UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 5)*

	ANNTAYLOR ST	CORES CORPORATION			
(No. 10. C. Tarana)					
	(Name of Issuer)				
	Common Stock, par value \$.0068 per share				
	(Title Of Cla	ass of Securities)			
	036115103 (CUSIP Number)				
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).					
initial filing for any subseq	of this cover page shal on this form with respe quent amendment containing covided in a prior cover	ect to the subject on a subject of the subject of t	class of securities, and		
to be "filed" 1934 ("Act") o	on required in the remain for the purpose of Section or otherwise subject to to subject to all other prov	on 18 of the Securi the liabilities of t	ties Exchange Act of Chat section of the Act		
	PAGE 1 of	26 PAGES			
CUSIP NO. 036		13G	PAGE 2 OF 26 PAGES		
S.S. OR I	REPORTING PERSON R.R.S. IDENTIFICATION NO.	. OF ABOVE PERSON			
2 CHECK THE	APPROPRIATE BOX IF A ME	EMBER OF A GROUP*	Joint Filing (a) [] (b) []		
3 SEC USE O	NLY				
	IIP OR PLACE OF ORGANIZAT				
Delaware					
NUMBER OF	5 SOLE VOTING POWER Less than 5%				
	6 SHARED VOTING POWER Less than 5%				
EACH REPORTING PERSON WITH	7 SOLE DISPOSITIVE PO	DWER			
	8 SHARED DISPOSITIVE Less than 5%	POWER			
9 AGGREGATE	AMOUNT BENEFICIALLY OWN	NED BY EACH REPORTIN	IG PERSON		

Less than 5%

11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9			
	Less than	5%			
12	2 TYPE OF REPORTING PERSON*				
	HC, CO				
		*SEE INSTRUCTION BEFORE FILLING OUT!			
		115100	DAGE 2 OF 06 DAGES		
	IP NO. 036	115103 13G	PAGE 3 OF 26 PAGES		
1	S.S. OR I	EPORTING PERSON R.S. IDENTIFICATION NO. OF ABOVE PERSON ynch Group, Inc.			
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP* Join			
			(a) [] (b) []		
3	SEC USE O	 NLY			
	CITITENSU				
4	Delaware	IP OR PLACE OF ORGANIZATION			
	Delawale				
	MDED OF	5 SOLE VOTING POWER Less than 5%			
BEN	EFICIALLY	6 SHARED VOTING POWER Less than 5%			
RE:	NED BY EACH PORTING	7 SOLE DISPOSITIVE POWER Less than 5%			
PER	SON WITH	8 SHARED DISPOSITIVE POWER Less than 5%			
9	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON		
	Less than	5%			
10	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE.	RTAIN SHARES*		
11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9			
	Less than	5%			
12	TYPE OF R	EPORTING PERSON*			
	HC, CO				
		*SEE INSTRUCTION BEFORE FILLING OUT!			
	 IP NO. 036	 115103	PAGE 4 OF 26 PAGES		
1	NAME OF R S.S. OR I	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON ynch Capital Partners, Inc.			
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP* Join	t Filing (a) [] (b) []		
			· ·		
3	SEC USE O	NLY			

4 CITIZENSHIP OR PLACE OF ORGANIZATION

	·			
	5 SOLE VOTING POWER			
NUMBER OF	Less than 5%			
SHARES	6 SHARED VOTING POWER			
	Less than 5%			
OWNED BY EACH	7 SOLE DISPOSITIVE POWER			
REPORTING	Less than 5%			
PERSON WITH				
	8 SHARED DISPOSITIVE POWER Less than 5%			
	Less than Jo			
9 AGGREGA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
Less th	an 5%			
10 CHECK B	OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	[]			
11 PERCENT	OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
Less the				
12 TYPE OF	REPORTING PERSON*			
CO				
	*SEE INSTRUCTION BEFORE FILLING OUT!			
CUSIP NO. 0	36115103 13G PAGE 5 OF 26 PAGES			
1 NAME OF	REPORTING PERSON			
S.S. OR	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON			
Merrill	Lynch LBO Partners No. B-I, L.P.			
2 CHECK T	IE APPROPRIATE BOX IF A MEMBER OF A GROUP* .Toint Filing			
2 CHECK T	HE APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) []			
2 CHECK T				
2 CHECK T	(a) []			
2 CHECK T	(a) [] (b) []			
	(a) [] (b) []			
3 SEC USE	(a) [] (b) [] ONLY			
3 SEC USE	(a) [] (b) []			
3 SEC USE	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION			
3 SEC USE	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION			
3 SEC USE	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION			
3 SEC USE	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION			
3 SEC USE 4 CITIZEN: Delaware	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5%			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5%			
3 SEC USE 4 CITIZEN: Delawar: NUMBER OF SHARES BENEFICIALLY OWNED BY	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER			
3 SEC USE 4 CITIZEN: Delawar: NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5%			
3 SEC USE 4 CITIZEN Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5%			
3 SEC USE 4 CITIZEN: Delawar: NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5%			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5%			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5%			
3 SEC USE 4 CITIZEN Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA Less the	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% 18 SHARED DISPOSITIVE POWER Less than 5% 19 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
3 SEC USE 4 CITIZEN: Delawar: NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA: Less th.	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% CE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON an 5%			
3 SEC USE 4 CITIZEN: Delawar: NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA: Less th.	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% CE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON AND 5% OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
3 SEC USE 4 CITIZEN: Delawar: NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA: Less th.	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% CE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON an 5%			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA: Less the	ONLY SHIP OR PLACE OF ORGANIZATION SHIP ORGANIZATION SHIP OR PLACE OF ORGANIZATION SHIP OR PLACE OF ORGANIZATION SHIP ORGANIZATION SHIP OR PLACE OF ORGANIZATION SHIP ORGANIZATI			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA' Less th. 10 CHECK BO	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON an 5% OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
3 SEC USE 4 CITIZEN Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA Less th 10 CHECK Be 11 PERCENT	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON an 5% OX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* [] OF CLASS REPRESENTED BY AMOUNT IN ROW 9			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA Less the 10 CHECK BO 11 PERCENT Less the	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION 5 SOLE VOTING POWER Less than 5% 6 SHARED VOTING POWER Less than 5% 7 SOLE DISPOSITIVE POWER Less than 5% 8 SHARED DISPOSITIVE POWER Less than 5% EE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON An 5% OF CLASS REPRESENTED BY AMOUNT IN ROW 9 an 5%			
3 SEC USE 4 CITIZEN: Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 AGGREGA Less the 10 CHECK BO 11 PERCENT Less the	(a) [] (b) [] ONLY SHIP OR PLACE OF ORGANIZATION SHIP ORGANIZATION SHIP ORGANIZATION SHI			

CUS:				
	IP NO. 036	5115103 	13G	PAGE 6 OF 26 PAGES
	S.S. OR I Merrill I		tion Partnership No. B-	
			MEMBER OF A GROUP* J	
	SEC USE C	DNLY		
	CITIZENS	HIP OR PLACE OF ORGANI		
	Delaware			
		5 SOLE VOTING POWE Less than 5%		
	MBER OF SHARES EFICIALLY	6 SHARED VOTING PO	WER	
	NED BY EACH PORTING	7 SOLE DISPOSITIVE Less than 5%		
ER	SON WITH	8 SHARED DISPOSITI Less than 5%		
	AGGREGATE	E AMOUNT BENEFICIALLY	OWNED BY EACH REPORTING	PERSON
	Less than	n 58		
0	CHECK BOX		UNT IN ROW (9) EXCLUDES	CERTAIN SHARES*
1	PERCENT (OF CLASS REPRESENTED B	Y AMOUNT IN ROW 9	
	Less thar	1 5%		
2		REPORTING PERSON*		
_	PN 			
		*SEE INSTRUCTIO	N BEFORE FILLING OUT!	
US:	IP NO. 036	5115103 	13G	PAGE 7 OF 26 PAGES
	IP NO. 036	5115103		
	NAME OF F	5115103REPORTING PERSON I.R.S. IDENTIFICATION DOTE LBO Partners No. B	13G NO. OF ABOVE PERSON -II	
·	NAME OF F	E APPROPRIATE BOX IF A	13G NO. OF ABOVE PERSON -II MEMBER OF A GROUP* J	oint Filing (a) [] (b) []
	NAME OF F	REPORTING PERSON I.R.S. IDENTIFICATION ORE LBO Partners No. B E APPROPRIATE BOX IF A	13G NO. OF ABOVE PERSON -II	oint Filing (a) [] (b) []
	NAME OF F S.S. OR I ML Offsho CHECK THE	REPORTING PERSON I.R.S. IDENTIFICATION DOTE LBO PARTHERS NO. B	13G NO. OF ABOVE PERSON -II	oint Filing (a) [] (b) []
	NAME OF F S.S. OR I ML Offsho CHECK THE	REPORTING PERSON I.R.S. IDENTIFICATION DOTE LBO PARTHERS NO. B E APPROPRIATE BOX IF A	13G NO. OF ABOVE PERSON -II	oint Filing (a) [] (b) []
·	NAME OF F S.S. OR I ML Offsho CHECK THE	REPORTING PERSON I.R.S. IDENTIFICATION OF LBO PARTNERS NO. B E APPROPRIATE BOX IF A DNLY HIP OR PLACE OF ORGANI 5 SOLE VOTING POWE	13G NO. OF ABOVE PERSON -II MEMBER OF A GROUP* J ZATION	Toint Filing (a) [] (b) []
	NAME OF F S.S. OR I ML Offsho CHECK THE SEC USE C CITIZENSE Delaware	S115103 REPORTING PERSON I.R.S. IDENTIFICATION OPE LBO PARTHERS NO. B E APPROPRIATE BOX IF A DNLY HIP OR PLACE OF ORGANI 5 SOLE VOTING POWE Less than 5% 6 SHARED VOTING PO	13G NO. OF ABOVE PERSON -II MEMBER OF A GROUP* J ZATION	Toint Filing (a) [] (b) []

		8 SHARED DISPOSITIVE POWER Less than 5%	
9	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Less than	1 5%	
10	CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
11	PERCENT O	DF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Less than	1 5%	
12	TYPE OF R	REPORTING PERSON*	
		*SEE INSTRUCTION BEFORE FILLING OUT!	
		SEE INSTRUCTION BEFORE FIBEING GOT.	
CUSI	P NO. 036	6115103 13G PAGE 8 OF 26 P	AGES
1	S.S. OR I	REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON ositions, Inc.	
2	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing	,
		(a) [(b) [
3	SEC USE O	DNLY	
4	CITIZENSH	HIP OR PLACE OF ORGANIZATION	
	Delaware		
		5 SOLE VOTING POWER Less than 5%	
	BER OF HARES	6 SHARED VOTING POWER	
	FICIALLY ED BY	Less than 5%	
		7 SOLE DISPOSITIVE POWER Less than 5%	
PERS	ON WITH	8 SHARED DISPOSITIVE POWER	
		Less than 5%	
9		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Less than	n 5% 	
		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*	
	PERCENT O	OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Less than	1 5% 	
12	TYPE OF R	REPORTING PERSON*	
	CO		
		*SEE INSTRUCTION BEFORE FILLING OUT!	
CUSI	P NO. 036	6115103 13G PAGE 9 OF 26 P	AGES
1	NAME OF R	REPORTING PERSON	

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KECALP Inc.

2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) []
3	SEC USE O	NLY
4	CITIZENSH	IP OR PLACE OF ORGANIZATION
	Delaware	
NUM	BER OF	5 SOLE VOTING POWER Less than 5%
BENE	HARES FICIALLY ED BY	6 SHARED VOTING POWER Less than 5%
REP		7 SOLE DISPOSITIVE POWER Less than 5%
TERO	ON WIII	8 SHARED DISPOSITIVE POWER Less than 5%
9		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 10	Less than	
10		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* []
11		F CLASS REPRESENTED BY AMOUNT IN ROW 9
 12	Less than	5% EPORTING PERSON*
12	CO	EFORTING FERSON*
		*SEE INSTRUCTION BEFORE FILLING OUT!
CUSI	P NO. 036	115103 13G PAGE 10 OF 26 PAGES
1	S.S. OR I	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON ynch KECALP L.P. 1987
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint Filing (a) [] (b) []
3	SEC USE O	NLY
4		IP OR PLACE OF ORGANIZATION
	Delaware	
		5 SOLE VOTING POWER Less than 5%
S BENE	HARES FICIALLY	6 SHARED VOTING POWER Less than 5%
EACH		7 SOLE DISPOSITIVE POWER Less than 5%
PERS	ON WITH	8 SHARED DISPOSITIVE POWER Less than 5%
9	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	Less than	5%
	CHECK BOY	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Less than	5%	
12	TYPE OF R	EPORTING PERSON*	
	PN		
		*SEE INSTRUCTION BEFORE FILLING OUT!	
CUSI	IP NO. 036	115103 13G	PAGE 11 OF 26 PAGES
1	S.S. OR I	EPORTING PERSON .R.S. IDENTIFICATION NO. OF ABOVE PERSON ynch KECALP L.P. 1989	
 2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP* Join	nt Filing
			(a) [] (b) []
 3	SEC USE O	NI.Y	
4	CITIZENSH	IP OR PLACE OF ORGANIZATION	
	Delaware		
		5 SOLE VOTING POWER Less than 5%	
5	MBER OF SHARES	6 SHARED VOTING POWER	
	EFICIALLY NED BY	Less than 5%	
REI	EACH PORTING SON WITH	7 SOLE DISPOSITIVE POWER Less than 5%	
		8 SHARED DISPOSITIVE POWER Less than 5%	
9	AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	ERSON
	Less than	5%	
10	CHECK BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CE	CRTAIN SHARES*
11	PERCENT O	F CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Less than		
12	TYPE OF R	EPORTING PERSON*	
	PN		
		*SEE INSTRUCTION BEFORE FILLING OUT!	
CUSI	IP NO. 036		PAGE 12 OF 26 PAGES
 1	NAME OF R S.S. OR I	EPORTING PERSON R.S. IDENTIFICATION NO. OF ABOVE PERSON ynch MBP Inc.	
2	CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP* Join	nt Filing
			(a) [] (b) []
3	SEC USE O		

4 CITIZENSHIP OR PLACE OF ORGANIZATION

		5 SOLE VOTING POWER Less than 5%	
5	MBER OF SHARES EFICIALLY		
	NED BY EACH PORTING	7 SOLE DISPOSITIVE POWER Less than 5%	
PERS	SON WITH	8 SHARED DISPOSITIVE POWER Less than 5%	
9	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N
	Less than	n 5%	
10	CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA. []	IN SHARES*
11	PERCENT (OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
	Less thar	n 5%	
12	TYPE OF F	REPORTING PERSON*	
	CO		
		*SEE INSTRUCTION BEFORE FILLING OUT!	
CUSI	IP NO. 036	6115103 13G PAG	E 13 OF 26 PAGES
1	NAME OF F	REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Banking L.P. III	
2	CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP* Joint F.	iling (a) [] (b) []
3	SEC USE O	ONLY	
4	CITIZENS	HIP OR PLACE OF ORGANIZATION	
	Delaware		
		5 SOLE VOTING POWER Less than 5%	
5	MBER OF SHARES EFICIALLY	6 SHARED VOTING POWER Less than 5%	
OWI	NED BY		
	EACH PORTING	7 SOLE DISPOSITIVE POWER Less than 5%	
PERS	SON WITH	8 SHARED DISPOSITIVE POWER Less than 5%	
9	AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Less than		
10		X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTA. []	
11	PERCENT (OF CLASS REPRESENTED BY AMOUNT IN ROW 9	
_	Less thar	n 5%	
12		REPORTING PERSON*	
	PN		

CUSIP NO.	. 03611 	5103	13G	PAGE 14 OF 26 PAGES	
S.S.	OR I.F	ORTING PERSON S.S. IDENTIFICATION NO. OF A ates L.P. No. I	ABOVE PERSON		
2 CHEC	CK THE A	PPROPRIATE BOX IF A MEMBER	OF A GROUP* Jo	int Filing (a) [] (b) []	
3 SEC USE ONLY					
4 CITIZENSHIP OR PLACE OF ORGANIZATION					
Dela	aware				
	<u>-</u>	SOLE VOTING POWER Less than 5%			
NUMBER C SHARES BENEFICIA	S 6	SHARED VOTING POWER Less than 5%			
OWNED BY EACH REPORTIN	7 1G	SOLE DISPOSITIVE POWER Less than 5%			
PERSON WI		SHARED DISPOSITIVE POWER Less than 5%	ς		
9 AGGF	REGATE A	MOUNT BENEFICIALLY OWNED BY	Y EACH REPORTING	PERSON	
Less	s than 5	%			
10 CHEC	CK BOX I	F THE AGGREGATE AMOUNT IN F	ROW (9) EXCLUDES	CERTAIN SHARES*	
11 PERC	CENT OF	CLASS REPRESENTED BY AMOUNT	r in ROW 9		
Less	s than 5	%			
12 TYPE	E OF REF	ORTING PERSON*			
PN					
		*SEE INSTRUCTION BEFORE	E FILLING OUT!		
		SCHEDULE	13G		
Item 1 (a	a)	Name of Issuer:			
		AnnTaylor Stores Corporat	cion		
Item 1 (b	o)	Address of Issuer's Princ			
		142 West 57th Street New York, New York 10019			
Item 2 (a	a)	Names of Persons Filing:			
		Merrill Lynch & Co., Inc. Merrill Lynch Group, Inc. Merrill Lynch Capital Par Merrill Lynch LBO Partner Merrill Lynch Capital App ML Offshore LBO Partnersh ML IBK Positions, Inc. KECALP Inc. Merrill Lynch KECALP L.P.	ttners, Inc. rs No. B-I, L.P. preciation Partne hip No. B-II, L.P		
		Merrill Lynch KECALP L.P. Merrill Lynch MBP Inc. Merchant Banking L.P. No. MLCP Associates L.P. No.	. III		

```
Item 2 (b)
                 Address of Principal Business Office, or, if none,
                 Residence:
                 Merrill Lynch & Co., Inc.
                 Merrill Lynch Group, Inc.
                 ML IBK Positions, Inc.
                 250 Vesey Street
                 World Financial Center, North Tower
                 New York, New York 10281
                 Merrill Lynch Capital Partners, Inc.
                 Merrill Lynch LBO Partners No. B-I, L.P.
                 Merrill Lynch Capital Appreciation Partnership No. B-II, L.P.
                 ML Offshore LBO Partnership No. B-II, L.P.
                 MLCP Associates L.P. No. I
                 KECALP Inc.
                 Merrill Lynch KECALP L.P. 1987
                 Merrill Lynch KECALP L.P. 1989
                 Merrill Lynch MBP Inc.
                 Merchant Banking L.P. No. III
                 225 Liberty Street
                 New York, NY 10080
                             PAGE 15 OF 26 PAGES
                 Citizenship:
Item 2 (c)
                 Delaware, except ML Offshore LBO Partners No.
                 B-II, which is a Cayman Islands partnership.
Item 2 (d)
                 Title of Class of Securities:
                 Common Stock, par value $.0068 per share
Item 2 (e)
                 CUSIP Number
                 036115103
Item 3
                 If this statement is filed pursuant to Rules 13d-1
                  _____
                  (b), or 13d-2(b), check whether the person filing is a
                  (a) [ ] Broker or Dealer registered under Section 16 of the
                         Act
                  (b) [ ] Bank as defined in section 3(a)(6) of the Act
                  (c) [ ] Insurance Company as defined in section 3(a)(19) of
                         the Act
                  (d) [ ] Investment Company registered under section 8 of
                         the Investment Company Act
                  (e) [ ] Investment Adviser registered under section 203 of
                         the Investment Advisers Act of 1940
                  (f) [ ] Employee Benefit Plan, Pension Fund which is
                         subject to the provisions of the Employee Retirement
                         Income Security Act of 1974 or Endowment Fund; see
                         Sec. 240.13d-1(b)(l)(ii)(F)
                  (g) [ ] Parent Holding Company, in accordance with Sec.
                         240.13d-1(b)(ii)(G) (Note: See Item 7)
                  (h) [ ] Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(H)
Item 4
           Ownership
```

(a) Amount Beneficially Owned:

Less than 5%. Pursuant to Section 240.13d-4, Merrill Lynch & Co., Inc., Merrill Lynch Group, Inc., Merrill Lynch Capital Partners, Inc., Merrill Lynch LBO Partners No. B-I, L.P., KECALP Inc., and Merrill Lynch MBP Inc. (the "Reporting Companies") disclaim beneficial ownership of the securities of AnnTaylor Stores Corporation referred to herein, and the filing of this Schedule 13G shall not be construed as an admission that the Reporting Companies are, for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (the "Act"), the beneficial owner of any securities of AnnTaylor Stores Corporation covered by this statement.

(b) Percent of Class:

PAGE 16 OF 26 PAGES

- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: Less than 5%
 - (ii) shared power to vote or to direct the vote: Less than $5\,\%$

Less than 5%

(iv) shared power to dispose or to direct disposition of:

Less than 5%

Item 5 Ownership Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following box. [X].

Not applicable. See Item 5.

Item 7 Identification and Classification of the Subsidiary

Which Acquired the Security Being Reported on by the

Parent Holding Company.

See Exhibit A

Item 8 Identification and Classification of Members of the

Group.

See Exhibit B

Item 9 Notice of Dissolution of Group.

Not Applicable

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

PAGE 17 OF 26 PAGES

Signature.

- -----

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

MERRILL LYNCH & CO., INC.
MERRILL LYNCH GROUP, INC.
ML IBK POSITIONS, INC.
KECALP INC.

MERRILL LYNCH MBP INC.

Date: February 14, 2000 By: /s/ Frank J. Marinaro

Frank J. Marinaro Attorney-in-Fact* MERRILL LYNCH CAPITAL PARTNERS, INC.

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro

Vice President & Secretary

MERRILL LYNCH LBO PARTNERS

NO B-I, L.P.

By: Merrill Lynch Capital Partners, Inc.

its general partner

Date: February 14, 2000 By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

MERRILL LYNCH CAPITAL
APPRECIATION PARTNERSHIP
NO. B-II, L.P.

By: Merrill Lynch LBO Partners No. B-I, its general partner

By: Merrill Lynch Capital Partners, Inc., its general partner

Date: February 14, 2000 By: /s/ Frank J. Marinaro
Frank J. Marinaro

Vice President & Secretary

PAGE 18 OF 26 PAGES

ML OFFSHORE LBO PARTNERS

NO. B-II

By: Merrill Lynch LBO Partners No. B-I, its investment general partner By: Merrill Lynch Capital Partners, Inc.

Date: February 14, 2000 By: /s/ Frank J. Marinaro
Frank J. Marinaro

Vice President & Secretary

MERCHANT BANKING L.P. No. III By: Merrill Lynch MBP, Inc. its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro

Attorney-in-Fact*

MERRILL LYNCH KECALP L.P. 1987 By: KECALP Inc., its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro

Attorney-in-Fact*

MERRILL LYNCH KECALP L.P. 1989
By: KECALP Inc., its general partner

Date: February 14, 2000

By: /s/ Frank J. Marinaro

Frank J. Marinaro

Attorney-in-Fact*

MLCP ASSOCIATES L.P. NO. I By: Merrill Lynch Capital Partners, Inc.,

Date: February 14, 2000 By: /s/ Frank J. Marinaro

Frank J. Marinaro
Vice President & Secretary

^{- -----}

^{*} See Powers of Attorney attached.

^{*} See Powers of Attorney attached.

EXHIBIT A TO SCHEDULE 13G

ITEM 7 DISCLOSURE RESPECTING SUBSIDIARIES

Two of the persons filing this report, Merrill Lynch & Co., Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML&Co."), and Merrill Lynch Group, Inc., a Delaware corporation with its principal place of business at World Financial Center, North Tower, 250 Vesey Street, New York, New York ("ML Group"), are parent holding companies pursuant to Rule 13d-1(b)(1)(ii)(G). Pursuant to the instructions in Item 7 of Schedule 13G, the relevant subsidiaries of ML&Co. are ML Group, Merrill Lynch, Pierce, Fenner & Smith, Incorporated ("MLPF&S"), Merrill Lynch Capital Partners, Inc. ("MLCP"), KECALP Inc. ("KECALP"), Merrill Lynch MBP Inc. ("MLMBP") and ML IBK Positions, Inc. ("MLIBK"). The relevant subsidiaries of ML Group are MLCP, KECALP, MLMBP and MLIBK.

Those partnerships that are the record owners of the Securities and MLIBK may be deemed to be members of a group and therefore may be deemed to beneficially own all the Securities held by the group. In addition, the general partners and the parent corporations may be deemed to beneficially own all of the shares deemed beneficially owned by members of the group. Each entity disclaims beneficial ownership of the Securities not held of record by it.

PAGE 20 OF 26 PAGES

EXHIBIT B

The following entities may be deemed to be members of a group. All of such entities disclaim membership in such group, except Merrill Lynch Capital Appreciation Partnership No. B-II, L.P. and ML Offshore LBO Partners No. B-II. See Exhibit A.

Merrill Lynch Capital Appreciation Partnership No. B-II, L.P. ML Offshore LBO Partnership No. B-II, L.P. MLCP Associates L.P. No. I ML IBK Positions, Inc. Merrill Lynch KECALP L.P. 1987 Merrill Lynch KECALP L.P. 1989 Merchant Banking L.P. No. III

PAGE 21 OF 26 PAGES

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

MERRILL LYNCH & CO., INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawfully attorney-in-fact to:

- (1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch & Co., Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever $\frac{1}{2}$

requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 1998.

Merrill Lynch & Co., Inc.

By /s/Barry S. Friedberg

Barry S. Friedberg

Executive Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

MERRILL LYNCH GROUP, INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawful attorney-in-fact to:

- (1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch Group, Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 17th day of September 1998.

Merrill Lynch Group, Inc.

By: /s/ Mark B. Goldfus

----Mark B. Goldfus

Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

KECALP INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frandk J. Marinaro its true and lawfully attorney-in-fact to:

- (1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to KECALP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 1998.

KECALP Inc.

By: /s/ James V. Caruso

James V. Caruso

Vice President

POWER OF ATTORNEY

To Prepare and Execute Documents Pursuant to Sections 13 and 16 of the Securities Exchange Act of 1934, as Amended, and Rules Thereunder, by and on Behalf of

MERRILL LYNCH MBP INC.

Know all by these presents, that the undersigned hereby constitutes and appoints Frank J. Marinaro its true and lawfully attorney-in-fact to:

- (1) to prepare and execute, for and on behalf of the undersigned, any and all forms, schedules, reports and other documents relating to Merrill Lynch MBP Inc.'s direct or indirect ownership of securities that are required to be filed with the United States Securities and Exchange Commission pursuant to Section 13 and 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder (collectively, the "Exchange Act");
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to comply with the requirements of Sections 13 and 16 of the Exchange Act including, but not limited to, executing documents required by said sections of the Exchange Act and effecting the timely filing thereof with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in

such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16th day of September 1998.

Merrill Lynch MBP Inc.

By: /s/ James V. Caruso

James V. Caruso
Vice President