

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>08/30/2013</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>FILENE'S BASEMENT, INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>08/01/1988</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>08/01/1988</u>	
1b Three-digit plan number (PN) ▶	<u>001</u>				
1c Effective date of plan <u>08/01/1988</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>DSW, INC.</u> <u>810 DSW DRIVE</u> <u>COLUMBUS, OH 43219</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>20-0090238</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>614-872-1300</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>448140</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>20-0090238</u>	2c Sponsor's telephone number <u>614-872-1300</u>	2d Business code (see instructions) <u>448140</u>	
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2c Sponsor's telephone number <u>614-872-1300</u>					
2d Business code (see instructions) <u>448140</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	06/13/2014 Date	KURT GATTERDAM Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	892
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).			
a Active participants		6a	0
b Retired or separated participants receiving benefits		6b	0
c Other retired or separated participants entitled to future benefits		6c	0
d Subtotal. Add lines 6a , 6b , and 6c		6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	0
f Total. Add lines 6d and 6e		6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1H 1I 3D 3H			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☒ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☒ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning **01/01/2013** and ending **08/30/2013**

A Name of plan FILENE'S BASEMENT, INC. PENSION PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 DSW, INC.	D Employer Identification Number (EIN) 20-0090238

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

DUNBAR, BENDER & ZAPF, INC.

25-1650062

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	87550	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

HUNTINGTON NATIONAL BANK

31-0966785

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 51 64	NONE	48919	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

QUEST RESEARCH GROUP, LLC

P.O. BOX 520
LEXINGTON, MI 48450

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
49	NONE	11369	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>08/30/2013</u>		
A Name of plan <u>FILENE'S BASEMENT, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DSW, INC.</u>	D Employer Identification Number (EIN) <u>20-0090238</u>	

Part I	Asset and Liability Statement
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1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	5027438	0
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)	26512	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)	6320289	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	12231051	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	23605290	0

Liabilities

g Benefit claims payable	1g	101018	0
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	101018	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	23504272	0
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	1636	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1636
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	165902	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		165902
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-301953
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		-134415

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	23186934	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		23186934
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	99211	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	46248	
(4) Other	2i(4)	37464	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		182923
j Total expenses. Add all expense amounts in column (b) and enter total	2j		23369857

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-23504272
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: SCHNEIDER DOWNS & CO., INC.

(2) EIN: 25-1408703

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)			
4d		X	
e Was this plan covered by a fidelity bond?	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X	
4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	X		
4k	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☒ Yes ☐ No Amount: 0

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 08/30/2013

A Name of plan <u>FILENE'S BASEMENT, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>DSW, INC.</u>	D Employer Identification Number (EIN) <u>20-0090238</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-1867445</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>892</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

FILENE'S BASEMENT, INC. PENSION PLAN

Columbus, Ohio

Financial Statements

and

Supplementary Financial Information

As of August 30, 2013 and December 31, 2012 and
for the period January 1, 2013 to August 30, 2013 and
for the year ended December 31, 2012
(Liquidation Basis)

and Independent Auditors' Report Thereon



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INDEPENDENT AUDITORS' REPORT

Plan Committee of
Filene's Basement, Inc. Pension Plan
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Filene's Basement, Inc. Pension Plan (Plan), which comprise the statements of net assets available for plan benefits (Liquidation Basis) as of August 30, 2013 and December 31, 2012, and the related statements of changes in net assets available for plan benefits (Liquidation Basis) for the period January 1, 2013 to August 30, 2013 and for the year ended December 31, 2012, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Huntington National Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of August 30, 2013 and December 31, 2012 and for the period January 1, 2013 to August 30, 2013 and for the year ended December 31, 2012, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Emphasis of Matter

As described in Note 4 to the financial statements, the Plan Sponsor's sole member approved a resolution on December 1, 2011 to terminate the Plan effective March 11, 2012. In accordance with accounting principles generally accepted in the United States of America, the Plan's financial statements have been prepared using the liquidation basis to determine the amounts at which investments in insurance contracts and the accumulated benefit information are stated. Our opinion is not modified with respect to this matter.

Other Matter

The supplemental schedule of Reportable Transactions is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Schneider Downs & Co., Inc.

Columbus, Ohio
June 11, 2014

FILENE'S BASEMENT, INC. PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR PLAN BENEFITS
(LIQUIDATION BASIS)

	August 30, 2013	December 31, 2012
ASSETS		
Cash	-	\$ 124,356
Investments:		
Mutual funds	-	12,231,051
Money market	-	6,195,933
Employer contribution receivable	-	5,027,438
Due from Plan Sponsor	-	12,719
Accrued income	-	26,512
Total Assets	-	23,618,009
LIABILITIES		
Accrued expenses	-	62,711
Total Liabilities	-	62,711
Net Assets Available For Plan Benefits	-	\$ 23,555,298

See notes to financial statements.

FILENE'S BASEMENT, INC. PENSION PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS
(LIQUIDATION BASIS)

	Period January 1, 2013 to August 30, 2013	Year ended December 31, 2012
ADDITIONS TO NET ASSETS ATTRIBUTABLE TO:		
Employer contributions	-	\$ 7,427,438
Investment income - interest and dividends	\$ 141,025	730,545
Net appreciation in fair value of investments	-	701,690
Other income	-	12,719
Total Additions	141,025	8,872,392
DEDUCTIONS FROM NET ASSETS ATTRIBUTABLE TO:		
Net depreciation in fair value of investments	288,159	-
Benefits paid directly to participants	15,668,390	969,102
Administrative expenses	120,212	172,014
Total Deductions	16,076,761	1,141,116
Net (Decrease) Increase	(15,935,736)	7,731,276
NET ASSETS TRANSFERRED OUT	7,619,562	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS		
Beginning of year	23,555,298	15,824,022
End of year	-	\$ 23,555,298

See notes to financial statements.

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The following brief description of the Filene's Basement, Inc. Pension Plan (Plan) is provided for general information purposes only. Participants should refer to the Plan document for complete information.

General - In August 1988, the Plan, a noncontributory defined benefit pension plan, was established for the benefit of eligible employees of Filene's Basement. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). During 2009, Retail Ventures, Inc. (the Parent) disposed of its ownership interest in Filene's Basement, Inc. (the Plan Sponsor). Subsequently, the Plan Sponsor filed for protection under Chapter 11 of the U.S. Bankruptcy Code. Pursuant to the settlement agreements, the Parent assumed the role of the Plan Sponsor effective November 3, 2009. In 2011, the Parent merged with, and became a wholly owned subsidiary of, DSW Inc., which assumed the role of Plan Sponsor effective May 26, 2011. The Plan has been frozen since April 30, 2000. Thereafter, no benefits have been accrued. On December 1, 2011, the Plan Sponsor's sole member passed a resolution to terminate the Plan effective March 11, 2012 (see Note 4). The termination of the Plan has been approved by the Internal Revenue Service (IRS) and the Pension Benefit Guaranty Corporation (PBGC) in accordance with applicable law, and distributions triggered by the plan termination were made accordingly.

Upon termination of the Plan, the PBGC took over as statutory trustee of the Plan for certain participants that could not be located. As part of the termination of the Plan, participants, beneficiaries, and alternate payees (under a qualified domestic relations order) who already were receiving monthly plan benefit payments could elect to receive a lump sum distribution or to continue to receive the same monthly benefits to which they were entitled under the Plan; however, future monthly benefits will be paid by an insurance company from a group annuity contract. Any participant not yet receiving plan benefits was given the option to take a lump sum, deferred annuity, or an immediate annuity. If an annuity option was selected, the participant will receive benefits through the group annuity contract. Approximately \$7,620,000 was transferred from the Plan to purchase a group annuity contract with an insurance company to pay future monthly plan benefits. This amount is reported as net assets transferred out on the statements of changes in net assets available for plan benefits.

If the benefit to which a participant, beneficiary or alternate payee is entitled under the Plan did not exceed \$1,000, the benefit was paid in a single lump sum when benefits were distributed as part of the termination of the Plan.

Contributions - The minimum annual employer contribution is based on an actuarial calculation of the Plan's normal cost for the year, plus amortization of past service costs. The Plan meets the ERISA minimum funding standards. No employer contributions were made in 2013. Employer contributions of \$7,427,438 were made in 2012.

Vesting - All active participants who were employed on April 30, 2000 became fully vested on that date (see Note 4). Participants terminated from employment prior to April 30, 2000 were vested based on a five-year cliff schedule.

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Retirement Benefits - A participant can retire with full pension benefits at the normal retirement age of 65 with five years of vesting service. Participants can retire as early as age 55 with a reduced pension benefit if the participant has ten years of vesting service. Vesting service is generally the period beginning on the employee's employment commencement date (or reemployment commencement date) and ending on the employee's severance from service date.

Death and Disability Benefits - Death and disability benefit payments are calculated based upon the following:

If a married participant who meets the retirement benefit requirements dies before retirement, a monthly benefit payment is payable to the surviving spouse. The benefit equals one-half of the participant's vested accrued pension benefits, actuarially reduced to reflect the election of the 50% survivor form of payment. The participant's vested accrued benefit is calculated as if he/she retired on the date of his/her death.

If an unmarried participant who meets the retirement benefit requirements dies before retirement, a lump-sum payment shall be paid to his/her beneficiary. The benefit equals the greater of \$5,000 or the present value of the benefit that would have been payable to the participant if he/she had retired on the date of his/her death.

If a participant becomes disabled while an employee, a monthly benefit payment is payable provided that the participant is within the ten-year period immediately preceding his/her normal retirement date. The benefit equals the participant's vested accrued benefit actuarially reduced by each month the benefit commencement date precedes his/her normal retirement date.

Administrative Expenses - Administrative expenses of the Plan, including trustee, actuarial and audit fees, are paid for by the Plan.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

Basis of Accounting - As a result of the termination of the Plan (see Note 4), the Plan adopted the liquidation basis of accounting in presenting the 2013 and 2012 financial statements. Under the liquidation basis of accounting, assets and liabilities are stated at their estimated net realizable values. The adoption of the liquidation basis of accounting did not have a significant impact on the Plan's financial statements.

Use of Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets, liabilities, and changes therein; disclosure of contingent assets and liabilities; and the actuarial present value of accumulated plan benefits at the date of the financial statements, and changes therein. Actual results could differ from those estimates.

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation and Income Recognition - Investments are reported at estimated net realizable value under the liquidation basis of accounting.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the reporting period.

Payment of Benefits - Benefit payments are defined in the Plan document and are based on a participant's average compensation and years of service. Benefits are recorded when paid either as a lump-sum distribution or as an annuity. After April 30, 2000, no further benefits were accrued.

Subsequent Events - The Plan has evaluated subsequent events through June 11, 2014, the date the financial statements were available to be issued.

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to the service employees have rendered. These payments include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are accumulated based on a percentage of average monthly compensation depending on length of service, up to a maximum of 30 years. The accumulated plan benefits for active employees are based on the benefit formula in effect on the date the Plan was frozen. Benefits payable under all circumstances (retirement, death, disability and termination of employment) are included, to the extent they are deemed attributable to employee service rendered prior to April 30, 2000. Benefits to be provided via annuity contracts excluded from Plan assets are excluded from accumulated plan benefits.

The actuarial present value of accumulated plan benefits is determined by the Plan's independent actuary from Dunbar, Bender & Zapf, Inc., using the unit credit cost method in 2013, and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuation as of January 1, 2013 were:

- Life expectancy of participants: RP 2000 Annuitant Table.
- Retirement age assumption of 65 or attained age if later, for all participants.
- Assumed compensation increases were not applicable due to the Plan being frozen as of April 30, 2000.
- Interest rates required under Internal Revenue Code (IRC) Section 417(e)(3); 1.02% (Segment 1, short-term), 3.71% (Segment 2, medium-term), and 4.67% (Segment 3, long-term).

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 3 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (Continued)

The actuarial present value of accumulated plan benefits on a termination basis as of January 1, 2013 is as follows:

Accumulated plan benefits:	
Actuarial present value of accumulated plan benefits -	
Vested benefits:	
Retired participants	\$ 9,412,727
Deferred vested	<u>12,321,050</u>
 Total Actuarial Present Value Of Accumulated Plan Benefits	 <u>\$ 21,733,777</u>

The change in actuarial present value of accumulated plan benefits for the year ended January 1, 2013 is as follows:

Change in accumulated plan benefits:	
Actuarial present value of accumulated plan benefits - beginning of year	\$ 16,410,655
Increase (decrease) during the year attributable to:	
Decrease in discount period	1,556,419
Change in actuarial assumptions	5,169,012
Actuarial gain	(422,856)
Benefits paid	<u>(979,453)</u>
 Actuarial Present Value Of Accumulated Plan Benefits - End Of Year	 <u>\$ 21,733,777</u>

NOTE 4 - PLAN TERMINATION

The Plan Sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions set forth in ERISA. The Plan Sponsor's sole member passed a resolution on December 1, 2011 to terminate the Plan effective March 11, 2012. Upon notice of plan termination, all participants became fully vested in their accrued benefits.

NOTE 5 - INVESTMENTS

There are no investments that represent 5% or more of the Plan's net assets at August 30, 2013. The following presents investments that represent 5% or more of the Plan's net assets at December 31, 2012:

PIMCO Total Return Fund- Institutional Class	\$ 12,231,051
Huntington Money Market Fund II	6,195,933

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 5 - INVESTMENTS (Continued)

During 2013 and 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) as follows:

	<u>2013</u>	<u>2012</u>
Index Mutual Fund	-	\$ 133,216
Bond Fund	\$ <u>(275,441)</u>	<u>568,474</u>
Net (Depreciation) Appreciation in Fair Value of Investments	\$ <u>(275,441)</u>	\$ <u>701,690</u>

NOTE 6 - FAIR VALUE MEASUREMENTS

The Fair Value Measurement and Disclosure topic of the FASB Accounting Standards Codification provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under the standard are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability; and
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in the methodologies used at for assets measured at fair value. There have been no changes in the methodologies used at August 30, 2013 and December 31, 2012.

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 6 - FAIR VALUE MEASUREMENTS (Continued)

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Money Market: Valued at the NAV of shares held by the Plan at year-end.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012:

Assets at Fair Value as of December 31, 2012				
	Level 1	Level 2	Level 3	Total
Bond fund	\$ 12,231,051	-	-	\$ 12,231,051
Money market	6,195,933	-	-	6,195,933
Total Assets At Fair Value	<u>\$ 18,426,984</u>	<u>-</u>	<u>-</u>	<u>\$ 18,426,984</u>

NOTE 7 - TAX STATUS

The IRS has determined and informed the Plan Sponsor by a letter dated July 26, 2002 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The Plan obtained its latest determination letter on April 3, 2013, in which the IRS states that the termination of the Plan does not adversely affect its qualification.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of August 30, 2013, there are no uncertain positions taken by the Plan, and has concluded that as of August 30, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The Plan administrator believes that the Plan is no longer subject to income tax examinations for years prior to 2010.

During 2012, the Plan underwent a DOL audit, and the auditor determined that certain expenses that should have been paid by the Plan Sponsor were paid from Plan assets. As a result, at December 31, 2012, a receivable from the Plan Sponsor is recorded on the statements of net assets available for plan benefits. In 2013, the amount was repaid to the Plan.

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 8 - RELATED-PARTY TRANSACTIONS

The Plan invests in money market funds of Huntington National Bank. These investments and transactions in these investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA.

NOTE 9 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The trustee of the Plan, Huntington National Bank, certified that certain information is complete and accurate. Such information includes the composition, cost and current value of investments and income receivable reported in the statements of net assets available for plan benefits and interest and dividend income and net appreciation in fair value of investments reported in the statements of changes in net assets available for plan benefits.

FILENE'S BASEMENT, INC. PENSION PLAN

NOTES TO FINANCIAL STATEMENTS
AUGUST 30, 2013 AND DECEMBER 31, 2012

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of the financial statements at August 30, 2013 to Form 5500:

	<u>2013</u>
Administrative expenses per financial statements	\$ 120,212
Current-year accrued expenses not included in Form 5500	-
Prior-year accrued expenses not included in Form 5500	<u>62,711</u>
Administrative expenses per Form 5500	\$ <u>182,923</u>
Benefits paid directly to participants per financial statements	\$ 15,676,879
Net assets transferred out per financial statements	7,611,073
Current-year accrued benefits payable per Form 5500	-
Prior-year accrued benefits payable per Form 5500	<u>(101,018)</u>
Benefits paid directly to participants per Form 5500	\$ <u>23,186,934</u>
Net decrease per financial statements	\$ 15,944,225
Net assets transferred out per financial statements	7,611,073
Prior-year accrued benefits payable per Form 5500	(101,018)
Prior-year accrued expenses not included in Form 5500	62,711
Prior-year due from plan sponsor not included in Form 5500	<u>(12,719)</u>
Net loss per Form 5500	\$ <u>23,504,272</u>

SUPPLEMENTARY FINANCIAL INFORMATION

FILENE'S BASEMENT, INC. PENSION PLAN

EIN 20-0090238

PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE PERIOD JANUARY 1, 2013 TO AUGUST 30, 2013

Single transactions involving an amount in excess of 5% of the current value of plan assets:

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
PIMCO	PIMCO Total Return Fund - Instl Cl	\$ 1,000,000	-	-	\$ 1,000,000	\$ 1,000,000	-
Huntington	Huntington Money Market Fund II	-	\$ 5,218,696	-	5,218,696	5,218,696	-
Huntington	Huntington Treasury Money Market II	5,218,696	-	-	5,218,696	5,218,696	-
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	996,551	1,000,000	\$ 3,449
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	997,439	1,000,000	2,561
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	993,017	1,000,000	6,983
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	990,383	1,000,000	9,617
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	991,260	1,000,000	8,740
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	997,439	1,000,000	2,561
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	1,018,294	1,000,000	(18,294)
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	1,047,824	1,000,000	(47,824)
PIMCO	PIMCO Total Return Fund - Instl Cl	-	1,000,000	-	1,046,845	1,000,000	(46,845)
PIMCO	PIMCO Total Return Fund - Instl Cl	-	3,955,610	-	4,106,369	3,955,610	(150,759)
Huntington	Huntington Treasury Money Market II	-	2,773,829	-	2,773,829	2,773,829	-

See independent auditors' report.

FILENE'S BASEMENT, INC. PENSION PLAN

EIN 20-0090238

PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE PERIOD JANUARY 1, 2013 TO AUGUST 30, 2013

Series transactions involving an amount in excess of 5% of the current value of plan assets:

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price		(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
PIMCO	PIMCO Total Return Fund - Instl Cl	\$ 1,000,000	-	(A)	-	\$ 1,000,000	\$ 1,000,000	-
PIMCO	PIMCO Total Return Fund - Instl Cl	-	\$ 12,955,610	(B)	-	13,185,422	12,955,610	\$ (229,812)
Huntington	Huntington Money Market Fund II	-	5,218,696	(C)	-	5,218,696	5,218,696	-
Huntington	Huntington Treasury Money Market II	5,218,696	-	(D)	-	5,218,696	5,218,696	-
Huntington	Huntington Treasury Money Market II	-	2,773,829	(E)	-	2,773,829	2,773,829	-

(A) Consists of 1 purchase transaction

(B) Consists of 10 sales transactions

(C) Consists of 1 sales transaction

(D) Consists of 1 purchase transaction

(E) Consists of 1 sales transaction

See independent auditors' report.

Schedule H, Line 4j

Schedule of Reportable Transactions

Name of Employer: ► Filene's Basement, Inc. Pension Plan

Employer Identification Number (EIN): ► 20-0090238

Three-digit plan number: ► 001

For the plan year beginning/ending: ► 01/01/2013 / 8/30/2013

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase Price	(d) Selling price	(e) Lease rental	(f) Expense incurred with transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Individual Transactions:								
Huntington	Money Market Fund II		5,218,696			5,218,696	5,218,696	0
Huntington	Money Market Fund II		2,023,246			2,023,246	2,023,246	0
Huntington	Money Market Fund II		2,028,931			2,028,931	2,028,931	0
Huntington	Money Market Fund II		2,029,638			2,029,638	2,029,638	0
Huntington	Money Market Fund II		2,015,537			2,015,537	2,015,537	0
Huntington	Money Market Fund II		5,286,057			5,286,057	5,286,057	0
Huntington	Pimco Total Return Fund - Institutional Class		2,000,000			1,993,990	2,000,000	6,010
Huntington	Pimco Total Return Fund - Institutional Class		2,000,000			1,983,401	2,000,000	16,599
Huntington	Pimco Total Return Fund - Institutional Class		2,000,000			1,988,699	2,000,000	11,301
Huntington	Pimco Total Return Fund - Institutional Class		2,000,000			2,066,118	2,000,000	(66,118)
Huntington	Pimco Total Return Fund - Institutional Class		4,955,610			5,153,214	4,955,610	(197,604)
Huntington	Money Market Fund		5,288,511			5,288,511	5,288,511	0
Huntington	Money Market Fund II		1,750,324			1,750,324	1,750,324	0
Huntington	Money Market Fund II		7,809,195			7,809,195	7,809,195	0
Huntington	Money Market Fund II		8,740,466			8,740,466	8,740,466	0
Series of Transactions:								
Huntington	Pimco Total Return Fund - Institutional Class	1,000,000				1,000,000	1,000,000	0
Huntington	Pimco Total Return Fund - Institutional Class		12,955,610			13,185,422	12,955,610	(229,812)
Huntington	Money Market Fund	172,324				172,324	172,324	0
Huntington	Money Market Fund		6,368,257			6,368,257	6,368,257	0
Huntington	Money Market Fund II	18,602,104				18,602,104	18,602,104	0
Huntington	Money Market Fund II		18,602,104			18,602,104	18,602,104	0