

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

FILED
May 17, 1999 8:00 am
Secretary of State

05-17-1999 90051 040 ***150.00

DOCUMENT #

1. Corporation Name

FILENE'S BASEMENT, INC.

Principal Place of Business

Mailing Address

40 WALNUT STREET
WELLESLEY, MA 02181

DO NOT WRITE IN THIS SPACE

3. Date Incorporated or Qualified
JULY, 1988

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

24

25

29

30

4. FEI Number

043016731

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation owes the current year Intangible
Personal Property Tax.

Yes No

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CORPORATION SERVICE COMPANY
1201 HAYS STREET
TALLAHASSEE, FL 32301

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS

DELETE

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

SEE ATTACHED

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

TITLE

NAME

STREET ADDRESS

CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-ST-ZIP

2.1 TITLE

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-ST-ZIP

3.1 TITLE

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-ST-ZIP

4.1 TITLE

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-ST-ZIP

5.1 TITLE

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-ST-ZIP

6.1 TITLE

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-ST-ZIP

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

5/11/99

Date

Daytime Phone #

CR2E034 (11/98)

FILENE'S BASEMENT, INC.

554673-90051-46
F98000004791

OFFICERS

NAME

BUSINESS ADDRESS

Chairman, Chief Executive Officer
and Director

Samuel J. Gerson

40 Walnut Street
Wellesley, Ma. 02481

Vice Chairman, Chairman of Executive
Committee

Mone Anathan III

40 Walnut Street
Wellesley, MA. 02481

President, Chief Operating Officer,
Director

W. Jay Carothers

40 Walnut Street
Wellesley, MA. 02481

Executive Vice President, Chief
Financial Officer, Treasurer,
Secretary and Clerk

Steven Siegel

40 Walnut Street
Wellesley, MA. 02481

Vice President of Finance

Kim Ahlholm

40 Walnut Street
Wellesley, MA 02481

Director

Robert P. Henderson

Greylock Investment Partners
1 Federal Street
Boston, MA. 02110

Director

Paul D. Paganucci

Ledyard National Bank
Box 799-38 Main Street
Hanover, N.H. 03755

Director

Harold Leppo

Harold Leppo
71 Lynan Rd.
Stamford, CT. 06903

Director

John Eyler

FAO Schwartz
767 Fifth Avenue
New York, N.Y. 10153

Director

Dorsey R. Gardner

Kelso Management Company, Inc
One International Place
Suite 2401
Boston, MA. 02110