[GENESCO LOGO]

(Mark One) FORM 10-Q

[X] Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934 For Quarter Ended October 28, 2000

[ ] Transition Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

Securities and Exchange Commission
Washington, D.C. 20549
Commission File No. 1-3083

GENESCO INC.
A Tennessee Corporation
I.R.S. No. 62-0211340
Genesco Park
1415 Murfreesboro Road
Nashville, Tennessee 37217-2895
Telephone 615/367-7000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter period that the registrant was required to file such reports with the commission) and (2) has been subject to such filing requirements for the past 90 days.
Yes [X] No [ ]

Common Shares Outstanding December 1, 2000 - 21,452,134

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PART I - FINANCIAL INFORMATION

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Consolidated Balance Sheet
In Thousands

	OCTOBER 28, 2000	JANUARY 29, 2000	OCTOBER 30, 1999
ASSETS			
CURRENT ASSETS			
Cash and short-term investments	$ 16,060	$ 57,860	$ 38,543
Accounts receivable	30,493	23,617	25,996
Inventories	154,101	109,815	129,787
Deferred income taxes	14,826	14,826	10,775
Other current assets	9,977	8,881	5,984
Current assets of discontinued operations	3,834	-0-	-0-
Total current assets	229,291	214,999	211,085
Plant, equipment and capital leases, net	85,386	68,661	64,850
Deferred income taxes	4,184	4,184	10,370
Other noncurrent assets	14,302	13,321	10,117
Plant and equipment of discontinued operations, net	563	-0-	-0-
TOTAL ASSETS	$ 333,726	$ 301,165	$ 296,422
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	$ 92,159	$ 74,874	$ 73,817
Provision for discontinued operations	4,385	2,118	2,083
Total current liabilities	96,544	76,992	75,900
Long-term debt	103,500	103,500	103,500
Other long-term liabilities	6,018	6,368	6,373
Provision for discontinued operations	4,860	6,063	6,615
Total liabilities	210,922	192,923	192,388
Contingent liabilities (see Note 9)			
SHAREHOLDERS' EQUITY			
Non-redeemable preferred stock	7,827	7,882	7,884
Common shareholders' equity:			
Common stock, $1 par value:			
Authorized: 80,000,000 shares			
Issued: October 28, 2000 - 21,881,715;			
January 29, 2000 - 21,714,678;			
October 30, 1999 - 22,282,538	21,882	21,715	22,282
Additional paid-in capital	92,151	94,784	101,407
Retained earnings (accumulated deficit)	18,801	1,718	(9,682)
Accumulated other comprehensive income	-0-	-0-	-0-
Treasury shares, at cost	(17,857)	(17,857)	(17,857)
Total shareholders' equity	122,804	108,242	104,034
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 333,726	$ 301,165	$ 296,422

The accompanying Notes are an integral part of these Consolidated Financial Statements.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Consolidated Earnings
In Thousands

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	OCTOBER 28, 2000	OCTOBER 30, 1999	OCTOBER 28, 2000	OCTOBER 30, 1999
Net sales	$ 175,593	$ 139,902	$ 464,350	$ 384,270
Cost of sales	93,425	75,143	246,041	206,229
Selling and administrative expenses	65,748	53,398	179,144	150,305
Earnings from operations before interest	16,420	11,361	39,165	27,736
Interest expense	2,274	2,058	6,468	6,095
Interest income	(194)	(404)	(874)	(1,645)
Total interest expense, net	2,080	1,654	5,594	4,450
Earnings before income taxes and discontinued operations	14,340	9,707	33,571	23,286
Income taxes	5,555	3,850	13,062	9,261
Earnings before discontinued operations	8,785	5,857	20,509	14,025
Discontinued operations (net of tax):				
Operating income (loss)	-0-	347	(226)	422
Provision for discontinued operations	-0-	-0-	(2,975)	-0-
NET EARNINGS	$ 8,785	$ 6,204	$ 17,308	$ 14,447
Basic earnings per common share:				
Before discontinued operations	$ .41	$ .27	$ .94	$ .61
Discontinued operations	$ .00	$ .01	$ (.15)	$ .02
Net earnings	$ .41	$ .28	$ .79	$ .63
Diluted earnings per common share:				
Before discontinued operations	$ .36	$ .25	$ .86	$ .59
Discontinued operations	$ .00	$ .01	$ (.12)	$ .01
Net earnings	$ .36	$ .26	$ .74	$ .60

The accompanying Notes are an integral part of these Financial Statements.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Consolidated Cash Flows
In Thousands

	THREE MONTHS ENDED		NINE MONTHS ENDED	
	OCTOBER 28, 2000	OCTOBER 30, 1999	OCTOBER 28, 2000	OCTOBER 30, 1999
OPERATIONS:				
Net earnings	$ 8,785	$ 6,204	$ 17,308	$ 14,447
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation	3,380	2,626	9,557	7,504
Deferred income taxes	-0-	3,766	-0-	8,552
Provision for losses on accounts receivable	(67)	377	164	545
Provision for discontinued operations	-0-	-0-	4,854	-0-
Other	138	163	635	790
Effect on cash of changes in working capital and other assets and liabilities:				
Accounts receivable	(7,102)	(4,241)	(13,030)	(1,819)
Inventories	(12,665)	(10,567)	(44,638)	(20,253)
Other current assets	(822)	(116)	(1,096)	734
Accounts payable and accrued liabilities	(2,445)	(142)	16,241	3,269
Other assets and liabilities	(1,782)	(1,787)	(1,496)	(1,284)
Net cash provided by (used in) operating activities	(12,580)	(3,717)	(11,501)	12,485
INVESTING ACTIVITIES:				
Capital expenditures	(9,430)	(5,087)	(28,659)	(15,303)
Proceeds from businesses divested and asset sales	2,262	11	2,650	10,066
Net cash used in investing activities	(7,168)	(5,076)	(26,009)	(5,237)
FINANCING ACTIVITIES:				
Stock repurchase	(3,308)	(2,497)	(8,667)	(30,761)
Payments on capital leases	(4)	(1)	(5)	(2)
Dividends paid	(75)	(75)	(225)	(225)
Exercise of options	920	830	4,607	3,540
Net cash used in financing activities	(2,467)	(1,743)	(4,290)	(27,448)
NET CASH FLOW	(22,215)	(10,536)	(41,800)	(20,200)
Cash and short-term investments at beginning of period	38,275	49,079	57,860	58,743
CASH AND SHORT-TERM INVESTMENTS AT END OF PERIOD	$ 16,060	$ 38,543	$ 16,060	$ 38,543
SUPPLEMENTAL CASH FLOW INFORMATION:				
Net cash paid for:				
Interest	$ 3,612	$ 3,417	$ 7,490	$ 7,015
Income taxes	968	195	8,379	1,847

The accompanying Notes are an integral part of these Financial Statements.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Consolidated Shareholders' Equity
In Thousands

	TOTAL NON-REDEEMABLE PREFERRED STOCK	COMMON STOCK	ADDITIONAL PAID-IN CAPITAL	TREASURY STOCK	RETAINED EARNINGS (ACCUMULATED DEFICIT)	ACCUMULATED OTHER COMPREHENSIVE INCOME	COMPREHENSIVE INCOME	TOTAL SHARE-HOLDERS' EQUITY
Balance January 30, 1999	$ 7,918	$24,327	$126,095	$(17,857)	$(23,904)	$ -0-		$116,579
Net earnings	-0-	-0-	-0-	-0-	25,922	-0-	25,922	25,922
Dividends paid	-0-	-0-	-0-	-0-	(300)	-0-	-0-	(300)
Exercise of options	-0-	693	2,796	-0-	-0-	-0-	-0-	3,489
Issue shares - Employee Stock Purchase Plan	-0-	122	417	-0-	-0-	-0-	-0-	539
Tax effect of exercise of stock options	-0-	-0-	1,427	-0-	-0-	-0-	-0-	1,427
Stock repurchases	-0-	(3,439)	(36,080)	-0-	-0-	-0-	-0-	(39,519)
Other	(36)	12	129	-0-	-0-	-0-	-0-	105
Comprehensive Income							$ 25,922	
BALANCE JANUARY 29, 2000	$ 7,882	$21,715	$ 94,784	$(17,857)	$ 1,718	$ -0-		$ 108,242
Net earnings	-0-	-0-	-0-	-0-	17,308	-0-	17,308	17,308
Dividends paid	-0-	-0-	-0-	-0-	(225)	-0-	-0-	(225)
Exercise of options	-0-	740	3,305	-0-	-0-	-0-	-0-	4,045
Issue shares - Employee Stock Purchase Plan	-0-	55	508	-0-	-0-	-0-	-0-	563
Tax effect of exercise of stock options	-0-	-0-	1,452	-0-	-0-	-0-	-0-	1,452
Stock repurchases	-0-	(639)	(8,028)	-0-	-0-	-0-	-0-	(8,667)
Other	(55)	11	130	-0-	-0-	-0-	-0-	86
Comprehensive Income							$ 17,308	
BALANCE OCTOBER 28, 2000	$ 7,827	$21,882	$ 92,151	$(17,857)	$ 18,801	$ -0-		$122,804

The accompanying Notes are an integral part of these Consolidated Financial Statements.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

INTERIM STATEMENTS

The consolidated financial statements contained in this report are unaudited but reflect all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the results for the interim periods of the fiscal year ending February 3, 2001 ("Fiscal 2001") and of the fiscal year ended January 29, 2000 ("Fiscal 2000"). The results of operations for any interim period are not necessarily indicative of results for the full year. The financial statements should be read in conjunction with the financial statements and notes thereto included in the annual report on Form 10-K.

NATURE OF OPERATIONS

The Company's businesses include the manufacture or sourcing, marketing and distribution of footwear principally under the Johnston & Murphy, Dockers and Nautica brands and the operation at October 28, 2000 of 815 Jarman, Journeys, Johnston & Murphy, Underground Station, Stone & Co. and Nautica retail footwear stores and leased departments. The Company sold certain assets of its Volunteer Leather business on June 19, 2000 and has discontinued all Leather segment operations. (see Note 2).

BASIS OF PRESENTATION

All subsidiaries are included in the consolidated financial statements. All significant intercompany transactions and accounts have been eliminated.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

FINANCIAL STATEMENT RECLASSIFICATIONS

Certain reclassifications have been made to conform prior years' data to the current presentation.

CASH AND SHORT-TERM INVESTMENTS

Included in cash and short-term investments at January 29, 2000 and October 28, 2000, are short-term investments of $47.1 million and $7.1 million, respectively. Short-term investments are highly-liquid debt instruments having an original maturity of three months or less.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

INVENTORIES

Inventories of wholesaling and manufacturing companies are stated at the lower of cost or market, with cost determined principally by the first-in, first-out method. Retail inventories are determined by the retail method.

PLANT, EQUIPMENT AND CAPITAL LEASES

Plant, equipment and capital leases are recorded at cost and depreciated or amortized over the estimated useful life of related assets. Depreciation and amortization expense are computed principally by the straight-line method over estimated useful lives:

Buildings and building equipment	20-45 years
Machinery, furniture and fixtures	3-15 years

Leasehold improvements and properties under capital leases are amortized on the straight-line method over the shorter of their useful lives or their related lease terms.

IMPAIRMENT OF LONG-TERM ASSETS

The Company periodically assesses the realizability of its long-lived assets and evaluates such assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Asset impairment is determined to exist if estimated future cash flows, undiscounted and without interest charges, are less than carrying amount.

HEDGING CONTRACTS

In order to reduce exposure to foreign currency exchange rate fluctuations in connection with inventory purchase commitments, the Company enters into foreign currency forward exchange contracts for Italian Lira. Gains and losses from these transactions are included in the cost of the underlying purchases. At January 29, 2000 and October 28, 2000, the Company had approximately $30.1 million and $28.2 million, respectively, of such contracts outstanding. Forward exchange contracts have an average term of approximately four and a half months. The loss from spot rates at January 29, 2000 and October 28, 2000 under these contracts was $2.5 million and $2.8 million, respectively. The Company monitors the credit quality of the major national and regional financial institutions with whom it enters into such contracts.

POSTRETIREMENT BENEFITS

Substantially all full-time employees are covered by a defined benefit pension plan. The Company also provides certain former employees with limited medical and life insurance benefits. The Company funds at least the minimum amount required by the Employee Retirement Income Security Act.

REVENUE RECOGNITION

Retail sales are recorded net of actual returns, and exclude all taxes, while wholesale revenue is recorded net of estimated returns when the related goods have been shipped and legal title has passed to the customer.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 1

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

PREOPENING COSTS

Costs associated with the opening of new stores are expensed as incurred.

ADVERTISING COSTS

Advertising costs are predominantly expensed as incurred. Advertising costs were $16.8 million and $14.5 million for the first nine months of Fiscal 2001 and 2000, respectively.

ENVIRONMENTAL COSTS

Environmental expenditures relating to current operations are expensed or capitalized as appropriate. Expenditures relating to an existing condition caused by past operations, and which do not contribute to current or future revenue generation, are expensed. Liabilities are recorded when environmental assessments and/or remedial efforts are probable and the costs can be reasonably estimated and are evaluated independently of any future claims for recovery. Generally, the timing of these accruals coincides with completion of a feasibility study or the Company's commitment to a formal plan of action. Costs of future expenditures for environmental remediation obligations are not discounted to their present value.

INCOME TAXES

Deferred income taxes are provided for all temporary differences and tax credit carryforwards limited, in the case of deferred tax assets, to the amount the Company believes is more likely than not to be realized in the foreseeable future.

EARNINGS PER COMMON SHARE

Basic earnings per share excludes dilution and is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities to issue common stock were exercised or converted to common stock. (see Note 8).

COMPREHENSIVE INCOME

The Statement of Financial Accounting Standards (SFAS) 130, "Reporting Comprehensive Income" requires, among other things, the Company's minimum pension liability adjustment to be included in other comprehensive income.

BUSINESS SEGMENTS

The Statement of Financial Accounting Standards (SFAS) 131, "Disclosures about Segments of an Enterprise and Related Information" requires that companies disclose "operating segments" based on the way management disaggregates the company for making internal operating decisions. (see Notes 2 and 10).

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 2

VOLUNTEER LEATHER DIVESTITURE

On May 22, 2000, the Company's board of directors approved a plan to sell its Volunteer Leather finishing business and liquidate its tanning business, to allow the Company to be more focused on the retailing and marketing of branded footwear.

Certain assets of the Volunteer Leather business were sold June 19, 2000. The plan resulted in a pretax charge to second quarter earnings of $4.9 million ($3.0 million net of tax). Because Volunteer Leather constitutes the entire Leather segment of the Company's business, the charge to earnings is treated for financial reporting purposes as a provision for discontinued operations.

The provision for discontinued operations included $1.3 million in asset write-downs and $3.6 million of other costs, of which $2.2 million are expected to be incurred in the next twelve months. As of October 28, 2000, $1.2 million of such other costs had been incurred. Other costs include primarily employee severance and facility shutdown costs. Other costs expected to be incurred beyond twelve months are classified as long-term liabilities in the consolidated balance sheet. The Volunteer Leather business employed approximately 160 people.

The operating results of the leather segment are shown below:

	THREE MONTHS ENDED		NINE MONTHS ENDED	
IN THOUSANDS	OCT. 28, 2000	OCT. 30, 1999	OCT. 28, 2000*	OCT. 30, 1999
Net sales	$ -0-	$6,067	$6,545	$16,257
Cost of sales and expenses	-0-	5,499	6,917	15,566
Pretax earnings (loss)	-0-	568	(372)	691
Income tax expense (benefit)	-0-	221	(146)	269
NET EARNINGS (LOSS)	$ -0-	$ 347	$ (226)	$ 422

* Results for the four months ended May 2000.

Discontinued operations' sales subsequent to the decision to discontinue were $0.9 million for Fiscal 2001.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 3

ACCOUNTS RECEIVABLE

IN THOUSANDS	OCTOBER 28, 2000	JANUARY 29, 2000
Trade accounts receivable	$ 32,136	$ 25,125
Miscellaneous receivables	1,468	1,679
Total receivables	33,604	26,804
Allowance for bad debts	(1,028)	(926)
Other allowances	(2,083)	(2,261)
NET ACCOUNTS RECEIVABLE	$ 30,493	$ 23,617

The Company's footwear wholesaling business sells primarily to independent retailers and department stores across the United States. Receivables arising from these sales are not collateralized. Credit risk is affected by conditions or occurrences within the economy and the retail industry. The Company establishes an allowance for doubtful accounts based upon factors surrounding the credit risk of specific customers, historical trends and other information. One customer accounted for more than 16% of the Company's trade receivables balance as of October 28, 2000 and no other customer accounted for more than 12% of the Company's trade receivables balance as of October 28, 2000.

NOTE 4

INVENTORIES

IN THOUSANDS	OCTOBER 28, 2000	JANUARY 29, 2000
Raw materials	$ 1,211	$ 3,098
Work in process	618	2,146
Finished goods	27,263	31,513
Retail merchandise	125,009	73,058
TOTAL INVENTORIES	$ 154,101	$ 109,815

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 5

CURRENT ASSETS OF DISCONTINUED OPERATIONS

IN THOUSANDS	OCTOBER 28, 2000
Accounts Receivable, net of allowance of $3	$3,834
Inventory	-0-
TOTAL CURRENT ASSETS OF DISCONTINUED OPERATIONS	$3,834

NOTE 6

PLANT, EQUIPMENT AND CAPITAL LEASES, NET

IN THOUSANDS	OCTOBER 28, 2000	JANUARY 29, 2000
Plant and equipment:		
Land	$ 291	$ 302
Buildings and building equipment	1,128	2,726
Machinery, furniture and fixtures	53,071	50,345
Construction in progress	8,932	7,116
Improvements to leased property	72,056	58,962
Capital leases:		
Buildings	20	305
Plant, equipment and capital leases, at cost	135,498	119,756
Accumulated depreciation and amortization:		
Plant and equipment	(50,105)	(50,794)
Capital leases	(7)	(301)
NET PLANT, EQUIPMENT AND CAPITAL LEASES	$ 85,386	$ 68,661

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 7
PROVISION FOR DISCONTINUED OPERATIONS AND RESTRUCTURING RESERVES

PROVISION FOR DISCONTINUED OPERATIONS

IN THOUSANDS	EMPLOYEE RELATED COSTS*	FACILITY SHUTDOWN COSTS	OTHER	TOTAL
Balance January 29, 2000	$ 8,181	$ -0-	$ -0-	$ 8,181
Volunteer Leather provision	1,063	2,082	426	3,571
Charges and adjustments, net	(2,289)	(157)	(61)	(2,507)
Balance October 28, 2000	6,955	1,925	365	9,245
Current portion	2,514	1,506	365	4,385
TOTAL NONCURRENT PROVISION FOR DISCONTINUED OPERATIONS	$ 4,441	$ 419	$ -0-	$ 4,860

* Includes $6.5 million of apparel union pension withdrawal liability

RESTRUCTURING RESERVES

IN THOUSANDS	EMPLOYEE RELATED COSTS*	FACILITY SHUTDOWN COSTS	OTHER	TOTAL
Balance January 29, 2000	$ 64	$ 436	$ 527	$ 1,027
Charges and adjustments, net	(64)	(23)	(69)	(156)
Balance October 28, 2000	-0-	413	458	871
Current portion (included in accounts payable and accrued liabilities)	-0-	348	458	806
TOTAL NONCURRENT RESTRUCTURING RESERVES (INCLUDED IN OTHER LONG-TERM LIABILITIES)	$ -0-	$ 65	$ -0-	$ 65

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 8

EARNINGS PER SHARE

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	FOR THE THREE MONTHS ENDED OCTOBER 28, 2000 INCOME (NUMERATOR)	SHARES (DENOMINATOR)	PER-SHARE AMOUNT	FOR THE THREE MONTHS ENDED OCTOBER 30, 1999 INCOME (NUMERATOR)	SHARES (DENOMINATOR)	PER-SHARE AMOUNT
Earnings before discontinued operations	$8,785			$5,857		
Less: Preferred stock dividends	(75)			(75)		
BASIC EPS						
Income available to common shareholders	8,710	21,470	$.41	5,782	21,786	$.27
Plus: Interest on 5 1/2% convertible subordinated notes (net of tax)	947			962		
EFFECT OF DILUTIVE SECURITIES						
Options		518			695	
5 1/2% convertible subordinated notes		4,918			4,918	
Employees' preferred stock(1)		71			72	
DILUTED EPS						
Income available to common shareholders plus assumed conversions	$9,657	26,977	$.36	$6,744	27,471	$.25

(1) The Company's Employees' Subordinated Convertible Preferred Stock is convertible one for one to the Company's common stock. Because there are no dividends paid on this stock, these shares are assumed to be converted.

The amount of the dividend on the convertible preferred stock per common share obtainable on conversion of the convertible preferred stock is higher than basic earnings per share for the period. Therefore, conversion of the convertible preferred stock is not reflected in diluted earnings per share, because it would have been antidilutive. The shares convertible to common stock for Series 1, 3 and 4 preferred stock would have been 30,779, 40,605 and 24,946, respectively.

The weighted shares outstanding reflects the effect of the stock buy back program of up to 6.8 million shares announced by the Company in Fiscal 1999, 2000 and 2001. The Company has repurchased 6.4 million shares as of October 28, 2000.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 8

EARNINGS PER SHARE, CONTINUED

(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)	FOR THE NINE MONTHS ENDED OCTOBER 28, 2000			FOR THE NINE MONTHS ENDED OCTOBER 30, 1999		
	INCOME (NUMERATOR)	SHARES (DENOMINATOR)	PER-SHARE AMOUNT	INCOME (NUMERATOR)	SHARES (DENOMINATOR)	PER-SHARE AMOUNT
Earnings before discontinued operations	$20,509			$14,025		
Less: Preferred stock dividends	(225)			(225)		
BASIC EPS						
Income available to common shareholders	20,284	21,518	$.94	13,800	22,603	$.61
Plus: Interest on 5 1/2% convertible subordinated notes (net of tax)	2,840			2,887		
EFFECT OF DILUTIVE SECURITIES						
Options		488			692	
5 1/2% convertible subordinated notes		4,918			4,918	
Employees' preferred stock(1)		71			73	
DILUTED EPS						
Income available to common shareholders plus assumed conversions	$23,124	26,995	$.86	$16,687	28,286	$.59

(1) The Company's Employees' Subordinated Convertible Preferred Stock is convertible one for one to the Company's common stock. Because there are no dividends paid on this stock, these shares are assumed to be converted.

The amount of the dividend on the convertible preferred stock per common share obtainable on conversion of the convertible preferred stock is higher than basic earnings per share for the period. Therefore, conversion of the convertible preferred stock is not reflected in diluted earnings per share, because it would have been antidilutive. The shares convertible to common stock for Series 1, 3 and 4 preferred stock would have been 30,779, 40,605 and 24,946, respectively.

The weighted shares outstanding reflects the effect of the stock buy back program of up to 6.8 million shares announced by the Company in Fiscal 1999, 2000 and 2001. The Company has repurchased 6.4 million shares as of October 28, 2000.

GENESCO INC.
AND CONSOLIDATED SUBSIDIARIES
Notes to Consolidated Financial Statements

NOTE 9

LEGAL PROCEEDINGS

New York State Environmental Proceedings

The Company is a defendant in a civil action filed by the State of New York against the City of Gloversville, New York, and 33 other private defendants. The action arose out of the alleged disposal of certain hazardous material directly or indirectly into a municipal landfill and seeks recovery under a federal environmental statute and certain common law theories for the costs of investigating and performing remedial actions and damage to natural resources. The environmental authorities have selected a plan of remediation for the site with a total estimated cost of approximately $12.0 million. The Company has filed an answer to the complaint denying liability and asserting numerous defenses. The Company, along with other defendants, and the State of New York are participating in non-binding mediation in an attempt to agree upon an allocation of the remediation costs. Because of uncertainties related to the ability or willingness of the other defendants to pay a portion of remediation costs, the availability of New York State funding to pay a portion of remediation costs and insurance coverage available to the various defendants, the applicability of joint and several liability and the basis for contribution claims among the defendants, management is unable to predict the outcome of the action. However, management does not presently expect the action to have a material effect on the Company's financial condition or results of operations.

The Company has received notice from the New York State Department of Environmental Conservation (the "Department") that it deems remedial action to be necessary with respect to certain contaminants in the vicinity of a knitting mill operated by a former subsidiary of the Company from 1965 to 1969, and that it considers the Company a potentially responsible party. In August 1997, the Department and the Company entered into a consent order whereby the Company assumed responsibility for conducting a remedial investigation and feasibility study ("RIFS") and implementing an interim remediation measure with regard to the site, without admitting liability or accepting responsibility for any future remediation of the site. In conjunction with the consent order, the Company entered into an agreement with the owner of the site providing for a release from liability for property damage and for necessary access to the site, for payments totaling $400,000. The Company estimates that the cost of conducting the RIFS and implementing the interim remedial measure will be in the range of $2.2 million to $2.6 million. The Company believes that it has adequately reserved for the costs of conducting the RIFS and implementing the interim remedial measure contemplated by the consent order, but there is no assurance that the consent order will ultimately resolve the matter. The Company has not ascertained what responsibility, if any, it has for any contamination in connection with the facility or what other parties may be liable in that connection and is unable to predict whether its liability, if any, beyond that voluntarily assumed by the consent order will have a material effect on its financial condition or results of operations.

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NOTE 9

LEGAL PROCEEDINGS, CONTINUED

Whitehall Environmental Sampling

Pursuant to a work plan approved by the Michigan Department of Environmental Quality ("MDEQ") the Company has performed sampling and analysis of soil, sediments, surface water, groundwater and waste management areas at the Company's Volunteer Leather Company facility in Whitehall, Michigan. On June 29, 1999, the Company submitted a remedial action plan (the "Plan") for the site to MDEQ. The Plan proposed no direct remedial action with respect to soils at the site, which are in compliance with applicable regulatory standards, or lake sediments, which the Company believes do not pose a threat to human health or the environment and do not violate any applicable regulatory standard. The Plan included the filing of certain restrictive covenants encumbering the tannery property to prevent activities disturbing the lake sediments and uses of the property inconsistent with the applicable regulatory standards. The Company, with the approval of MDEQ, previously installed horizontal wells to capture groundwater from a portion of the site and treat it by air sparging. The Plan proposed continued operation of this system for an indefinite period and monitoring of groundwater samples to ensure that the system is functioning as intended. The Plan is subject to MDEQ approval. In December 1999, MDEQ responded to the Plan with a request for further information.

On June 30, 1999, the City of Whitehall filed an action against the Company in the circuit court for the City of Muskegon alleging that the Company's and its predecessors' past wastewater management practices have adversely affected the environment, and seeking injunctive relief under Parts 17 and 201 of the Michigan Natural Resources Environmental Protection Act ("MNREPA") to require the Company to correct the alleged pollution. Further, the City alleges violations of City ordinances prohibiting blight and litter, and that the Whitehall Volunteer Leather plant constitutes a public nuisance. The Company filed an answer denying the material allegations of the complaint and asserting affirmative defenses and counterclaims against the City. The Company also moved to join the State of Michigan as a party to the action, since it has primary responsibility for administration of the environmental statutes underlying most of the City's claims. The State moved to dismiss the Company's action against it and to intervene in the case on a limited basis, seeking declaratory and injunctive relief regarding the restrictive covenants on the property, the State's jurisdiction under MNREPA Part 201 and its right of access to the property. On May 5, 2000, the court dismissed the Company's action against the State; the cross actions between the City and the Company remain.

In connection with its decision during the second quarter of Fiscal 2001 to exit the leather business and to shut down the Whitehall facility, the Company formally proposed a compromise remediation plan (the "Compromise Proposal"), including limited sediment removal and additional upland remediation to bring the property into compliance with regulatory standards for non-industrial uses. The Company estimated that the Compromise Proposal would include incremental costs of approximately $2.2 million, which were fully provided for during the quarter.

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LEGAL PROCEEDINGS, CONTINUED

If the Compromise Proposal is approved and the litigation's outcome does not require additional remediation of the site, the Company does not expect remediation to have a material impact on its financial condition or results of operations. However, there can be no assurance that the Compromise Proposal will be approved, and the Company is unable to predict whether any further remediation that may ultimately be required will have a material effect on its financial condition or results of operations.

Whitehall Accident

On June 4, 1999, a truck driver working under contact with a carrier for a chemical vendor died after inhaling a toxic vapor produced when he deposited a chemical compound that he was delivering to the Company's Whitehall, Michigan leather tannery into a tank containing another chemical solution. Regulatory authorities, including the National Transportation Safety Board and the Michigan Occupational Safety and Health Administration, investigated the incident. The Michigan agency issued six citations alleging regulatory infractions identified in the course of a general compliance review following the accident. Proposed monetary penalties associated with the citations total $15,100. The Company is contesting the citations. On March 14, 2000, the estate of the deceased truck driver brought an action against the Company in Michigan state court alleging that the Company's negligent acts and omissions caused his death and seeking unspecified damages. The Company is currently unable to predict the extent of its liability, if any, in connection with the accident and how liability, if found, would be allocated among other potential defendants, including the chemical vendor and the common carrier, and whether such liability, if any, would have a material effect on its financial condition or results of operations. The Company's insurance carrier is defending the Company in the action, subject to a standard reservation of rights to deny coverage.

Threatened Contribution Claim

The Company has been advised by the current owner of an adhesives manufacturing business formerly owned by the Company that the owner has been named a third-party defendant in a suit brought under CERCLA relating to an Alabama solvent recycling facility allegedly used by the business. According to the owner, it would in turn seek contribution from the Company against any portion of its liability arising out of the Company's operation of the business prior to its 1986 divestiture. The current owner has advised the Company that available information on volumes of contaminants at the site indicates that the entire share of liability related to the adhesives business is de minimis, not likely to exceed $50,000. Based on information concerning its relative contribution of wastes to the site the Company has agreed to accept approximately 40% of up to $50,000 in liability imposed on the adhesives business and the current owner and one other former owner have agreed to accept the balance of such liability up to $50,000. The Company does not expect this threatened claim to have a material adverse effect on its financial condition or results of operations.

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NOTE 10

BUSINESS SEGMENT INFORMATION

The Company currently operates four reportable business segments (not including corporate): Journeys; Jarman, comprised of the Jarman, Underground Station and Stone & Co. retail footwear chains; Johnston & Murphy, comprised of Johnston & Murphy retail stores and wholesale distribution; and Licensed Brands, comprised of Dockers and Nautica Footwear. The Company operated in Fiscal 2000 the Other Retail segment, comprised of General Shoe Warehouse and the Jarman Leased departments, both of which were closed in Fiscal 2000. All the Company's segments sell footwear products at either retail or wholesale. The Company also operated the Leather segment in Fiscal 2000 and some of Fiscal 2001. The Company sold certain assets of its Volunteer Leather business June 19, 2000 and has discontinued all Leather segment operations.

The accounting policies of the segments are the same as those described in the summary of significant accounting policies.

The Company's reportable segments are based on the way management organizes the segments in order to make operating decisions and assess performance along types of products sold. Journeys and Jarman sells primarily branded products from other companies while Johnston & Murphy and Licensed Brands sells primarily the Company's owned and licensed brands.

Corporate assets include cash, deferred income taxes, prepaid pension cost and deferred note expense. The Company does not allocate certain costs to each segment in order to make decisions and assess performance. These costs include corporate overhead, interest expense and interest income.

THREE MONTHS ENDED OCTOBER 28, 2000	JOURNEYS	JARMAN	JOHNSTON & MURPHY	LICENSED BRANDS	LEATHER	CORPORATE	CONSOLIDATED
Sales	$ 78,680	$27,531	$ 46,861	$ 23,458	$ -0-	$ -0-	$ 176,530
Intercompany sales	-0-	-0-	(3)	(934)	-0-	-0-	(937)
NET SALES TO EXTERNAL CUSTOMERS	78,680	27,531	46,858	22,524	-0-	-0-	175,593
Operating income (loss)	10,886	1,870	5,720	1,535	-0-	(3,591)	16,420
Interest expense	-0-	-0-	-0-	-0-	-0-	2,274	2,274
Interest income	-0-	-0-	-0-	-0-	-0-	194	194
EARNINGS BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS	10,886	1,870	5,720	1,535	-0-	(5,671)	14,340
Total assets	107,561	45,990	72,910	31,608	4,397	71,260	333,276
Depreciation	1,336	602	773	29	-0-	640	3,380
Capital expenditures	4,604	3,557	795	13	-0-	461	9,430

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BUSINESS SEGMENT INFORMATION, CONTINUED

THREE MONTHS ENDED OCTOBER 28, 1999	JOURNEYS	JARMAN	OTHER RETAIL	JOHNSTON & MURPHY	LICENSED BRANDS	LEATHER	CORPORATE	CONSOLIDATED
Sales	$56,068	$20,861	$ 1,986	$ 42,604	$ 19,657	$ -0-	$ -0-	$ 141,176
Intercompany sales	-0-	-0-	-0-	(141)	(1,133)	-0-	-0-	(1,274)
NET SALES TO EXTERNAL CUSTOMERS	56,068	20,861	1,986	42,463	18,524	-0-	-0-	139,902
Operating income (loss)	7,903	1,280	(194)	4,832	488	-0-	(2,948)	11,361
Interest expense	-0-	-0-	-0-	-0-	-0-	-0-	2,058	2,058
Interest income	-0-	-0-	-0-	-0-	-0-	-0-	404	404
EARNINGS BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS	7,903	1,280	(194)	4,832	488	-0-	(4,602)	9,707
Total assets	79,224	28,413	2,281	62,025	28,307	9,209	86,963	296,422
Depreciation	840	381	24	722	50	114	495	2,626
Capital expenditures	2,850	941	-0-	757	51	17	471	5,087

NINE MONTHS ENDED OCTOBER 28, 2000	JOURNEYS	JARMAN	JOHNSTON & MURPHY	LICENSED BRANDS	LEATHER	CORPORATE	CONSOLIDATED
Sales	$196,423	$69,049	$ 135,222	$ 66,538	$ -0-	$ -0-	$ 467,232
Intercompany sales	-0-	-0-	(89)	(2,793)	-0-	-0-	(2,882)
NET SALES TO EXTERNAL CUSTOMERS	196,423	69,049	135,133	63,745	-0-	-0-	464,350
Operating income (loss)	23,967	3,063	17,025	4,142	-0-	(9,032)	39,165
Interest expense	-0-	-0-	-0-	-0-	-0-	6,468	6,468
Interest income	-0-	-0-	-0-	-0-	-0-	874	874
EARNINGS BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS	23,967	3,063	17,025	4,142	-0-	(14,626)	33,571
Total assets	107,561	45,990	72,910	31,608	4,397	71,260	333,726
Depreciation	3,630	1,589	2,117	88	149	1,984	9,557
Capital expenditures	13,951	8,814	3,684	49	-0-	2,161	28,659

NINE MONTHS ENDED OCTOBER 28, 1999	JOURNEYS	JARMAN	OTHER RETAIL	JOHNSTON & MURPHY	LICENSED BRANDS	LEATHER	CORPORATE	CONSOLIDATED
Sales	$140,455	$57,603	$ 7,385	$ 120,795	$ 61,947	$ -0-	$ -0-	$ 388,185
Intercompany sales	-0-	-0-	-0-	(294)	(3,621)	-0-	-0-	(3,915)
NET SALES TO EXTERNAL CUSTOMERS	140,455	57,603	7,385	120,501	58,326	-0-	-0-	384,270
Operating income (loss)	17,479	1,019	(245)	14,843	2,908	-0-	(8,268)	27,736
Interest expense	-0-	-0-	-0-	-0-	-0-	-0-	6,095	6,095
Interest income	-0-	-0-	-0-	-0-	-0-	-0-	1,645	1,645
EARNINGS BEFORE INCOME TAXES AND DISCONTINUED OPERATIONS	17,479	1,019	(245)	14,843	2,908	-0-	(12,718)	23,286
Total assets	79,224	28,413	2,281	62,025	28,307	9,209	86,963	296,422
Depreciation	2,348	1,205	111	2,054	166	343	1,277	7,504
Capital expenditures	8,806	1,281	100	2,865	74	37	2,140	15,303

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This discussion and the notes to the Consolidated Financial Statements include certain forward-looking statements. Actual results could differ materially from those reflected by the forward-looking statements in this discussion and a number of factors may adversely affect future results, liquidity and capital resources. These factors include changes in consumer demand or tastes that affect sales at retail or wholesale, particularly with respect to fourth quarter prospects in case of unexpected demand weakness in the holiday shopping season, changes in buying patterns by significant wholesale customers, and risks associated with a softening economy, including the collectibility of trade accounts receivable. These factors also include disruptions in product supply, changes in business strategies by the Company's competitors, the Company's ability to open, staff and support additional retail stores on schedule and at acceptable expense levels and the outcome of litigation and environmental matters and the adequacy of related reserves, including those discussed in Note 9 to the Consolidated Financial Statements. Although the Company believes it has an appropriate business strategy and the resources necessary for its operations, future revenue and margin trends cannot be reliably predicted and the Company may alter its business strategies to address changing conditions.

SIGNIFICANT DEVELOPMENTS

Volunteer Leather Divestiture

On May 22, 2000, the Company's board of directors approved a plan to sell its Volunteer Leather finishing business and liquidate its tanning business, to allow the Company to be more focused on the retailing and marketing of branded footwear.

Certain assets of the Volunteer Leather business were sold June 19, 2000. The plan resulted in a pretax charge to second quarter earnings of $4.9 million ($3.0 million net of tax). Because Volunteer Leather constitutes the entire Leather segment of the Company's business, the charge to earnings is treated for financial reporting purposes as a provision for discontinued operations.

The provision for discontinued operations included $1.3 million in asset write-downs and $3.6 million of other costs, of which $2.2 million are expected to be incurred in the next twelve months. As of October 28, 2000, $1.2 million of such other costs had been incurred. Other costs include primarily employee severance and facility shutdown costs. Other costs expected to be incurred beyond twelve months are classified as long-term liabilities in the consolidated balance sheet. The Volunteer Leather business employed approximately 160 people.

Share Repurchase Program

In total, the Company's board of directors has authorized the repurchase of 6.8 million shares of the Company's common stock since the third quarter of Fiscal 1999. This total includes the authorization in February of 2000 of an additional 1.0 million shares. The purchases may be made on the open market or in privately negotiated transactions. As of October 28, 2000, the Company had repurchased 6.4 million shares at a cost of $60.4 million from all authorizations.

Business Segments

The Company currently operates four reportable business segments (not including corporate): Journeys; Jarman, comprised of the Jarman, Underground Station and Stone & Co. retail footwear

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chains; Johnston & Murphy, comprised of Johnston & Murphy retail stores and wholesale distribution; and Licensed Brands, comprised of Dockers and Nautica Footwear. The Company operated in Fiscal 2000 the Other Retail segment, comprised of General Shoe Warehouse and the Jarman Leased departments, both of which were closed in Fiscal 2000. The Company also operated the Leather segment in Fiscal 2000 and some of Fiscal 2001. The Company sold certain assets of its Volunteer Leather business June 19, 2000 and has discontinued all Leather segment operations.

RESULTS OF OPERATIONS - THIRD QUARTER FISCAL 2001 COMPARED TO FISCAL 2000

The Company's net sales in the third quarter ended October 28, 2000 increased 25.5% to $175.6 million from $139.9 million in the third quarter ended October 30, 1999. Gross margin increased 26.9% to $82.2 million in the third quarter this year from $64.8 million in the same period last year and increased as a percentage of net sales from 46.3% to 46.8%. Selling and administrative expenses in the third quarter this year increased 23.1% from the third quarter last year but decreased as a percentage of net sales from 38.2% to 37.4%. Selling and administrative expenses were reduced $0.3 million in the third quarter this year for a reduction in pension expense. Explanations of the changes in results of operations are provided by business segment in discussions following this introductory paragraph.

Pretax earnings for the third quarter ended October 28, 2000 were $14.3 million compared to $9.7 million for the third quarter ended October 30, 1999.

Net earnings for the third quarter ended October 28, 2000 were $8.8 million ($.36 diluted earnings per share) compared to $6.2 million ($.26 diluted earnings per share) for the third quarter ended October 30, 1999.

Journeys

	Three Months Ended		
	Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$78,680	$ 56,068	40.3%
Operating income	$10,886	$ 7,903	37.7%
Operating margin	13.8%	14.1%	

Reflecting both a 32% increase in average Journeys stores operated (i.e., the sum of the number of stores open on the first day of the fiscal quarter and the last day of each fiscal month during the quarter divided by four) and a 14% increase in comparable store sales, net sales from Journeys

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increased 40.3% for the third quarter ended October 28, 2000 compared to the same period last year. The average price per pair of shoes increased 4% in the third quarter of Fiscal 2001 and unit sales increased 35% during the same period. The store count for Journeys was 407 stores at the end of the third quarter of Fiscal 2001 compared to 307 stores at the end of the third quarter last year.

Journeys' operating income for the third quarter ended October 28, 2000 increased 37.7% to $10.9 million compared to $7.9 million for the third quarter ended October 30, 1999. The increase was due to increased sales from both store openings and a comparable store sales increase and increased gross margin as a percentage of sales. Journeys operating income decreased as a percentage of sales from 14.1% for the third quarter last year to 13.8% for the third quarter this year due to higher marketing expenses and costs associated with rapid store expansion.

Jarman

	Three Months Ended		
	Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ 27,531	$20,861	32.0%
Operating income	$ 1,870	$ 1,280	46.1%
Operating margin	6.8%	6.1%	

Primarily due to a 23% increase in average Jarman stores operated and a 9% increase in comparable store sales, net sales from Jarman increased 32.0% for the third quarter ended October 28, 2000 compared to the same period last year. The average price per pair of shoes decreased 1% in the third quarter of Fiscal 2001 while unit sales increased 27% during the same period. Jarman operated 205 stores at the end of the third quarter of Fiscal 2001, including 50 Underground Station stores and ten Stone & Co. stores. It had operated 159 stores at the end of the third quarter last year, including 17 Underground Station stores and five Stone & Co. stores.

Jarman operating income for the third quarter ended October 28, 2000 was $1.9 million compared to $1.3 million for the third quarter ended October 30, 1999 and increased as a percent of sales to 6.8% from 6.1% for the same period last year. The increase was due to increased sales and increased gross margin in dollars and as a percentage of sales, due primarily to changes in product mix and lower markdowns.

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Johnston & Murphy

	Three Months Ended Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ 46,858	$42,463	10.4%
Operating income	$ 5,720	$ 4,832	18.4%
Operating margin	12.2%	11.4%	

Johnston & Murphy net sales increased 10.4% to $46.9 million for the third quarter ended October 28, 2000 from $42.5 million for the third quarter ended October 30, 1999. Johnston & Murphy retail sales increased 11%. The increase reflects primarily a 2% increase in comparable store sales and a 6% increase in average Johnston & Murphy retail stores operated. Retail operations accounted for 60% of Johnston & Murphy segment sales in the third quarter this year, up from 59% in the third quarter last year. The store count for Johnston & Murphy retail operations at the end of the third quarter of Fiscal 2001 included 147 Johnston & Murphy stores and factory stores compared to 143 Johnston & Murphy stores and factory stores at the end of the third quarter of Fiscal 2000. The average price per pair of shoes for Johnston & Murphy retail increased 1% in the third quarter this year and unit sales increased 5% during the same period. There was an 8% increase in Johnston & Murphy wholesale sales. Unit sales for the Johnston & Murphy wholesale business increased 10% in the third quarter of Fiscal 2001, while the average price per pair of shoes decreased 3% for the same period, reflecting increased promotional activities and mix changes.

Johnston & Murphy operating income for the third quarter ended October 28, 2000 increased 18.4% from $4.8 million for the third quarter ended October 30, 1999 to $5.7 million, primarily due to increased sales and decreased expenses as a percentage of sales.

Licensed Brands

	Three Months Ended Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ 22,524	$ 18,524	21.6%
Operating income	$ 1,535	$ 488	214.6%
Operating margin	6.8%	2.6%	

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Licensed Brands net sales increased 21.6% to $22.5 million for the third quarter ended October 28, 2000 from $18.5 million for the third quarter ended October 30, 1999. The sales increase reflected strength in the Dockers Footwear business, which more than offset declining sales of Nautica Footwear. Unit sales for the Licensed Brands wholesale businesses increased 25% for the third quarter this year, while the average price per pair of shoes decreased 4% for the same period, reflecting increased promotional activities in the Nautica business.

Licensed Brands operating income for the third quarter ended October 28, 2000 increased 214.6% from $0.5 million for the third quarter ended October 30, 1999 to $1.5 million, primarily due to increased sales and decreased expenses as a percentage of sales.

Other Retail

	Three Months Ended		
	Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales......................	$ -0-	$ 1,986	(100.0%)
Operating income (loss).........	$ -0-	$ (194)	NA
Operating margin................	NA	(9.8%)	

The Jarman Leased departments business was closed in the first quarter of Fiscal 2000 and the remaining five Other Retail stores, which were General Shoe Warehouse stores, were transferred to the Jarman and Johnston & Murphy operating segments during the first quarter of Fiscal 2001. The Company will no longer report results from the Other Retail segment.

Corporate and Interest Expenses

Corporate and other expenses for the third quarter ended October 28, 2000 were $3.6 million compared to $2.9 million for the third quarter ended October 30, 1999 or an increase of 21.8%. The increase in corporate expenses in the third quarter this year is attributable primarily to increased compensation, including increased bonus accruals and increased professional fees.

Interest expense increased 10.5% from $2.1 million in the third quarter ended October 30, 1999 to $2.3 million for the third quarter ended October 28, 2000, primarily due to increased bank activity fees related to the increase in the number of individual bank accounts because of new store openings.

Interest income decreased 52% from $0.4 million in the third quarter last year to $0.2 million in the third quarter this year due to decreases in average short-term investments. There were no borrowings under the Company's revolving credit facility during the three months ended October 28, 2000 or October 30, 1999.

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RESULTS OF OPERATIONS - NINE MONTHS FISCAL 2001 COMPARED TO FISCAL 2000

The Company's net sales in the nine months ended October 28, 2000 increased 20.8% to $464.4 million from $384.3 million in the nine months ended October 30, 1999. Excluding net sales attributable to the divested Other Retail business from last year, the Company's net sales increased 23.2% to $464.4 million in the nine months ended October 30, 2000 from $376.9 million in the same period last year. Gross margin increased 22.6% to $218.3 million in the first nine months this year from $178.0 million in the same period last year and increased as a percentage of net sales from 46.3% to 47.0%. Selling and administrative expenses in the first nine months this year increased 19.2% from the first nine months last year but decreased as a percentage of net sales from 39.1% to 38.6%. Selling and administrative expenses were reduced $1.1 million in the first nine months this year for a reduction in pension expense as total pension expense for Fiscal 2001 is expected to be $0.3 million versus $1.7 million in Fiscal 2000. Explanations of the changes in results of operations are provided by business segment in discussions following this introductory paragraph.

Pretax earnings for the nine months ended October 28, 2000 were $33.6 million compared to $23.3 million for the nine months ended October 30, 1999.

Net earnings for the nine months ended October 28, 2000 were $17.3 million ($.74 diluted earnings per share) compared to $14.4 million ($.60 diluted earnings per share) for the nine months ended October 30, 1999. Net earnings for the nine months ended October 28, 2000 included a $3.0 million ($.11 diluted earnings per share) charge to earnings (net of tax) for the divestiture of the Company's Volunteer Leather business.

Journeys

	Nine Months Ended		
	Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales......................	$ 196,423	$ 140,455	39.8%
Operating income..............	$ 23,967	$ 17,479	37.1%
Operating margin..............	12.2%	12.4%	

Reflecting both a 30% increase in average Journeys stores operated (i.e., the sum of the number of stores open on the first day of the fiscal year and the last day of each fiscal month during the nine months divided by ten) and a 14% increase in comparable store sales, net sales from Journeys increased 39.8% for the nine months ended October 28, 2000 compared to the same period last year. The average price per pair of shoes increased 1% in the first nine months of Fiscal 2001 while unit sales increased 38% during the same period. The store count for Journeys was 407 stores at the end of the first nine months of Fiscal 2001 compared to 307 stores at the end of the first nine months last year.

Journeys' operating income for the nine months ended October 28, 2000 increased 37.1% to $24.0 million compared to $17.5 million for the nine months ended October 30, 1999. The increase was due to increased sales from both store openings and a comparable store sales increase. Journeys operating income decreased as a percentage of sales from 12.4% for the first nine months last year to 12.2% for the first nine months this year due to higher marketing expenses and costs associated with rapid store expansion.

Jarman

	Nine Months Ended		
	Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ 69,049	$ 57,603	19.9%
Operating income	$ 3,063	$ 1,019	200.6%
Operating margin	4.4%	1.8%	

Primarily due to a 13% increase in average Jarman stores operated and a 7% increase in comparable store sales, net sales from Jarman increased 19.9% for the nine months ended October 28, 2000 compared to the same period last year. The increase in sales and comparable store sales was driven primarily by Underground Station stores. The average price per pair of shoes increased 5% in the first nine months of Fiscal 2001 and unit sales increased 10% during the same period. Jarman operated 205 stores at the end of the first nine months of Fiscal 2001, including 50 Underground Station stores and ten Stone & Co. stores. It had operated 159 stores at the end of the first nine months last year, including 17 Underground Station stores and five Stone & Co. stores.

Jarman operating income for the nine months ended October 28, 2000 was $3.1 million compared to $1.0 million for the nine months ended October 30, 1999 and increased as a percent of sales to 4.4% from 1.8% for the same period last year. The increase was due to increased sales and increased gross margin in dollars and as a percentage of sales, due primarily to changes in product mix and decreased expenses as a percentage of sales.

Johnston & Murphy

	Nine Months Ended Oct. 28, 2000	Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ 135,133	$ 120,501	12.1%
Operating income	$ 17,025	$ 14,843	14.7%
Operating margin	12.6%	12.3%	

Johnston & Murphy net sales increased 12.1% to $135.1 million for the nine months ended October 28, 2000 from $120.5 million for the nine months ended October 30, 1999. Johnston & Murphy retail sales increased 15%. The increase reflects primarily a 4% increase in comparable store sales and an 8% increase in average Johnston & Murphy retail stores operated. Retail operations accounted for 62% of Johnston & Murphy segment sales in the first nine months this year, up from 61% in the first nine months last year. The store count for Johnston & Murphy retail operations at the end of the first nine months of Fiscal 2001 included 147 Johnston & Murphy stores and factory stores compared to 143 Johnston & Murphy stores and factory stores at the end of the first nine months of Fiscal 2000. The average price per pair of shoes for Johnston & Murphy retail was flat in the first nine months this year while unit sales increased 11% during the same period. There was a 7% increase in Johnston & Murphy wholesale sales. Unit sales for the Johnston & Murphy wholesale business increased 12% in the first nine months of Fiscal 2001, while the average price per pair of shoes decreased 4% for the same period, reflecting increased promotional activities and mix changes.

Johnston & Murphy operating income for the nine months ended October 28, 2000 increased 14.7% from $14.8 million for the nine months ended October 30, 1999 to $17.0 million, primarily due to increased sales.

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Licensed Brands

	Nine Months Ended Oct. 28, 2000	Nine Months Ended Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ 63,745	$ 58,326	9.3%
Operating income	$ 4,142	$ 2,908	42.4%
Operating margin	6.5%	5.0%	

Licensed Brands net sales increased 9.3% to $63.7 million for the nine months ended October 28, 2000 from $58.3 million for the nine months ended October 30, 1999. The sales increase reflected strength in the Dockers Footwear business, which more than offset declining sales of Nautica footwear. Unit sales for the Licensed Brands wholesale businesses increased 11% for the first nine months this year, while the average price per pair of shoes decreased 5% for the same period, reflecting increased promotional activities in the Nautica business and changes in product mix.

Licensed Brands operating income for the nine months ended October 28, 2000 increased 42.4% from $2.9 million for the nine months ended October 30, 1999 to $4.1 million, primarily due to increased sales and decreased expenses as a percentage of sales.

Other Retail

	Nine Months Ended Oct. 28, 2000	Nine Months Ended Oct. 30, 1999	% Change
	(dollars in thousands)		
Net sales	$ -0-	$7,385	(100.0%)
Operating income (loss)	$ -0-	$ (245)	NA
Operating margin	NA	(3.3%)	

The Jarman Leased departments business was closed in the first quarter of Fiscal 2000 and the remaining five Other Retail stores, which were General Shoe Warehouse stores, were transferred to the Jarman and Johnston & Murphy operating segments during the first quarter of Fiscal 2001. The Company will no longer report results from the Other Retail segment.

Corporate and Interest Expenses

Corporate and other expenses for the nine months ended October 28, 2000 were $9.0 million compared to $8.3 million for the nine months ended October 30, 1999 or an increase of 9.2%. The increase in corporate expenses for the first nine months this year is attributable primarily to increased bonus accruals.

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Interest expense increased 6.1% from $6.1 million in the nine months ended October 30, 1999 to $6.5 million for the nine months ended October 28, 2000, primarily due to increased bank activity fees related to the increase in the number of individual bank accounts because of new store openings.

Interest income decreased 47% from $1.6 million in the first nine months last year to $0.9 million in the first nine months this year due to decreases in average short-term investments. There were no borrowings under the Company's revolving credit facility during the nine months ended October 28, 2000 or October 30, 1999.

LIQUIDITY AND CAPITAL RESOURCES

The following table sets forth certain financial data at the dates indicated.

	Oct. 28, 2000	Oct. 30, 1999
	(dollars in millions)	
Cash and short-term investments	$ 16.1	$ 38.5
Working capital	$ 132.7	$ 135.2
Long-term debt (includes current maturities)	$ 103.5	$ 103.5
Current ratio	2.4x	2.8x

Working Capital

The Company's business is somewhat seasonal, with the Company's investment in inventory and accounts receivable normally reaching peaks in the spring and fall of each year. Cash flow from operations is generated principally in the fourth quarter of each fiscal year.

Cash used in operating activities was $11.5 million in the first nine months of Fiscal 2001 compared to $12.5 million of cash provided by operating activities in the first nine months of Fiscal 2000. The $24.0 million decrease in cash flow from operating activities reflects primarily increased accounts receivable due to increased wholesale sales and extended terms and increased inventory due to increased new store openings and planned seasonal increases and a $6.5 million increase in taxes paid. Contributing to the inventory change was an increase in net stores and leased departments of 136 this year compared to a net decline of 9 last year.

The $44.6 million increase in inventories at October 28, 2000 from January 29, 2000 levels reflects increases in retail inventory to support the net increase of 136 stores in the first nine months this year as well as planned seasonal increases.

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Accounts receivable at October 28, 2000 increased $13.0 million compared to January 29, 2000 primarily due to increased wholesale sales and lengthening of days sales outstanding due to changes in payment terms related to promotional programs.

Cash provided (or used) due to changes in accounts payable and accrued liabilities are as follows:

	Nine Months Ended	
	Oct. 28, 2000	Oct. 30, 1999
	(in thousands)	
Accounts payable	$ 16,766	$ 7,207
Accrued liabilities...	(525)	(3,938)
	$ 16,241	$ 3,269

The fluctuations in accounts payable for the first nine months this year from the first nine months last year are due to changes in payment terms negotiated with individual vendors, inventory levels and buying patterns.

There were no revolving credit borrowings during the nine months ended October 28, 2000 and October 30, 1999, as cash generated from operations and cash on hand funded seasonal working capital requirements and capital expenditures.

Capital Expenditures

Total capital expenditures in Fiscal 2001 are expected to be approximately $34.8 million. These include expected retail expenditures of $31.1 million to open approximately 101 Journeys stores, 15 Johnston & Murphy stores and factory stores, and 52 Jarman Retail stores which includes 32 Underground Station stores and three Stone & Co. stores, and to complete 39 major store renovations. Capital expenditures for wholesale and manufacturing operations and other purposes are expected to be approximately $3.7 million, including approximately $1.9 million for new computer systems to improve customer service and support the Company's growth. Total capital expenditures for the nine months ended October 28, 2000 were $28.7 million. The revolving credit agreement, as amended October 4, 2000, limits capital expenditures to $36 million for Fiscal 2001.

Environmental and Other Contingencies

The Company is subject to certain loss contingencies related to environmental proceedings and other legal matters, including those disclosed in Note 9 to the Company's Consolidated Financial Statements. The Company has made provisions for certain of these contingencies, including approximately $2.4 million reflected in Fiscal 2001 and $472,000 reflected in Fiscal 2000. The Company monitors these matters on an ongoing basis and at least quarterly management reviews the Company's reserves and accruals in relation to each of them, adjusting provisions as management deems necessary in view of changes in available information. Changes in estimates of liability are reported in the periods when they occur. Consequently, management believes that its reserve in relation to each proceeding is a reasonable estimate of the probable loss connected to the proceeding, or in cases in which no reasonable estimate is possible, the minimum amount in the range of estimated losses, based upon its analysis of the facts and circumstances as of the close of the most recent fiscal quarter. Because of uncertainties and risks inherent in litigation generally and in environmental proceedings in particular, however, there can be no assurance that future developments will not require additional reserves to be set aside, that some or all reserves may not be adequate or that the amounts of any such additional reserves or any such inadequacy will not have a material adverse effect upon the Company's financial condition or results of operations.

Future Capital Needs

The Company expects that cash on hand and cash provided by operations will be sufficient to fund all of its capital expenditures through Fiscal 2001. The approximately $5.2 million of costs associated with the prior restructurings and discontinued operations that are expected to be incurred during the next twelve months are also expected to be funded from cash on hand. In February of 2000, the Company authorized the additional repurchase, from time to time, of up to 1.0 million shares of the Company's common stock. These purchases will be funded from available cash. The Company has repurchased a total of 6.4 million shares at a cost of $60.4 million from all authorizations for Fiscal 1999, Fiscal 2000 and Fiscal 2001.

There were $7.2 million of letters of credit outstanding under the revolving credit agreement at October 28, 2000, leaving availability under the revolving credit agreement of $57.8 million.

The Company's revolving credit agreement restricts the payment of dividends and other payments with respect to capital stock. At October 28, 2000, $32.2 million was available for such payments. The aggregate of annual dividend requirements on the Company's Subordinated Serial Preferred Stock, $2.30 Series 1, $4.75 Series 3 and $4.75 Series 4, and on its $1.50 Subordinated Cumulative Preferred Stock is $300,000.

FINANCIAL MARKET RISK

The following discusses the Company's exposure to financial market risk related to changes in interest rates and foreign currency exchange rates.

Outstanding Debt of the Company - The Company's outstanding long-term debt of $103.5 million 5 1/2% convertible subordinated notes due April 2005 bears interest at a fixed rate. Accordingly, there would be no immediate impact on the Company's interest expense due to fluctuations in market interest rates.

Cash and Short-Term Investments - The Company's cash and short-term investment balances are invested in financial instruments with original maturities of three months or less. The Company does not have significant exposure to changing interest rates on invested cash at October 28, 2000.

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As a result, the interest rate market risk implicit in these investments at October 28, 2000, if any, is low.

Foreign Currency Exchange Rate Risk - Most purchases by the Company from foreign sources are denominated in U.S. dollars. To the extent that import transactions are denominated in other currencies, it is the Company's practice to hedge its risks through the purchase of forward foreign exchange contracts. Gains and losses from these transactions are included in the cost of the underlying purchases. The loss on contracts outstanding at October 28, 2000 was $2.8 million from current spot rates. At October 28, 2000, the Company had $28.2 million of foreign exchange contracts for Italian Lira. As of October 28, 2000, a 10% adverse change in foreign currency exchange rates from market rates would decrease the fair value of the contracts by approximately $5.2 million.

Summary - Based on the Company's overall market interest rate and foreign currency rate exposure at October 28, 2000, the Company believes that the effect, if any, of reasonably possible near-term changes in interest rates or fluctuations in foreign currency exchange rates on the Company's consolidated financial position, result of operations or cash flows for Fiscal 2001 would not be material.

The Company does not purchase or hold any derivative financial instruments for trading purposes.

CHANGES IN ACCOUNTING PRINCIPLES

In June 1998 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards ("SFAS") No. 133, Accounting for Derivative Instruments and Hedging Activities, effective for fiscal years beginning after June 15, 1999. The Financial Accounting Standards Board issued SFAS No. 137 in July 1999 to delay the effective date of SFAS No. 133 for one year, to fiscal years beginning after June 15, 2000. SFAS No. 133 establishes accounting and reporting standards for derivative instruments and for hedging activities. It requires an entity to recognize all derivatives as either assets or liabilities in the consolidated balance sheet and to measure those instruments at fair value. Under certain conditions, a derivative may be specifically designated as a fair value hedge or a cash flow hedge. The accounting for changes in the fair value of a derivative will depend on the intended use of the derivative and the resulting designation. At this time, the impact of adopting the provisions of this statement is not currently estimable and will depend on the financial position of the Company and the nature and purpose of the derivative instruments in use at that time.

PART II - OTHER INFORMATION

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company incorporates by reference the information regarding market risk to appear under the heading "Financial Market Risk" in Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

EXHIBITS

(10)h. Sixth Amendment to Modified and Restated Loan Agreement dated as of October 4, 2000.

(27) Financial Data Schedule (for SEC use only)

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REPORTS ON FORM 8-K

The Company filed current reports on Form 8-K on November 14, 2000 and December 4, 2000 disclosing Regulation FD disclosures.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Genesco Inc.

/s/ James S. Gulmi

James S. Gulmi
Chief Financial Officer
December 12, 2000

EXHIBIT (10)h.

SIXTH AMENDMENT TO MODIFIED
AND RESTATED LOAN AGREEMENT

THIS SIXTH AMENDMENT TO MODIFIED AND RESTATED LOAN AGREEMENT (the "Sixth Amendment") dated as of October 4, 2000, is to that Modified and Restated Loan Agreement dated as of September 24, 1997, as amended January 30, 1998, March 31, 1998, August 1, 1998, December 11, 1998 and November 5, 1999 (hereinafter, such Loan Agreement as amended hereby, and as further amended or modified from time to time, the "Loan Agreement"; all terms used but not otherwise defined herein shall have the meanings provided in the Loan Agreement), by and among GENESCO INC. (the "Borrower"), the banks and financial institutions on the signature pages hereto (the "Banks"), BANK ONE, NA (formerly known as The First National Bank of Chicago), as Co-Agent for the Banks (the "Co-Agent"), and BANK OF AMERICA, N.A. (formerly known as NationsBank, N.A.), as Agent for the Banks (in such capacity, the "Agent").

W I T N E S S E T H:

WHEREAS, the Borrower has requested certain modifications to the Loan Agreement; and

WHEREAS, the Banks have agreed to the requested modifications on the terms and conditions herein set forth;

NOW, THEREFORE, IN CONSIDERATION of these premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

A. The Loan Agreement is amended and modified in the following respects:

(1) Section 7.5.4 shall be amended in its entirety so that such Section now reads as follows:

> 7.5.4 Capital Expenditures. The Borrower will not, and will not permit any of its Subsidiaries to, purchase or otherwise acquire, or commit to purchase or otherwise acquire, any fixed or capital asset or otherwise make or incur obligations for Capital Expenditures by the expenditure of cash or the incurrence of Indebtedness, the cost of which (or, in the case of any acquisition not in the nature of an ordinary purchase, the book value of the consideration given for which), when aggregated with the costs of all other such assets purchased or otherwise acquired by the Borrower and its Subsidiaries taken as a whole during such Fiscal Year, would exceed $36,000,000 during any Fiscal Year (commencing with the Fiscal Year ending January 31, 2001); provided, that, if during any Fiscal Year Capital Expenditures are less than $36,000,000, the lesser of (i) the difference between $36,000,000 and the actual Capital Expenditures for such Fiscal

Year, or (ii) $3,000,000 (such lesser amount being referred to as the "Excess Capital Expenditures Allowance") shall be carried forward so as to increase the maximum Capital Expenditures which may be made in accordance with this Subsection 7.5.4 for the immediately succeeding Fiscal Year, but not for any other subsequent Fiscal Year, except to the extent permitted by the next succeeding sentence. Capital Expenditures made in any such succeeding Fiscal Year shall be applied first to the Excess Capital Expenditures Allowance carried forward until such Allowance is exhausted and shall then be applied to the maximum Capital Expenditures specified above for such Fiscal Year in determining whether an Excess Capital Expenditure Allowance is available to be carried forward to the next succeeding Fiscal Year in the manner described in this Subsection 7.5.4.

(2) Section 7.6 shall be amended in its entirety so that such Section now reads as follows:

7.6 Restrictions on Fundamental Changes. The Borrower will not, and will not permit any of its Subsidiaries to (i) enter into any transaction of merger or consolidation, or liquidate, wind up or dissolve itself (or suffer any liquidation or dissolution), or (ii) convey, sell, lease, transfer or otherwise dispose of subsequent to the Closing Date, in one or more transactions, all or any portion of its business, properties or assets (real and personal, tangible and intangible) or any stock or other Securities of any of its Subsidiaries, whether now owned or hereafter acquired, constituting in the aggregate for all of such transactions consummated on or after the end of the second fiscal quarter of Fiscal Year 2001 more than 10% of Consolidated Tangible Assets as of the end of the second fiscal quarter of Fiscal Year 2001; provided, that, so long as no Event of Default or Potential Default has occurred and is continuing or would occur as a result thereof, (x) any Subsidiary of the Borrower may be merged or consolidated with or into the Borrower or any direct wholly-owned Subsidiary of the Borrower, or be liquidated, wound up or dissolved, or all or substantially all of its business, properties or assets (real and personal, tangible and intangible) may be conveyed, sold, leased, transferred or otherwise disposed of, in one transaction or a series of transactions, to the Borrower or any direct wholly-owned Subsidiary of the Borrower; and (y) the Borrower or any of its Subsidiaries may acquire any Person by merger or consolidation, provided that the Borrower or such Subsidiary is the corporation surviving such merger or consolidation, in any transaction that would not cause an Event of Default or Potential Default under this Loan Agreement.

B. The Borrower hereby represents and warrants that:

(i) any and all representations and warranties made by the Borrower and contained in the Loan Agreement (other than those which expressly relate to a prior period) are true and correct in all material respects as of the date of this Sixth Amendment; and

(ii) No Default or Potential Default currently exists and is continuing under the Loan Agreement simultaneously with the execution of this Sixth Amendment.

C. The Borrower will execute such additional documents as are reasonably requested by the Agent to reflect the terms and conditions of this Sixth Amendment.

D. Except as modified hereby and except for necessary modifications to exhibits to bring such exhibits in conformity with the terms of this Sixth Amendment, all of the terms and provisions of the Loan Agreement (and Exhibits) remain in full force and effect.

E. The Borrower agrees to pay all reasonable costs and expenses in connection with the preparation, execution and delivery of this Sixth Amendment, including without limitation the reasonable fees and expenses of the Agent's legal counsel.

F. This Sixth Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and it shall not be necessary in making proof of this Sixth Amendment to produce or account for more than one such counterpart.

G. This Sixth Amendment and the Loan Agreement, as amended hereby, shall be deemed to be contracts made under, and for all purposes shall be construed in accordance with the laws of the State of Tennessee.

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IN WITNESS WHEREOF, each of the parties hereto has caused a counterpart of this Sixth Amendment to be duly executed under seal and delivered as of the date and year first above written.

BORROWER:

GENESCO INC.,
a Tennessee corporation

By /s/ James S. Gulmi

Title Senior Vice President - Finance

BANKS:

BANK OF AMERICA, N.A.,
individually in its capacity as a
Bank and in its capacity as Agent

By /s/ Timothy H. Spanos

Title Managing Director

BANK ONE, NA (Main Office - Chicago,
formerly known as The First National Bank of
Chicago),
individually in its capacity as a Bank and
in its capacity as a Co-Agent

By /s/ Catherine A. Muszynski

Title Vice President

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE
COMPANY'S THIRD QUARTER FISCAL 2001 10-Q AND IS QUALIFIED IN ITS ENTIRETY BY
REFERENCE TO SUCH FINANCIAL STATEMENTS.

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FEB-03-2001
JAN-30-2000
OCT-28-2000
9,003
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