Kathleen Mason, the Company's President and Chief Executive Officer, entered into a first amendment (the "Mason Amendment Agreement") to the Amended and Restated Employment Agreement, dated September 29, 2008, by and between the Company and Ms. Mason (the "Mason Employment Agreement"). Pursuant to the terms of the Mason Amendment Agreement, Ms. Mason will receive: (1) as promptly as practicable, a restricted stock award under the 2008 Plan of 364,078 shares of the Common Stock, which will be subject to forfeiture restrictions that will lapse in equal installments on November 14, 2009, 2010 and 2011 and (2) during the Employment Period (as defined in the Mason Employment Agreement) cash in the amount of \$500,000 per year on November 14, 2009, 2010 and 2011 (together, (1) and (2) above are referred to as the "Mason Amended Compensation"). Ms. Mason will receive the Mason Amended Compensation in lieu of the \$1,500,000 restricted stock award that Ms. Mason was to receive under the Mason Employment Agreement.

The description of the Mason Amendment Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the Mason Amendment Agreement filed as Exhibit 10.9 to this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

Amendment to Michael Marchetti Employment Agreement

Also on January 28, 2009, the Company and Michael Marchetti, the Company's Executive Vice President and Chief Operating Officer, entered into a first amendment (the "Marchetti Amendment Agreement") to the Employment Agreement, dated October 2, 2008, by and between the Company and Mr. Marchetti (the "Marchetti Employment Agreement"). Pursuant to the terms of the Marchetti Amendment Agreement, Mr. Marchetti will receive (1) as promptly as practicable, a restricted stock award under the 2008 Plan of 145,631 shares of Common Stock, which will be subject to forfeiture restrictions that will lapse in equal installments on November 14, 2009, 2010 and 2011 and (2) during the Employment Period (as defined in the Marchetti Employment Agreement) cash in the amount of \$200,000 per year on November 14, 2009, 2010 and 2011 (together, (1) and (2) above are referred to as the "Marchetti Amended Compensation"). Mr. Marchetti will receive the Marchetti Amended Compensation in lieu of the \$600,000 restricted stock award that Mr. Marchetti was to receive under the Marchetti Employment Agreement.

The description of the Marchetti Amendment Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the Marchetti Amendment Agreement filed as Exhibit 10.10 to this Quarterly Report on Form 10-Q, which is incorporated herein by reference.

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Item 6. Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Incorporation of Tuesday Morning Corporation (the “Company”) (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-4 (File No. 333-46017) as filed with the Securities and Exchange Commission (the “Commission”) on February 10, 1998)
3.1.2	Certificate of Amendment to the Certificate of Incorporation of the Company dated March 25, 1999 (incorporated by reference to Exhibit 3.3 to the Company’s Registration Statement on Form S-1/A (File No. 333-74365) as filed with the Commission on March 29, 1999)
3.1.3	Certificate of Amendment to the Certificate of Incorporation of the Company dated May 7, 1999 (incorporated by reference to Exhibit 3.1.3 to the Company’s Form 10-Q as filed with the Commission on May 2, 2005)
3.2	Amended and Restated By-laws of the Company dated December 14, 2006 (incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K as filed with the Commission on December 20, 2006)
10.2	Amended and Restated Employment Agreement, dated September 29, 2008, between the Company and Kathleen Mason (incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on October 3, 2008)
10.3	Employment Agreement dated October 2, 2008, between the Company and Michael J. Marchetti (incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K as filed with the Commission on October 3, 2008)
10.4	Form of Performance Stock Award Agreement under the Tuesday Morning Corporation 2004 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on October 10, 2008)
10.5	Form of Restricted Stock Award Agreement under the Tuesday Morning Corporation 2004 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K filed with the Commission on October 10, 2008)
10.6	Form of Nonqualified Stock Option Agreement for Employees under the Tuesday Morning Corporation 2004 Long-Term Incentive Plan (incorporated by reference to Exhibit 10.3 to the Company’s Form 8-K filed with the Commission on October 10, 2008)
10.7	Tuesday Morning Corporation 2008 Long-Term Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed with the Commission on November 19, 2008.)
10.8	Credit Agreement, dated December 15, 2008, by and among the Company, Bank of America, N.A., as administrative agent, Swing Line Lender, L/C Issuer, Banc of America Securities LLC and Wells Fargo Retail Finance, LLC, as Joint Lead Arrangers and Joint Bookrunners, Wells Fargo Retail Finance, LLC, as Syndication Agent, and the several banks and other financial institutions or entities from time to time parties thereto (incorporated by reference to Exhibit 10.1 to the Company’s 8-K/A filed with the Commission on December 23, 2008)
10.9	First Amendment to the Amended and Restated Employment Agreement, dated January 28, 2009, by and between Tuesday Morning Corporation and Kathleen Mason**
10.10	First Amendment to the Employment Agreement, dated January 28, 2009, by and between Tuesday Morning Corporation and Michael Marchetti**
31.1	Certification by the Chief Executive Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification by the Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of the Chief Executive Officer of the Company pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification of the Chief Financial Officer of the Company pursuant to 18 U.S.C. § 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*

* The certifications attached hereto as Exhibit 32.1 and Exhibit 32.2 are furnished with this Quarterly Report on Form 10-Q and shall not be deemed “filed” by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

** Filed herewith

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SIGNATURE

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.

TUESDAY MORNING CORPORATION
(Registrant)

DATE: January 30, 2009

By: /s/ Stephanie Bowman
Stephanie Bowman, Executive Vice President, Chief Financial Officer

EXHIBIT INDEX

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* The certifications attached hereto as Exhibit 32.1 and Exhibit 32.2 are furnished with this Quarterly Report on Form 10-Q and shall not be deemed “filed” by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

** Filed herewith

**FIRST AMENDMENT TO
AMENDED AND RESTATED EMPLOYMENT AGREEMENT**

THIS FIRST AMENDMENT TO AMENDED AND RESTATED EMPLOYMENT AGREEMENT (this "Amendment Agreement") dated January 2009, is between Tuesday Morning Corporation, a Delaware corporation (the "Company"), and Kathleen Mason ("Executive").

WHEREAS, the Company and Executive entered into an amended and restated employment agreement dated September 29, 2008 (the "Amended and Restated Employment Agreement"); and

WHEREAS, the Company and Executive wish to amend the Amended and Restated Employment Agreement; now therefore:

In consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Paragraph 3(d) of the Amended and Restated Employment Agreement is hereby amended to read as follows in its entirety:

"(d) In connection with her employment under this Agreement, Executive shall be granted by the Company under the 2008 Plan a restricted stock award of 364,078 shares of Common Stock as promptly as practicable. The restricted stock award shall be subject to substantial risk of forfeiture restrictions one-third of which shall lapse on each of November 14, 2009, November 14, 2010, and November 14, 2011. In addition, during the Employment Period, the Company shall pay Executive an amount equal to \$500,000 per year on each of November 14, 2009, November 14, 2010 and November 14, 2011."

2. Capitalized terms used in this Amendment Agreement and not otherwise defined shall have the meanings ascribed to them in the Amended and Restated Employment Agreement.

3. This Amendment Agreement may be executed in separate counterparts, each of which is deemed to be an original and all of which taken together constitute one and the same agreement.

4. Any references to the Amended and Restated Employment Agreement in any other document shall be deemed to mean the Amended and Restated Employment Agreement, as amended by this Amendment Agreement.

5. The Amended and Restated Employment Agreement, as amended by this Amendment Agreement, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment Agreement on the date first written above.

TUESDAY MORNING CORPORATION

By: /s/ Stephanie Bowman
Name: Stephanie Bowman
Title: Executive Vice President and Chief
Financial Officer

/s/ Kathleen Mason
Kathleen Mason

**FIRST AMENDMENT TO
EMPLOYMENT AGREEMENT**

THIS FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this "Amendment Agreement") dated January 14, 2009, is between Tuesday Morning Corporation, a Delaware corporation (the "Company"), and Michael Marchetti ("Executive").

WHEREAS, the Company and Executive entered into an employment agreement dated October 2, 2008 (the "Employment Agreement"); and

WHEREAS, the Company and Executive wish to amend the Employment Agreement; now therefore:

In consideration of the mutual covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Paragraph 3(d) of the Employment Agreement is hereby amended to read as follows in its entirety:

"(d) In connection with his employment under this Agreement, Executive shall be granted by the Company under the 2008 Plan a restricted stock award of 145,631 shares of Common Stock as promptly as practicable. The restricted stock award shall be subject to substantial risk of forfeiture restrictions one-third of which shall lapse on each of November 14, 2009, November 14, 2010, and November 14, 2011. In addition, during the Employment Period, the Company shall pay Executive an amount equal to \$200,000 per year on each of November 14, 2009, November 14, 2010 and November 14, 2011."

2. Capitalized terms used in this Amendment Agreement and not otherwise defined shall have the meanings ascribed to them in the Employment Agreement.

3. This Amendment Agreement may be executed in separate counterparts, each of which is deemed to be an original and all of which taken together constitute one and the same agreement.

4. Any references to the Employment Agreement in any other document shall be deemed to mean the Employment Agreement, as amended by this Amendment Agreement.

5. The Employment Agreement, as amended by this Amendment Agreement, shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment Agreement on the date first written above.

TUESDAY MORNING CORPORATION

By: /s/ Stephanie Bowman
Name: Stephanie Bowman
Title: Executive Vice President and Chief
 Financial Officer

 /s/ Michael Marchetti
Michael Marchetti

CERTIFICATION

I, Kathleen Mason, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tuesday Morning Corporation;
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: January 30, 2009

By: /s/ Kathleen Mason
Kathleen Mason
Chief Executive Officer

CERTIFICATION

I, Stephanie Bowman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Tuesday Morning Corporation;
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: January 30, 2009

By: /s/ Stephanie Bowman
Stephanie Bowman
Chief Financial Officer

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER OF TUESDAY MORNING CORPORATION PURSUANT TO
18 U.S.C. §1350

I, Kathleen Mason, the Chief Executive Officer of Tuesday Morning Corporation, hereby certify that:

1. The quarterly report on Form 10-Q of Tuesday Morning Corporation for the period ended December 31, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the above-mentioned report fairly presents, in all material respects, the financial condition and results of operations of Tuesday Morning Corporation.

Date: January 30, 2009

By: /s/ Kathleen Mason
Kathleen Mason
Chief Executive Officer

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER OF TUESDAY MORNING CORPORATION PURSUANT TO
18 U.S.C. §1350

I, Stephanie Bowman, the Acting Chief Financial Officer of Tuesday Morning Corporation, hereby certify that:

1. The quarterly report on Form 10-Q of Tuesday Morning Corporation for the period ended December 31, 2008 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the above-mentioned report fairly presents, in all material respects, the financial condition and results of operations of Tuesday Morning Corporation.

Date: January 30, 2009

By: /s/ Stephanie Bowman
Stephanie Bowman
Chief Financial Officer
