

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2012-04-30** | Period of Report: **2012-04-26**  
SEC Accession No. [0001140361-12-022021](#)

(HTML Version on [secdatabase.com](#))

### ISSUER

#### **CARTERS INC**

CIK: **1060822** | IRS No.: **133912933** | State of Incorp.: **DE** | Fiscal Year End: **1231**  
SIC: **2300** Apparel & other finishd prods of fabrics & similar matl

Mailing Address	Business Address
<i>THE PROSCENIUM 1170 PEACHTREE STREET NE SUITE 900 ATLANTA GA 30309</i>	<i>THE PROSCENIUM 1170 PEACHTREE STREET NE SUITE 900 ATLANTA GA 30309 (404) 745-2700</i>

### REPORTING OWNER

#### **Berkshire Partners LLC**

CIK: **1312988** | State of Incorp.: **MA** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797499**

Mailing Address	Business Address
<i>200 CLARENDON STREET BOSTON MA 02116</i>	<i>200 CLARENDON STREET BOSTON MA 02116 617-227-0050</i>

#### **BERKSHIRE FUND VII-A L.P.**

CIK: **1374108**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797496**

Mailing Address	Business Address
<i>ONE BOSTON PLACE BOSTON MA 02108</i>	<i>ONE BOSTON PLACE BOSTON MA 02108 617-227-0050</i>

#### **BERKSHIRE FUND VII L.P.**

CIK: **1374109**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797491**

Mailing Address	Business Address
<i>C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON MA 02116</i>	<i>C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON MA 02116 617-227-0050</i>

#### **Stockbridge Fund, L.P.**

CIK: **1501625** | State of Incorp.: **DE**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797494**

Mailing Address	Business Address
<i>200 CLARENDON STREET BOSTON MA 02116</i>	<i>200 CLARENDON STREET BOSTON MA 02116 617-227-0050</i>

#### **Seventh Berkshire Associates LLC**

Mailing Address	Business Address
<i>200 CLARENDON STREET 35TH FLOOR</i>	<i>200 CLARENDON STREET 35TH FLOOR</i>

CIK:**1505181** | State of Incorp.:**MA** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797498**

*BOSTON MA 02116*

*BOSTON MA 02116  
617 227-0050*

### **Stockbridge Absolute Return Fund, L.P.**

CIK:**1505182** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797493**

Mailing Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116*

Business Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116  
617 227-0050*

### **Stockbridge Partners LLC**

CIK:**1505183** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797497**

Mailing Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116*

Business Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116  
617 227-0050*

### **STOCKBRIDGE ASSOCIATES LLC**

CIK:**1505316** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797495**

Mailing Address  
*C/O BERKSHIRE PARTNERS  
LLC  
200 CLARENDON STREET,  
35TH FLOOR  
BOSTON MA 02116*

Business Address  
*C/O BERKSHIRE PARTNERS  
LLC  
200 CLARENDON STREET,  
35TH FLOOR  
BOSTON MA 02116  
617 227-0050*

### **Stockbridge Fund M, L.P.**

CIK:**1506763** | State of Incorp.:**DE** | Fiscal Year End: **0630**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797500**

Mailing Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116*

Business Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116  
617 227-0050*

### **Stockbridge Master Fund (OS), L.P.**

CIK:**1522786** | State of Incorp.:**DE** | Fiscal Year End: **1231**  
Type: **4** | Act: **34** | File No.: **001-31829** | Film No.: **12797492**

Mailing Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116*

Business Address  
*200 CLARENDON STREET  
35TH FLOOR  
BOSTON MA 02116  
617 227-0050*

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>Berkshire Partners LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>CARTERS INC [CRI]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>04/26/2012</b>			
200 CLARENDON STREET, 35TH FLOOR			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person	
(Street)						
BOSTON, MA 02116						
(City)	(State)	(Zip)				

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/26/2012		<u>S</u>		186,561 <sup>(1)</sup>	D	\$55.726 <sup>(1)(2)</sup>	805,979	D <sup>(6)</sup>	
Common Stock	04/26/2012		<u>S</u>		18,643 <sup>(1)</sup>	D	\$55.726 <sup>(1)(2)</sup>	125,653	D <sup>(7)</sup>	
Common Stock	04/26/2012		<u>S</u>		1,638 <sup>(1)</sup>	D	\$55.726 <sup>(1)(2)</sup>	5,306	D <sup>(8)</sup>	
Common Stock	04/26/2012		<u>S</u>		19,170 <sup>(1)</sup>	D	\$55.726 <sup>(1)(2)</sup>	84,930	D <sup>(9)</sup>	
Common Stock	04/26/2012		<u>S</u>		74,670 <sup>(1)</sup>	D	\$55.726 <sup>(1)(2)</sup>	7,716,710	I	See Notes <sup>(10)</sup> (11)
Common Stock	04/26/2012		<u>S</u>		4,840 <sup>(1)</sup>	D	\$56.6121 <sup>(1)(3)</sup>	801,139	D <sup>(6)</sup>	
Common Stock	04/26/2012		<u>S</u>		484 <sup>(1)</sup>	D	\$56.6121 <sup>(1)(3)</sup>	125,169	D <sup>(7)</sup>	
Common Stock	04/26/2012		<u>S</u>		42 <sup>(1)</sup>	D	\$56.6121 <sup>(1)(3)</sup>	5,264	D <sup>(8)</sup>	
Common Stock	04/26/2012		<u>S</u>		497 <sup>(1)</sup>	D	\$56.6121 <sup>(1)(3)</sup>	84,433	D <sup>(9)</sup>	
Common Stock	04/26/2012		<u>S</u>		1,937 <sup>(1)</sup>	D	\$56.6121 <sup>(1)(3)</sup>	7,714,773	I	See Notes <sup>(11)</sup> (12)
Common Stock	04/27/2012		<u>S</u>		151,250 <sup>(1)</sup>	D	\$55.3539 <sup>(1)(4)</sup>	649,889	D <sup>(6)</sup>	
Common Stock	04/27/2012		<u>S</u>		15,716 <sup>(1)</sup>	D	\$55.3539 <sup>(1)(4)</sup>	109,453	D <sup>(7)</sup>	
Common Stock	04/27/2012		<u>S</u>		1,305 <sup>(1)</sup>	D	\$55.3539 <sup>(1)(4)</sup>	3,959	D <sup>(8)</sup>	

Common Stock	04/27/2012		<u>S</u>		15,571 <sup>(1)</sup>	D	\$55.3539 <sup>(1) (4)</sup>	68,862	D <sup>(9)</sup>	
Common Stock	04/27/2012		<u>S</u>		59,488 <sup>(1)</sup>	D	\$55.3539 <sup>(1) (4)</sup>	7,655,285	I	See Notes <sup>(11)</sup> (13)
Common Stock	04/30/2012		<u>S</u>		149,087 <sup>(1)</sup>	D	\$54.2987 <sup>(1) (5)</sup>	500,802	D <sup>(6)</sup>	
Common Stock	04/30/2012		<u>S</u>		15,359 <sup>(1)</sup>	D	\$54.2987 <sup>(1) (5)</sup>	94,094	D <sup>(7)</sup>	
Common Stock	04/30/2012		<u>S</u>		1,291 <sup>(1)</sup>	D	\$54.2987 <sup>(1) (5)</sup>	2,668	D <sup>(8)</sup>	
Common Stock	04/30/2012		<u>S</u>		15,345 <sup>(1)</sup>	D	\$54.2987 <sup>(1) (5)</sup>	53,517	D <sup>(9)</sup>	
Common Stock	04/30/2012		<u>S</u>		58,918 <sup>(1)</sup>	D	\$54.2987 <sup>(1) (4)</sup>	7,596,367	I	See Notes <sup>(11)</sup> (14)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">Berkshire Partners LLC</a> 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116		X		
<a href="#">Seventh Berkshire Associates LLC</a> C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
<a href="#">Stockbridge Partners LLC</a> C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
<a href="#">BERKSHIRE FUND VII-A L.P.</a> C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
<a href="#">STOCKBRIDGE ASSOCIATES LLC</a> 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116		X		
<a href="#">Stockbridge Fund, L.P.</a> C/O BERKSHIRE PARTNERS LLC		X		

200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116				
<u>Stockbridge Fund M, L.P.</u> 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116		X		
<u>Stockbridge Absolute Return Fund, L.P.</u> C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02116		X		
<u>Stockbridge Master Fund (OS), L.P.</u> 200 CLARENDON STREET 35TH FLOOR BOSTON, MA 02116		X		
<u>BERKSHIRE FUND VII L.P.</u> C/O BERKSHIRE PARTNERS LLC 200 CLARENDON STREET, 35TH FLOOR BOSTON, MA 02108		X		

### Explanation of Responses:

1. The number of securities reported represents an aggregate number of shares sold in multiple open market transactions over a range of purchase prices. The price reported represents the weighted average price. The applicable Reporting Person undertakes to provide the staff of the SEC, the Issuer, or a stockholder of the Issuer, upon request, the number of shares sold by such Reporting Person at each separate price within the range.
2. Sale prices range from \$55.40 to \$56.39 per share, inclusive.
3. Sale prices range from \$56.40 to \$56.77 per share, inclusive.
4. Sale prices range from \$55.00 to \$55.625 per share, inclusive.
5. Sale prices range from \$54.15 to \$54.92 per share, inclusive.
6. Represents shares held directly by Stockbridge Fund, L.P. ("Stockbridge Fund"). Stockbridge Associates LLC ("SA LLC") is the sole general partner of Stockbridge Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
7. Represents shares held directly by Stockbridge Fund M, L.P. ("Stockbridge M"). SA LLC is the sole general partner of Stockbridge M. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge M and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
8. Represents shares held directly by Stockbridge Absolute Return Fund, L.P. ("Stockbridge Absolute"). SA LLC is the sole general partner of Stockbridge Absolute. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Stockbridge Absolute and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
9. Represents shares held directly by Stockbridge Master Fund (OS), L.P. ("Master Fund"). SA LLC is the sole general partner of Master Fund. SA LLC disclaims beneficial ownership of such shares of common stock except to the extent of its pecuniary interest therein. Master Fund and SA LLC may be deemed to be, but do not admit to being, a member of a group holding over 10% of the outstanding common stock of the Issuer for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934.
10. Represents shares held indirectly by Berkshire Partners LLC ("Berkshire Partners"), Seventh Berkshire Associates LLC ("7BA") and Stockbridge Partners LLC ("Stockbridge Partners"). Berkshire Fund VII, L.P. ("Fund VII") has a total ownership of 6,292,496 shares. Berkshire Fund VII-A, L.P. ("Fund VII-A") has a total ownership of 1,176,400 shares. Stockbridge Partners sold 74,670 shares for a total ownership of 247,814 shares on behalf of a managed account.
11. 7BA is the sole general partner of Fund VII and Fund VII-A. Berkshire Partners, 7BA and Stockbridge Partners are under common control and may be deemed to be, but do not admit to being, a group for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934. Each of Berkshire Partners, 7BA and Stockbridge Partners disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
12. Represents shares held indirectly by Berkshire Partners, 7BA and Stockbridge Partners. Fund VII has a total ownership of 6,292,496 shares. Fund VII-A has a total ownership of 1,176,400 shares. Stockbridge Partners sold 1,937 shares for a total ownership of 245,877 shares on behalf of a managed account.
13. Represents shares held indirectly by Berkshire Partners, 7BA and Stockbridge Partners. Fund VII has a total ownership of 6,292,496 shares. Fund VII-A has a total ownership of 1,176,400 shares. Stockbridge Partners sold 59,488 shares for a total ownership of 186,389 shares on behalf of a managed account.

14. Represents shares held indirectly by Berkshire Partners, 7BA and Stockbridge Partners. Fund VII has a total ownership of 6,292,496 shares. Fund VII-A has a total ownership of 1,176,400 shares. Stockbridge Partners sold 58,918 shares for a total ownership of 127,471 shares on behalf of a managed account.

### Remarks:

Exhibit 99.1 (Joint Filer Information) incorporated herein by reference. Due to the technical limitation on the amount of transactions that can be reported, this Form 4 is being filed in two parts. This is Part 1 of 2.

### Signatures

Sharlyn C. Heslam, Managing Director, Berkshire Partners LLC

\*\* Signature of Reporting Person

04/30/2012

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Joint Filer Information

Name of Joint Filer: SEVENTH BERKSHIRE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

SEVENTH BERKSHIRE ASSOCIATES LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE PARTNERS LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Event Requiring Statement  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE PARTNERS LLC

By: Berkshire Partners LLC,  
its sole Managing Member

By: Berkshire Partners Holdings LLC,  
its sole managing member

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012



Joint Filer Information

Name of Joint Filer: BERKSHIRE FUND VII, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:  
BERKSHIRE FUND VII, L.P.

By: Seventh Berkshire Associates LLC,  
its general partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE FUND VII-A, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:  
BERKSHIRE FUND VII-A, L.P.

By: Seventh Berkshire Associates LLC,  
its general partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE INVESTORS IV LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE INVESTORS IV LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: BERKSHIRE INVESTORS III LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

BERKSHIRE INVESTORS III LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE ASSOCIATES LLC

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE ASSOCIATES LLC

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:  
STOCKBRIDGE FUND, L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE FUND M, L.P.  
Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116  
Relationship of Joint Filer to Issuer: 10% Owner  
Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE FUND M, L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012

Joint Filer Information

Name of Joint Filer: STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:  
STOCKBRIDGE ABSOLUTE RETURN FUND, L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Sharlyn C. Heslam  
Name: Sharlyn C. Heslam  
Title: Managing Director

Dated: April 30, 2012



Joint Filer Information

Name of Joint Filer: STOCKBRIDGE MASTER FUND (OS), L.P.

Address of Joint Filer: C/O BERKSHIRE PARTNERS LLC  
200 CLARENDON STREET, 35TH FLOOR  
BOSTON, MA 02116

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: CARTER'S, INC. [CRI]

Date of Earliest Transaction  
Required to be Reported  
(Month/Day/Year): 4/26/2012

Designated Filer: BERKSHIRE PARTNERS LLC

Signature:

STOCKBRIDGE MASTER FUND (OS), L.P.

By: Stockbridge Associates LLC,  
its general partner

By: /s/ Sharlyn C. Heslam

Name: Sharlyn C. Heslam

Title: Managing Director

Dated: April 30, 2012