



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

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Foreign Business Corporation
Annual Report**

Filing Period: January 1 - March 1

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&d)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2013

1. Corporate ID No. 000543204

2. Name of Corporation MODELL'S II, INC.

3. Street Address Principal Business Office:

No. and Street: 498 SEVENTH AVENUE, 20TH FLOOR

City or Town: NEW YORK

State: NY Zip: 10018 Country: USA

4. Business Phone No.

212-822-1000

5. State of Incorporation

State: DE

6. Brief Description of the Character of Business Conducted in Rhode Island

RETAIL SALE OF SPORTING GOODS, ATHLETIC FOOTWEAR, ATHLETIC APPAREL AND RELATED BUSINESS OPERATIONS FOR SAME

7. Names and Addresses of the Officers and Directors:

All officers and directors must be listed.

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
SECRETARY	DOUGLAS A EPSTEIN	498 SEVENTH AVENUE, 20TH FL NEW YORK, NY 10018 USA
CEO	MITCHELL B MODELL	498 SEVENTH AVENUE, 20TH FL NEW YORK, NY 10018 USA
DIRECTOR	MITCHELL B MODELL	498 SEVENTH AVENUE, 20TH FLOOR NEW YORK, NY 10018 USA

8. Shares Authorized and Issued

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Number of Shares</i>	Total Issued and Outstanding <i>Num of Shares</i>
CNP		\$0.0000	200.00	0

9. 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.

Signed this 3 Day of January, 2013 at 11:06:34 AM. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.2.*

By DOUGLAS A EPSTEIN

Signature of Authorized Representative of the Corporation

SECRETARY

Title

This report cannot be accepted for filing if an officer has executed the form and he/she is not listed in section 7.

Form No. 630
Revised 09/07

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