

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

GENESCO, INC.
(Name of Issuer)

Common Stock, \$1.00 par value
(Title of Class of Securities)

371-532102
(CUSIP Number)

Donald S. Scherer
Howard, Rice, Nemerovski, Canady, Robertson, Falk & Rabkin
A Professional Corporation
Three Embarcadero Center, Suite 700
San Francisco, CA 94111
(415) 434-1600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 9, 1994
(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with this statement .
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 371-532102

SCHEDULE 13D

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1 Name of Reporting Person BK CAPITAL PARTNERS III, L.P.

IRS Identification No. of Above Person 94-3091845

2 Check the Appropriate Box if a Member of a Group (a) x
(b)

3 SEC USE ONLY

4 Source of Funds

WC

5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	California
	7 Sole Voting Power	-0-
	8 Shared Voting Power	-0-
	9 Sole Dispositive Power	-0-
	10 Shared Dispositive Power	-0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person	-0-
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row 11	0.0%
14	Type of Reporting Person	PN

1	Name of Reporting Person	BK CAPITAL PARTNERS IV, L.P.
	IRS Identification No. of Above Person	94-3139027
2	Check the Appropriate Box if a Member of a Group	(a) x (b)
3	SEC USE ONLY	
4	Source of Funds	WC
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	California
	7	Sole Voting Power -0-
	8	Shared Voting Power -0-
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power -0-
11	Aggregate Amount Beneficially Owned by Each Reporting Person	-0-
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row 11	0.0%
14	Type of Reporting Person	PN

1	Name of Reporting Person	THE CARPENTERS PENSION TRUST FOR SOUTHERN CALIFORNIA
	IRS Identification No. of Above Person	94-6042875
2	Check the Appropriate Box if a Member of a Group	(a) x (b)
3	SEC USE ONLY	
4	Source of Funds	WC
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	California
	7	Sole Voting Power -0-
	8	Shared Voting Power 1,358,300*
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 1,358,300*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,358,300*
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row 11	5.5%*
14	Type of Reporting Person	EP

* See response to Item 5.

1	Name of Reporting Person	RICHARD C. BLUM & ASSOCIATES, L.P.
	IRS Identification No. of Above Person	94-3205364
2	Check the Appropriate Box if a Member of a Group	(a) x (b)
3	SEC USE ONLY	
4	Source of Funds	Not applicable
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	California
	7	Sole Voting Power -0-
	8	Shared Voting Power 1,358,300*
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 1,358,300*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,358,300*
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row 11	5.6%*
14	Type of Reporting Person	PN, IA

* See response to Item 5.

1	Name of Reporting Person	RICHARD C. BLUM & ASSOCIATES, INC.
	IRS Identification No. of Above Person	94-2967812
2	Check the Appropriate Box if a Member of a Group	(a) x (b)
3	SEC USE ONLY	
4	Source of Funds	Not applicable
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	California
	7	Sole Voting Power -0-
	8	Shared Voting Power 1,358,300*
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 1,358,300*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,358,300*
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row 11	5.6%*
14	Type of Reporting Person	CO

* See response to Item 5.

1	Name of Reporting Person	RICHARD C. BLUM
	S.S. No. of Above Person	556 42 3196
2	Check the Appropriate Box if a Member of a Group	(a)x (b)
3	SEC USE ONLY	
4	Source of Funds	Not applicable
5	Check Box if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)	
6	Citizenship or Place of Organization	USA
	7	Sole Voting Power -0-
	8	Shared Voting Power 1,358,300*
	9	Sole Dispositive Power -0-
	10	Shared Dispositive Power 1,358,300*
11	Aggregate Amount Beneficially Owned by Each Reporting Person	1,358,300*
12	Check Box if the Aggregate Amount in Row 11 Excludes Certain Shares	
13	Percent of Class Represented by Amount in Row 11	5.6%*
14	Type of Reporting Person	IN

* See response to Item 5.

Item 1. Security and Issuer

This Amendment No. 2 (the "Amendment") to Schedule 13D relates to shares of the common stock, \$1.00 par value (the "Stock"), of Genesco, Inc., a Tennessee corporation (the "Issuer"). The principal executive office and mailing address of the Issuer is Genesco Park, 1415 Murfreesboro Road, Nashville, Tennessee 37217-2895. This Amendment is being filed because of certain sales set forth in Item 5(c) below.

Item 2. Identity and Background

This Amendment is filed on behalf of BK Capital Partners III, L.P. ("BK III"), BK Capital Partners IV, L.P. ("BK IV"), The Carpenters Pension Trust for Southern California (the "Carpenters Trust"), Richard C. Blum & Associates, L.P. ("RCBA L.P."), and Richard C. Blum & Associates, Inc. ("RCBA Inc."), and Richard C. Blum, the Chairman and substantial shareholder of RCBA Inc. (collectively, the "Reporting Persons").

RCBA L.P. is a California limited partnership whose principal business is acting as general partner for investment partnerships and providing investment advisory and financial consulting services. RCBA L.P. is a registered investment adviser with the Securities and Exchange Commission and with the State of California. The sole general partner of RCBA L.P. is RCBA Inc. The principal business office address is 909 Montgomery Street, Suite 400, San Francisco, California 94133. The names of the executive officers and directors of RCBA Inc., their addresses, citizenship and principal occupations are as follows:

Name and Office Held in RCBA Inc.	Business Address	Citizenship	Principal Occupation or Employment
Richard C. Blum Chairman and Director	909 Montgomery St. Suite 400 San Francisco, CA	USA	Chairman and Director, RCBA, L.P.

Name and Office Held in RCBA Inc.	Business Address	Citizenship	Principal Occupation or Employment
Thomas L. Kempner Director	40 Wall Street New York, NY 10005	USA	Chairman, Loeb Partners Corporation, Investment Banking Business
Nils Colin Lind Managing Director and Director	909 Montgomery St. Suite 400 San Francisco, CA	Norway	Managing Director, RCBA, L.P.
George A. Pavlov Managing Director, Chief Financial Officer and Director	909 Montgomery St. Suite 400 San Francisco, CA	USA	Managing Director, Chief Financial Officer, RCBA, L.P.
Alexander L. Dean Managing Director of Investments and Director	909 Montgomery St. Suite 400 San Francisco, CA	USA	Managing Director of Investments, RCBA, L.P.
Peter E. Rosenberg Managing Director of Investments and Director	909 Montgomery St. Suite 400 San Francisco, CA	USA	Managing Director of Investments, RCBA, L.P.
Michael Kane Managing Director of Investments	909 Montgomery St. Suite 400 San Francisco, CA	USA	Managing Director of Investments, RCBA, L.P.
Donald S. Scherer Secretary	3 Embarcadero Center Suite 700 San Francisco, CA	USA	Director, Howard, Rice, et al. (law firm)

BK III and BK IV are California limited partnerships, each of whose principal business is investing in securities. The principal office for each of them is located at 909 Montgomery Street, Suite 400, San Francisco, California 94133. RCBA L.P. is the sole general partner of BK III and BK IV.

The Carpenters Trust is a pension fund governed by the provisions of ERISA. Its principal office is located at 520 South Virgil Avenue, 4th Floor, Los Angeles, California 90020. RCBA L.P. is an investment adviser to the Carpenters Trust. The Carpenters Trust is governed by a board of trustees. The names of the executive officers and trustees of the Carpenters Trust, their addresses, citizenship and principal occupations are as follows.

Name and Office Held	Business Address	Citizenship	Principal Occupation or Employment
Kim Frommer Trustee	22225 Acorn Street Chatsworth, CA 91311	USA	President Frommer Inc.
Curtis Conyers, Jr. Trustee	4719 Exposition Boulevard Los Angeles, CA 90016	USA	President Richard Lane Company
Richard Harris Trustee	1717 West Lincoln Avenue Anaheim, CA 92801	USA	General Manager Wesseln Construction Co., Inc.
Ralph Larison Trustee	1925 Water Street Long Beach, CA 90802	USA	President Connolly-Pacific Co.
Bert Lewitt Trustee	2901 28th Street Santa Monica, CA 90405	USA	President Morley Construction Co.
Ronald W. Tutor Co-Chairman, Trustee	15901 Olden Street Sylmar, CA 91342	USA	President Tutor-Saliba Corporation
J.D. Butler Trustee	412 Dawson Drive Camarillo, CA 93010	USA	Treasurer Gold Coast District Council of Carpenters
Douglas J. McCarron Chairman, Trustee	520 South Virgil Avenue Los Angeles, CA 90020	USA	Secretary-Treasurer Southern California District Council of Carpenters
Bill Perry Trustee	520 South Virgil Avenue Los Angeles, CA 90020	USA	Administrative Assistant Southern California District Council of Carpenters
Buddy Self Trustee	911 20th Street Bakersfield, CA 93301	USA	Financial Secretary Carpenters Local Union 743

Steve Graves Trustee	520 South Virgil Avenue Los Angeles, CA 90020	USA	Business Representative Southern California District Council of Carpenters
Fred Taylor Trustee	341 E. Wardlow Road Long Beach, CA 90807	USA	Financial Secretary Carpenters Local Union 630

To the best knowledge of the Reporting Persons, none of the entities or persons identified in this Item 2 has, during the past five years, been convicted of any criminal proceeding (excluding traffic violations or similar misdemeanors), nor been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The source of funds for previous purchases of Stock was the working capital of BK III, BK IV, the Carpenters Trust and another advisory client of RCBA Inc., as described in more detail in Item 5 below.

Item 4. Purpose of Transaction.

The Reporting Persons acquired the Stock for investment purposes. Depending on market conditions and other factors, the Reporting Persons may purchase additional shares of the Stock in the open market or in private transactions. Alternatively, depending on market conditions and other factors, they may, at some future time, sell all or some of their shares of the Stock.

Except as set forth in this Item 4, the Reporting Persons have no present plans or proposals that relate to or would result in any of the actions set forth in clauses (a) through (j) of Item 4, although the Reporting Persons may in the future take actions that would have such an effect.

Item 5. Interest in Securities of the Issuer

(a) & (b) According to the Issuer's most recent Form 10-Q, 24,343,663 shares of the Stock were outstanding as of December 9, 1994. When the trades reported in Item 5(c) below are settled, the only Reporting Person having direct holdings in the Stock will be the Carpenters Trust, which will hold 655,700 shares of the Stock, which is 2.7% of the outstanding Stock.

Because RCBA L.P. also has investment and voting discretion over 702,600 shares purchased on behalf of another advisory client, those shares are reported as beneficially owned by RCBA L.P. Such advisory client disclaims membership in a group with any of the Reporting Persons, and disclaims beneficial ownership of any shares held by the Reporting Persons.

Because voting and investment decisions concerning the above shares are made by RCBA Inc., in its capacity as the sole general partner of RCBA L.P., the Reporting Persons (other than BK III and BK IV, which have disposed of all of their shares) affirm membership in a group. Therefore, each Reporting Person (other than BK III and BK IV) is deemed to have beneficial ownership of an aggregate of 1,358,300 shares of the Stock, which is 5.6% of the outstanding Stock.

As Chairman, director and a substantial shareholder of RCBA Inc., Richard Blum might be deemed to be the beneficial owner of the securities beneficially owned by RCBA Inc. Mr. Blum reserves the right to disclaim beneficial ownership of securities beneficially owned by RCBA Inc. Although Mr. Blum is joining in this Amendment as a Reporting Person, the filing of this Amendment shall not be construed as an admission that he, or any of the other shareholders, directors or executive officers of RCBA Inc. is, for any purpose, the beneficial owner of any of the securities that are beneficially owned by RCBA Inc.

(c) The following sales have been made during the last 60 days (all by BK IV in the open market):

Trade Date	Number of Shares	Price Per Share
12/06/94	120,000	\$1.875
12/09/94	255,800	1.875
12/12/94	146,200	1.875
12/13/94	5,000	1.875
12/16/94	22,400	1.875
Total	549,400	

In addition, since Amendment No. 1 to Schedule 13D was filed (but not within the last 60 days), BK III disposed of the entire 118,900 shares of Stock it previously owned.

(d) and (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to be Filed as Exhibits

Joint Filing Undertaking.

Signatures

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: December 16, 1994.

BK CAPITAL PARTNERS III, L.P.
BK CAPITAL PARTNERS IV, L.P.

THE CARPENTERS PENSION TRUST
FOR SOUTHERN CALIFORNIA

By Richard C. Blum & Associates,
L.P., its General Partner

By Richard C. Blum
& Associates, L.P., its
Investment Adviser

By Richard C. Blum &
Associates, Inc., its
General Partner

By Richard C. Blum &
Associates, Inc., its
General Partner

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

RICHARD C. BLUM & ASSOCIATES,
L.P.

RICHARD C. BLUM & ASSOCIATES,
INC.

By Richard C. Blum &
Associates, Inc., its
General Partner

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

/s/ George A. Pavlov
RICHARD C. BLUM

By: George A. Pavlov
Attorney-in-Fact

JOINT FILING UNDERTAKING

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to Amendment No. 2 to Schedule 13D to evidence the agreement of the below-names parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Amendment jointly on behalf of each of such parties.

DATED: December 16, 1994.

BK CAPITAL PARTNERS III, L.P.
BK CAPITAL PARTNERS IV, L.P.

THE CARPENTERS PENSION TRUST
FOR SOUTHERN CALIFORNIA

By Richard C. Blum & Associates,
L.P., its General Partner

By Richard C. Blum &
Associates, L.P., its
Investment Advisor

By Richard C. Blum & Associates,
Inc., its General Partner

By Richard C. Blum &
Associates, Inc., its
General Partner

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

By: /s/ Donald S. Scherer
Donald S. Scherer,
Secretary

RICHARD C. BLUM & ASSOCIATES, L.P.

RICHARD C. BLUM & ASSOCIATES,
INC.

By Richard C. Blum & Associates,
Inc., its General Partner

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

By: /s/ Donald S. Scherer
Donald S. Scherer, Secretary

/s/ George A. Pavlov
RICHARD C. BLUM

By: George A. Pavlov
Attorney-in-Fact

