

EXHIBIT A

THE GYMBOREE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands)
(Unaudited)

	13 Weeks Ended		26 Weeks Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Net sales:				
Retail	\$ 253,376	\$ 278,944	\$ 512,500	\$ 559,821
Gymboree Play & Music	7,319	6,260	14,151	12,588
Retail Franchise	3,608	5,712	9,662	11,290
Total net sales	<u>264,303</u>	<u>290,916</u>	<u>536,313</u>	<u>583,699</u>
Cost of goods sold, including buying and occupancy expenses	<u>(167,939)</u>	<u>(183,830)</u>	<u>(331,591)</u>	<u>(355,640)</u>
Gross profit	96,364	107,086	204,722	228,059
Selling, general and administrative expenses	<u>(107,140)</u>	<u>(102,023)</u>	<u>(209,430)</u>	<u>(206,152)</u>
Operating (loss) income	(10,776)	5,063	(4,708)	21,907
Interest income	68	61	115	102
Interest expense	(20,455)	(20,467)	(40,829)	(40,869)
Other income (expense), net	<u>(134)</u>	<u>(111)</u>	<u>(502)</u>	<u>(102)</u>
Loss before income taxes	(31,297)	(15,454)	(45,924)	(18,962)
Income tax (expense) benefit	<u>(1,556)</u>	<u>6,129</u>	<u>(1,932)</u>	<u>6,789</u>
Net loss	(32,853)	(9,325)	(47,856)	(12,173)
Net loss (income) attributable to noncontrolling interest	1,700	(25)	3,272	287
Net loss attributable to The Gymboree Corporation	<u>\$ (31,153)</u>	<u>\$ (9,350)</u>	<u>\$ (44,584)</u>	<u>\$ (11,886)</u>

EXHIBIT B

THE GYMBOREE CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands)
(Unaudited)

	August 2, 2014	February 1, 2014	August 3, 2013
ASSETS			
Current assets:			
Cash and cash equivalents	\$ 24,879	\$ 39,429	\$ 26,831
Accounts receivable	21,129	21,882	26,916
Merchandise inventories	223,694	175,495	214,981
Prepaid income taxes	3,076	1,979	4,037
Prepaid expenses	19,684	18,801	18,081
Deferred income taxes	8,172	13,454	36,378
Total current assets	<u>300,634</u>	<u>271,040</u>	<u>327,224</u>
Property and equipment, net	196,667	206,308	206,460
Goodwill	758,777	758,777	898,983
Other intangible assets, net	558,210	559,824	577,782
Deferred financing costs	29,091	32,455	36,819
Other assets	9,835	11,700	8,293
Total assets	<u>\$ 1,853,214</u>	<u>\$ 1,840,104</u>	<u>\$ 2,055,561</u>
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities:			
Accounts payable	\$ 112,638	\$ 101,959	\$ 100,794
Accrued liabilities	86,231	100,303	93,947
Line of credit	64,000	-	-
Current obligation under capital lease	527	503	-
Total current liabilities	<u>263,396</u>	<u>202,765</u>	<u>194,741</u>
Long-term liabilities:			
Long-term debt	1,113,893	1,113,742	1,138,595
Long-term obligation under capital lease	3,133	3,402	-
Lease incentives and other liabilities	52,664	50,432	45,529
Unrecognized tax benefits	6,475	6,157	8,894
Deferred income taxes	209,220	214,464	229,548
Total liabilities	<u>1,648,781</u>	<u>1,590,962</u>	<u>1,617,307</u>
Stockholders' equity	204,433	249,142	438,254
Total liabilities and stockholders' equity	<u>\$ 1,853,214</u>	<u>\$ 1,840,104</u>	<u>\$ 2,055,561</u>

EXHIBIT C

THE GYMBOREE CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	26 Weeks Ended	
	August 2, 2014	August 3, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (47,856)	\$ (12,173)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	22,534	23,684
Amortization of deferred financing costs and accretion of original issue discount	3,515	3,362
Interest rate cap contracts - adjustment to market	932	432
Loss on disposal/impairment of assets	3,883	1,949
Deferred income taxes	36	(9,498)
Share-based compensation expense	2,269	2,974
Other	21	-
Change in assets and liabilities:		
Accounts receivable	739	645
Merchandise inventories	(48,576)	(16,803)
Prepaid income taxes	(1,095)	(1,166)
Prepaid expenses and other assets	(174)	(1,083)
Accounts payable	10,673	10,661
Accrued liabilities	(12,822)	(456)
Lease incentives and other liabilities	3,472	8,062
Net cash (used in) provided by operating activities	<u>(62,449)</u>	<u>10,590</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	(16,523)	(23,228)
Other	(66)	(162)
Net cash used in investing activities	<u>(16,589)</u>	<u>(23,390)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from ABL facility	218,000	-
Payments on ABL facility	(154,000)	-
Payments on capital lease	(246)	-
Dividend payment to Parent	-	(201)
Capital contribution received by noncontrolling interest	992	6,506
Net cash provided by financing activities	<u>64,746</u>	<u>6,305</u>
Effect of exchange rate fluctuations on cash and cash equivalents	(258)	(2)
Net decrease in cash and cash equivalents	<u>(14,550)</u>	<u>(6,497)</u>
CASH AND CASH EQUIVALENTS:		
Beginning of period	39,429	33,328
End of period	<u>\$ 24,879</u>	<u>\$ 26,831</u>

EXHIBIT D

THE GYMBOREE CORPORATION
RECONCILIATION OF NON-GAAP FINANCIAL MEASURES
(In thousands)
(Unaudited)

ADJUSTED EBITDA:

The Company defines "Adjusted EBITDA" as net income (loss) attributable to The Gymboree Corporation before interest expense, interest income, income tax expense/benefit, and depreciation and amortization ("EBITDA") adjusted for other items, including non-cash share-based compensation, loss on disposal/impairment of assets, sponsor management fees and expenses, as well as the impact of purchase accounting adjustments resulting from the acquisition of the Company by investment funds sponsored by Bain Capital Partners, LLC (the "Acquisition"), non-recurring and unusual items.

Adjusted EBITDA is not a performance measure under U.S. generally accepted accounting principles ("GAAP"), but is considered an important supplemental measure of the Company's performance and is believed to be used frequently by securities analysts, investors and other interested parties in the evaluation of similar retail companies. Adjusted EBITDA is not a presentation made in accordance with GAAP and the Company's computation of Adjusted EBITDA may vary from others in the industry. Adjusted EBITDA should not be considered an alternative to operating income or net income, as a measure of operating performance or cash flow, or as a measure of liquidity. Adjusted EBITDA has important limitations as an analytical tool and should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP.

The table below provides a reconciliation of net loss attributable to The Gymboree Corporation to Adjusted EBITDA:

	13 Weeks Ended		26 Weeks Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Net loss attributable to The Gymboree Corporation	\$ (31,153)	\$ (9,350)	\$ (44,584)	\$ (11,886)
Reconciling items (a):				
Interest expense	20,455	20,467	40,829	40,869
Interest income	(14)	(47)	(66)	(73)
Income tax expense (benefit)	791	(5,854)	1,390	(6,715)
Depreciation and amortization (b)	11,018	10,662	21,804	23,282
Non-cash share-based compensation expense	993	1,477	2,269	2,974
Loss on disposal/impairment on assets	3,525	1,571	3,855	1,871
Acquisition-related adjustments (c)	2,963	3,899	5,907	7,992
Other (d)	983	1,974	188	2,463
Adjusted EBITDA	\$ 9,561	\$ 24,799	\$ 31,592	\$ 60,777

(a) Excludes amounts related to noncontrolling interest, which are already excluded from net loss attributable to The Gymboree Corporation.

(b) Includes the following:

Amortization of intangible assets (impacts SG&A)	\$ 383	\$ 384	\$ 767	\$ 2,642
Amortization of below and above market leases (impacts COGS)	(240)	(376)	(487)	(762)
	\$ 143	\$ 8	\$ 280	\$ 1,880

(c) Includes the following:

Additional rent expense recognized due to the elimination of deferred rent and construction allowances in purchase accounting (impacts COGS)	\$ 2,063	\$ 2,226	\$ 4,131	\$ 4,458
Sponsor fees, legal and accounting, as well as other costs incurred as a result of the Acquisition or refinancing (impacts SG&A)	900	975	1,776	2,095
Decrease in net sales due to the elimination of deferred revenue related to the Company's co-branded credit card program in purchase accounting (impacts net sales)	-	698	-	1,439
	\$ 2,963	\$ 3,899	\$ 5,907	\$ 7,992

(d) Other is comprised of a non-recurring change in reserves, restructuring charges, and executive-related hiring expenses.

OTHER NON-GAAP FINANCIAL MEASURES:

	13 Weeks Ended		26 Weeks Ended	
	August 2, 2014	August 3, 2013	August 2, 2014	August 3, 2013
Gross profit as reported	\$ 96,364	\$ 107,086	\$ 204,722	\$ 228,059
Acquisition-related adjustments	1,823	2,548	3,644	5,135
Adjusted gross profit excluding Acquisition-related adjustments (non-GAAP measure)	\$ 98,187	\$ 109,634	\$ 208,366	\$ 233,194

	13 Weeks Ended		26 Weeks Ended	
	August 2, 2014	August 2, 2014	August 2, 2014	August 2, 2014
SG&A as reported	\$ (107,140)	\$ (102,023)	\$ (209,430)	\$ (206,152)
Acquisition-related adjustments	1,283	1,359	2,543	4,737
Other adjustments	983	1,974	188	2,463
	2,266	3,333	2,731	7,200
Adjusted SG&A excluding Acquisition-related and other adjustments (non-GAAP measure)	\$ (104,874)	\$ (98,690)	\$ (206,699)	\$ (198,952)

EXHIBIT E

THE GYMBOREE CORPORATION
CONDENSED CONSOLIDATING STATEMENTS OF OPERATIONS
(In thousands)
(Unaudited)

For the 13 Weeks Ended August 2, 2014

	Balance Before Consolidation of VIEs	VIEs*	Eliminations	As Reported
Net sales	\$ 259,392	\$ 6,246	\$ (1,335)	\$ 264,303
Cost of goods sold, including buying and occupancy expenses	(166,259)	(2,011)	331	(167,939)
Gross profit	93,133	4,235	(1,004)	96,364
Selling, general and administrative expenses	(102,881)	(5,241)	982	(107,140)
Operating loss	(9,748)	(1,006)	(22)	(10,776)
Other non operating (expense) income	(20,592)	71	-	(20,521)
Loss before income taxes	(30,340)	(935)	(22)	(31,297)
Income tax expense	(791)	(765)	-	(1,556)
Net loss	(31,131)	(1,700)	(22)	(32,853)
Net loss attributable to noncontrolling interest	-	1,700	-	1,700
Net loss attributable to The Gymboree Corporation	<u>\$ (31,131)</u>	<u>\$ -</u>	<u>\$ (22)</u>	<u>\$ (31,153)</u>

For the 13 Weeks Ended August 3, 2013

	Balance Before Consolidation of VIEs	VIEs*	Eliminations	As Reported
Net sales	\$ 287,145	\$ 4,998	\$ (1,227)	\$ 290,916
Cost of goods sold, including buying and occupancy expenses	(182,693)	(1,341)	204	(183,830)
Gross profit	104,452	3,657	(1,023)	107,086
Selling, general and administrative expenses	(99,131)	(3,930)	1,038	(102,023)
Operating income (loss)	5,321	(273)	15	5,063
Other non operating (expense) income	(20,540)	23	-	(20,517)
Loss before income taxes	(15,219)	(250)	15	(15,454)
Income tax benefit	5,854	275	-	6,129
Net (loss) income	(9,365)	25	15	(9,325)
Net income attributable to noncontrolling interest	-	(25)	-	(25)
Net loss attributable to The Gymboree Corporation	<u>\$ (9,365)</u>	<u>\$ -</u>	<u>\$ 15</u>	<u>\$ (9,350)</u>

For the 26 Weeks Ended August 2, 2014

	Balance Before Consolidation of VIEs	VIEs*	Eliminations	As Reported
Net sales	\$ 528,536	\$ 11,650	\$ (3,873)	\$ 536,313
Cost of goods sold, including buying and occupancy expenses	(328,697)	(3,313)	419	(331,591)
Gross profit	199,839	8,337	(3,454)	204,722
Selling, general and administrative expenses	(201,841)	(11,034)	3,445	(209,430)
Operating loss	(2,002)	(2,697)	(9)	(4,708)
Other non operating expense	(41,183)	(33)	-	(41,216)
Loss before income taxes	(43,185)	(2,730)	(9)	(45,924)
Income tax expense	(1,390)	(542)	-	(1,932)
Net loss	(44,575)	(3,272)	(9)	(47,856)
Net loss attributable to noncontrolling interest	-	3,272	-	3,272
Net loss attributable to The Gymboree Corporation	<u>\$ (44,575)</u>	<u>\$ -</u>	<u>\$ (9)</u>	<u>\$ (44,584)</u>

For the 26 Weeks Ended August 3, 2013

	Balance Before Consolidation of VIEs	VIEs*	Eliminations	As Reported
Net sales	\$ 576,625	\$ 9,632	\$ (2,558)	\$ 583,699
Cost of goods sold, including buying and occupancy expenses	(353,475)	(2,571)	406	(355,640)
Gross profit	223,150	7,061	(2,152)	228,059
Selling, general and administrative expenses	(200,762)	(7,576)	2,186	(206,152)
Operating income (loss)	22,388	(515)	34	21,907
Other non operating (expense) income, net	(41,023)	154	-	(40,869)
Loss before income taxes	(18,635)	(361)	34	(18,962)
Income tax benefit	6,715	74	-	6,789
Net loss	(11,920)	(287)	34	(12,173)
Net loss attributable to noncontrolling interest	-	287	-	287
Net loss attributable to The Gymboree Corporation	<u>\$ (11,920)</u>	<u>\$ -</u>	<u>\$ 34</u>	<u>\$ (11,886)</u>

EXHIBIT E (continued)

THE GYMBOREE CORPORATION
CONDENSED CONSOLIDATING BALANCE SHEETS
(In thousands)
(Unaudited)

August 2, 2014

	Balance Before		Eliminations	As Reported
	Consolidation of VIEs	VIEs*		
Current assets	\$ 286,407	\$ 15,567	\$ (1,340)	\$ 300,634
Non-current assets	1,547,311	5,269	-	1,552,580
Total assets	\$ 1,833,718	\$ 20,836	\$ (1,340)	\$ 1,853,214
Current liabilities	\$ 256,936	\$ 7,652	\$ (1,192)	\$ 263,396
Non-current liabilities	1,384,986	399	-	1,385,385
Total liabilities	\$ 1,641,922	\$ 8,051	\$ (1,192)	\$ 1,648,781
Total stockholders' equity	191,796	-	(148)	191,648
Noncontrolling interest	-	12,785	-	12,785
Total liabilities and stockholders' equity	\$ 1,833,718	\$ 20,836	\$ (1,340)	\$ 1,853,214

February 1, 2014

	Balance Before		Eliminations	As Reported
	Consolidation of VIEs	VIEs*		
Current assets	\$ 253,764	\$ 18,764	\$ (1,488)	\$ 271,040
Non-current assets	1,564,620	4,444	-	1,569,064
Total assets	\$ 1,818,384	\$ 23,208	\$ (1,488)	\$ 1,840,104
Current liabilities	\$ 196,631	\$ 7,490	\$ (1,356)	\$ 202,765
Non-current liabilities	1,387,828	370	(1)	1,388,197
Total liabilities	\$ 1,584,459	\$ 7,860	\$ (1,357)	\$ 1,590,962
Total stockholders' equity	233,925	-	(131)	233,794
Noncontrolling interest	-	15,348	-	15,348
Total liabilities and stockholders' equity	\$ 1,818,384	\$ 23,208	\$ (1,488)	\$ 1,840,104

August 3, 2013

	Balance Before		Eliminations	As Reported
	Consolidation of VIEs	VIEs*		
Current assets	\$ 316,457	\$ 12,708	\$ (1,941)	\$ 327,224
Non-current assets	1,725,168	3,169	-	1,728,337
Total assets	\$ 2,041,625	\$ 15,877	\$ (1,941)	\$ 2,055,561
Current liabilities	\$ 189,637	\$ 6,850	\$ (1,746)	\$ 194,741
Non-current liabilities	1,422,337	229	-	1,422,566
Total liabilities	\$ 1,611,974	\$ 7,079	\$ (1,746)	\$ 1,617,307
Total stockholders' equity	429,651	-	(195)	429,456
Noncontrolling interest	-	8,798	-	8,798
Total liabilities and stockholders' equity	\$ 2,041,625	\$ 15,877	\$ (1,941)	\$ 2,055,561

* The Variable Interest Entities ("VIEs") include the results of Gymboree (China) Commercial and Trading Co. Ltd. and Gymboree (Tianjin) Educational Information Consultation Co. Ltd. While the Company does not control these two entities, they have been determined to be variable interest entities and their results have been consolidated by the Company.