

J JILL GROUP INC

FORM 10-K/A (Amended Annual Report)

Filed 5/2/2000 For Period Ending 12/25/1999

Address	4 BATTERYMARCH PARK STE 200 QUINCY, Massachusetts 02169
Telephone	781-740-2718
CIK	0000910721
Industry	Retail (Catalog & Mail Order)
Sector	Services
Fiscal Year	12/26

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A No. 1

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 25, 1999

OR

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

Commission file number 0-22480

The J. Jill Group, Inc.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

*(State or Other Jurisdiction of
Incorporation or Organization)*

04-2973769

(I.R.S. Employer Identification No.)

4 Batterymarch Park

Quincy, MA

(Address of Principal Executive Offices)

02169

(Zip Code)

Registrant's telephone number, including area code: (617) 376-4300

Explanation:

The response to Item 14, *Exhibits, Consolidated Financial Statement Schedules, and Reports on Form 8-K*, contained in the Report on Form 10-K of The J. Jill Group, Inc. (the "Company") for the fiscal year ended December 25, 1999 is being amended to include in the list of exhibits the Certificate of Amendment of the Restated Certificate of Incorporation of the Company, dated June 1, 1999, and to correct the numbering of certain exhibits.

Item 14. *Exhibits, Consolidated Financial Statement Schedules, and Reports on Form 8-K*

(1) Financial Statements

The financial statements filed as part of this report are listed on the Index to Consolidated Financial Statements on Page 23.

(2) Financial Statement Schedule

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Report of Independent Accountants	43
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(3) Exhibits

Exhibits 10.11 through 10.25 include the Company's compensatory plans or arrangements required to be filed as exhibits pursuant to Item 14 (c) of Form 10-K.

Certificate of Incorporation and By-Laws

- 3.1 Restated Certificate of Incorporation of the Company (included as Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 25, 1993, File No. 0-22480, and incorporated herein by reference)
- 3.2 Certificate of Amendment of Restated Certificate of Incorporation of the Company, dated June 1, 1999 (included as Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 26, 1999, File No. 0-22480, and incorporated herein by reference)
- 3.3 By-Laws of the Company, as amended (included as Exhibit 99.1 to the Company's Current Report on Form 8-K dated November 24, 1999, File No. 0-22480, and incorporated herein by reference)

Material Contracts

- 10.1 Lease Agreement dated September 14, 1989, between the Company and Richard D. Matthews and Richard J. Valentine, Trustees of Bare Cove Realty Trust established u/d/t dated January 10, 1984, as amended (included as Exhibit 10.13 to the Company's Registration Statement on Form S-1, Registration No. 33-67512, and incorporated herein by reference)
- 10.2 Third Amendment to Lease Agreement dated September 14, 1989, between the Company and Richard D. Matthews and Richard J. Valentine, Trustees of Bare Cove Realty Trust established u/d/t dated January 10, 1984, as previously amended (included as Exhibit 10.3 to the Company's Transition Report on Form 10-K for the transition period from June 30, 1996 to December 28, 1996, File No. 0-22480, and incorporated herein by reference)
- 10.3 Fourth Amendment to Lease Agreement dated September 14, 1989, between the Company and Richard D. Matthews and Richard J. Valentine, Trustees of Bare Cove Realty Trust established u/d/t dated January 10, 1984, as previously amended (included as Exhibit 10.4 to the Company's Transition Report on Form 10-K for the transition period from June 30, 1996 to December 28, 1996, File No. 0-22480, and incorporated herein by reference)

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- 10.4 Fifth Amendment to Lease Agreement dated August 27, 1998, between the Company and Richard D. Matthews and Richard J. Valentine, as Trustees of Bare Cove Realty Trust established u/d/t dated January 10, 1984, as amended (included as Exhibit 10.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
 - 10.5 Lease dated August 15, 1997 between the Company and Central NH Realty, Inc. (included as Exhibit 10.27 to the Company's Registration Statement on Form S-2 dated September 10, 1997, File No. 0-22480, and incorporated herein by reference)
 - 10.6 Lease Agreement dated September 18, 1998, between the Company and National Fire Protection Association (included as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)

- 10.7 First Amendment to Lease Agreement, dated June 10, 1999, between the Company and National Fire Protection Association (included as Exhibit 10.1 to the Company's Quarterly report on form 10-Q for the quarter ended June 26, 1999, File No. 0-22480, and incorporated herein by reference)
- 10.8 Second Amendment to Lease Agreement, dated October 29, 1999, between the Company and National Fire Protection Association
- 10.9 Lease dated March 1, 1999 between the Company and Birch Pond Realty Corporation (included as Exhibit 10.10 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.10 Lease dated December 21, 1999, between the Company and iDolls Corporation
- 10.11 Amended and Restated 1993 Incentive and Nonqualified Stock Option Plan (included as Exhibit 10.12 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.12 1998 Employee Stock Purchase Plan (included as Appendix B to the Company's definitive Proxy Statement for its annual meeting of stockholders held on May 28, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.13 1999 Incentive Compensation Plan (included as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.14 Employment Letter Agreement dated December 21, 1995, between the Company and Gordon R. Cooke (included as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 30, 1995, File No. 0-22480, and incorporated herein by reference)
- 10.15 Employment Letter Agreement dated May 7, 1996, between the Company and John J. Hayes (included as Exhibit 10.12 to the Company's Annual Report on Form 10-K for the year ended June 29, 1996, File No. 0-22480, and incorporated herein by reference)
- 10.16 Employment Letter Agreement between the Company and Kevin E. Burns (included as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.17 Employment Letter Agreement dated March 11, 1999, between the Company and Dennis J. Adomaitis (included as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 27, 1999, File No. 0-22480, and incorporated herein by reference)

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- 10.18 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated October 1, 1998 between the Company and Gordon R. Cooke (included as Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
 - 10.19 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated February 22, 1999 between the Company and Kevin Burns (included as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
 - 10.20 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated February 24, 1999 between the Company and Olga Conley (included as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
 - 10.21 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated February 24, 1999 between the Company and Gordon Cooke (included as Exhibit 10.22 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)

- 10.22 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated February 24, 1999 between the Company and John Hayes (included as Exhibit 10.23 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.23 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated February 24, 1999 between the Company and Patricia Lee (included as Exhibit 10.24 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.24 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated February 24, 1999 between the Company and Peter Tulp (included as Exhibit 10.25 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.25 Split Dollar Agreement and Assignment of Life Insurance Policy as Collateral dated November 18, 1999 between the Company and Dennis Adomaitis
- 10.26 Merchant Services Agreement between the Company and Hurley State Bank, dated July 18, 1995 (included as Exhibit 10.21 to the Company's Annual Report on Form 10-K for the fiscal year ended June 24, 1995, File No. 0-22480, and incorporated herein by reference)
- 10.27 Grant of Security Interest in Trademarks dated June 5, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 28, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.28 Real Estate Note dated July 30, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 28, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.29 Mortgage dated July 30, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 28, 1997, File No. 0-22480, and incorporated herein by reference)

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- 10.30 Mortgage (Bridge Mortgage) dated October 31, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 1997, File No. 0-22480, and incorporated herein by reference)
 - 10.31 First Amendment to Security Agreement dated October 31, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 1997, File No. 0-22480, and incorporated herein by reference)
 - 10.32 First Amendment to Mortgage dated October 31, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 1997, File No. 0-22480, and incorporated herein by reference)
 - 10.33 Replacement Revolving Note dated October 31, 1997 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 27, 1997, File No. 0-22480, and incorporated herein by reference)
 - 10.34 Second Amended and Restated Loan Agreement dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.27 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)
 - 10.35 New Bridge Note dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.28 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)

- 10.36 Short Term Revolving Note dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.29 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.37 Second Amendment to Security Agreement dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.30 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.38 Assignment of Certificate of Deposit dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.39 Amended Bridge Mortgage dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.32 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)
- 10.40 Second Amendment to Mortgage (Meredith) dated March 5, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended December 27, 1997, File No. 0-22480, and incorporated herein by reference)

- 10.41 First Amendment to Second Amended and Restated Loan Agreement dated June 30, 1998 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 27, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.42 Second Amendment to Second Amended and Restated Loan Agreement dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.43 Third Amendment to Second Amended and Restated Loan Agreement dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.44 First Amendment to Assignment of Certificate of Deposit dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.45 Second Amendment to Bridge Mortgage dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.46 Third Amendment to Mortgage (Meredith) dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.47 Replacement New Bridge Note dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.48 Replacement Short Term Revolving Note dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.49 Second Replacement Revolving Note dated September 4, 1998, between the Company and Citizens

Bank of Massachusetts (included as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)

- 10.50 Third Amendment to Security Agreement dated September 4, 1998, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.51 Fourth Amendment to Second Amended and Restated Loan Agreement, dated as of December 31, 1998, by and between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.55 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)

- 10.52 Second Amendment to Assignment of Certificate of Deposit, dated as of December 31, 1998, by and between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.56 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.53 Second Replacement New Bridge Note, dated as of December 31, 1998, by and between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.57 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.54 Second Replacement Short Term Revolving Note, dated as of December 31, 1998, by and between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.58 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.55 Fifth Amendment to Second Amended and Restated Loan Agreement, dated March 30, 1999, by and between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.2 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)
- 10.56 Third Amended and Restated Loan Agreement, dated May 4, 1999, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.8 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)
- 10.57 Third Replacement Revolving Note, dated May 4, 1999, between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.9 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)
- 10.58 First Amendment to Third Amended and Restated Loan Agreement between the Company and Citizens Bank of Massachusetts
- 10.59 Master Security Agreement, dated as of December 23, 1998, by and between the Company and Citizens Leasing Corporation (included as Exhibit 10.59 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.60 Amendment No. 1 to the Master Security Agreement, dated as of December 23, 1998, by and between the Company and Citizens Leasing Corporation (included as Exhibit 10.60 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.61 Secured Promissory Note, dated as of December 23, 1998, by and between the Company and Citizens Leasing Corporation (included as Exhibit 10.61 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.62 Secured Promissory Note, dated as of December 23, 1998, by and between the Company and Citizens Leasing Corporation (included as Exhibit 10.62 to the Company's Annual Report on Form 10-K for

the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)

- 10.63 Secured Promissory Note, dated March 30, 1999, between the Company and Citizens Leasing Corporation (included as Exhibit 10.3 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)

- 10.64 Secured Promissory Note, dated March 30, 1999, between the Company and Citizens Leasing Corporation (included as Exhibit 10.4 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)
- 10.65 Mortgage Note dated March 1, 1999 between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.63 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.66 Assignment of Leases and Rents dated March 1, 1999 between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.64 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.67 Mortgage, Assignment of Leases and Rents and Security Agreement dated March 1, 1999 between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.65 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.68 Assignment of Agreements, Permits and Contracts dated March 1, 1999 between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.66 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.69 Indemnification Agreement dated March 1, 1999 between the Company, Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.67 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.70 Guaranty Agreement dated March 1, 1999 between the Company and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.68 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.71 Replacement Reserve Agreement dated March 1, 1999 by and between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.69 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.72 Tenant Improvement and Leasing Commissions Agreement dated March 1, 1999 between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.70 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
- 10.73 Subordination of Mortgage, dated June 28, 1999, between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.2 to the Company's Quarterly report on form 10-Q for the quarter ended June 26, 1999, File No. 0-22480, and incorporated herein by reference)
- 10.74 First Modification of Mortgage, Assignment of Leases and Rents and Security Agreement, dated June 28, 1999, between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.3 to the Company's Quarterly report on form 10-Q for the quarter ended June 26, 1999, File No. 0-22480, and incorporated herein by reference)

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- 10.75 Partial Release, dated June 28, 1999, between Birch Pond Realty Corporation and John Hancock Real Estate Finance, Inc. (included as Exhibit 10.4 to the Company's Quarterly report on form 10-Q for the quarter ended June 26, 1999, File No. 0-22480, and incorporated herein by reference)
 - 10.76 Reaffirmation of Guaranty and Indemnity Agreements, dated June 28, 1999, between the Company and Birch Pond Realty Corporation in favor of John Hancock Real Estate Finance, Inc. (included as Exhibit 10.5 to the Company's Quarterly report on form 10-Q for the quarter ended June 26, 1999, File No. 0-22480, and incorporated herein by reference)
 - 10.77 Consent Agreement dated March 1, 1999 between the Company and Citizens Bank of Massachusetts (included as Exhibit 10.71 to the Company's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, File No. 0-22480, and incorporated herein by reference)
 - 10.78 Loan Agreement, dated March 30, 1999, between the Company and Belknap County Economic Development Council, Inc. (included as Exhibit 10.5 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)
 - 10.79 Security Agreement, dated March 30, 1999, between the Company and Belknap County Economic Development Council, Inc. (included as Exhibit 10.6 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)
 - 10.80 Note, dated March 30, 1999, between the Company and Belknap County Economic Development Council, Inc. (included as Exhibit 10.7 to the Company's Quarterly report on Form 10-Q for the quarter ended March 27, 1999, file No. 0-22480, and incorporated herein by reference)

List of Subsidiaries of the registrant

- 21.1 List of Subsidiaries of the registrant at December 25, 1999

Consent of Experts and Counsel

- 23.1 Consent of PricewaterhouseCoopers LLP dated March 23, 2000

Financial Data Schedules

- 27.1 Financial Data Schedule for the year ended December 25, 1999
- 27.2 Restated Financial Data Schedule for the quarter ended September 25, 1999
- 27.3 Restated Financial Data Schedule for the quarter ended June 26, 1999
- 27.4 Restated Financial Data Schedule for the quarter ended March 27, 1999
- 27.5 Restated Financial Data Schedule for the year ended December 26, 1998
- 27.6 Restated Financial Data Schedule for the quarter ended September 26, 1998
- 27.7 Restated Financial Data Schedule for the quarter ended June 27, 1998
- 27.8 Restated Financial Data Schedule for the quarter ended March 28, 1998
- 27.9 Restated Financial Data Schedule for the year ended December 27, 1997

(4) Reports on Form 8-K

The Company filed the following reports on Form 8-K during the quarter ended December 25, 1999.

- 1) A report dated October 4, 1999 to file a copy of a press release issued by the Company regarding expected third quarter 1999 results, updates to its retail and internet strategies, announcing a new strategic alliance, and announcing its plan to discontinue its *Nicole Summers* concept.
- 2) A report dated November 19, 1999 disclosing the Company's by-laws as amended.

SIGNATURES

Pursuant to the requirements of Section 13 of 15(d) 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.

The J. Jill Group, Inc.

Dated: May 2, 2000

By: /s/ OLGA L. CONLEY

Olga L. Conley

Senior Vice President—Finance, Chief
Financial Officer and Treasurer
(*Principal Financial Officer*)

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