



State of Rhode Island
and Providence Plantations
Office of the Secretary of State

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2011

Filing Period: January 1 - March 1 • **Filing Fee:** \$50.00* • **THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK.**

* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c)(4)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 81665		2. Name of Corporation GYMBOREE RETAIL STORES, INC.			
3. Street Address Principal Business Office 500 HOWARD STREET		City SAN FRANCISCO		State CA	Zip 94105
4. Business Phone No. 415-278-7000		5. State of Incorporation CALIFORNIA			
6. Brief Description of the Character of Business Conducted in Rhode Island RETAIL-CHILDREN'S CLOTHING					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name MATTHEW K. McCAULEY			Vice President Name LYNDA GUSTAFSON		
Street Address 500 HOWARD STREET			Street Address 500 HOWARD STREET		
City SAN FRANCISCO	State CA	Zip 94105	City SAN FRANCISCO	State CA	Zip 94105
Secretary Name MARINA ARMSTRONG			Treasurer Name		
Street Address 500 HOWARD STREET			Street Address		
City SAN FRANCISCO	State CA	Zip 94105	City	State	Zip
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) ☐ FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name MATTHEW K. McCAULEY			Director Name		
Street Address 500 HOWARD STREET			Street Address		
City SAN FRANCISCO	State CA	Zip 94105	City	State	Zip
Director Name			Director Name		
Street Address			Street Address		
City	State	Zip	City	State	Zip
9. SHARES AUTHORIZED			10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) ☐		
This information is currently of record in the Office of the Secretary of State. Changes require an additional filing. See Section 9 of instruction sheet.			ISSUED SHARES — THIS SECTION MUST BE COMPLETED		
			Number of Shares	Class/Series	Par Value
			100		0

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

FILED

File Date **FEB 28 2011**
Check No. _____
By: **BY 458845**
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature _____ Date **2/17/11**
LYNDA GUSTAFSON
Print or Type Name
Vice President/Corporate Controller
Title

CONFIDENTIAL

GYMBOREE RETAIL STORES, INC.*

Place of Incorporation: CA, USA

Date of Incorporation: 6 July 1994

Corporate No.: 94-3206461

LIST OF OFFICERS AND DIRECTORS

NAME	POSITION	D.O.B.	BUSINESS ADDRESS	HOME ADDRESS	Effective date
Matthew K. McCauley	Director Chief Executive Officer President	04/10/73	The Gymboree Corporation 500 Howard Street San Francisco, CA 94105 415-278-7000	386 Raymundo Drive Woodside, CA 94062 650-697-2217	DIR Eff. 10/26/05 CEO Eff. 01/17/06 PRES Eff. 01/17/06
Jeffrey P. Harris	Chief Financial Officer	03/18/63	The Gymboree Corporation 500 Howard Street San Francisco, CA 94105 415-278-7000	61 Oak Crest Drive San Rafael, CA 94903 415-492-1482	CFO Eff. 02/01/10
Lynda Gustafson	Vice President Corporate Controller	05/08/64	The Gymboree Corporation 500 Howard Street San Francisco, CA 94105 415-278-7000	154 16 th Ave. San Mateo, CA 94402 650-349-8298	VP Eff. 02/17/05 CORP CNTLR Eff. 02/07/05
Marina Armstrong	Secretary	11/8/62	The Gymboree Corporation 500 Howard Street San Francisco, CA 94105 415-278-7000	1434 Jefferson St. San Francisco, CA 94123 415-474-1269	SECY Eff. 12/17/04
Kimberly Holtz MacMillan	Assistant Secretary	9/12/70	The Gymboree Corporation 500 Howard Street San Francisco, CA 94105 415-278-7000	1795 Yorktown Road San Mateo, CA 94402 650-286-1706	ASST SECY Eff. 12/17/04

* Effective 2/2/2008, The Gymboree Stores, Inc. merged into this entity.

Note: This entity is the owner of the Dixon, California distribution center.

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BY 81665