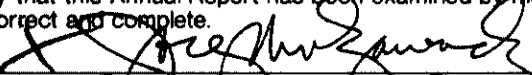


No. 073215	Idaho Corporation Annual Report Form Due No Later Than November 1, 1988	2. Registered Agent and Office
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 SEC. 88 SEP 1 1988	1. Mailing Address — Please Correct 073215	C T CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE, IDAHO 83701
	BROOKS FASHION STORES, INC. ANDREW M. SAUL JOSEPH N. ZAWADZKI 370 SEVENTH AVENUE NEW YORK, NEW YORK 56001	3. Incorporated Under The Laws of STATE OF NEW YORK

 ENTERED
 SEP 1 1988

4. Names and Addresses of Officers and Directors					
	Name	Street or P.O. Address	City	State	Zip
President:	BARLAUED	RT. 1 OAK FOREST LANE	MENDHAM	NJ	07945
Secretary:	JOSEPH N. ZAWADZKI	5 BIRCH COURT	MARLBORO	NJ	07746
Directors:	CHRIS SCHWARTZ	637 LAKESHORE BLVD. W.	TORONTO, ONTARIO	CANADA	M5V 1A8
	CARL B. HESS	640 FIFTH AVE	NEW YORK, NY		10019
	THORNTON BRADSHAW	30 ROCKEFELLER PZ.	NEW YORK, NY		10020
	BRUCE B. DAYTON	990 OLD LONG LAKE RD.	WAZATA, MINN		55391
	HOWARD CLARK	660 MADISON AVE	NEW YORK, NY		10020

5. Nature of Business RETAIL - WOMEN'S WEARING APPAREL	6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature:  Date: 8/12/88 Name (Typed or Printed): JOSEPH N. ZAWADZKI Title: V.P. / SEC.
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