

ISSUED JULY 1, 1989

No. 80839 Return To Secretary of State Room 203, Statehouse Boise, ID 83720 RECEIVED NO SEC OF STATE NO FEE REQUIRED 88 AUG 17 AM 9 27	Idaho Corporation Annual Report Form Due No Later Than November 1, 1989 1. Mailing Address — Please Correct 80839 ZALE DELAWARE, INC. IRVING R. GERSTEIN P.O. BOX 152757 IRVING TX 75015	2. Registered Agent and Office C T CORPORATION SYSTEM 300 NORTH 6TH STREET BOISE ID 83701 3. Incorporated Under The Laws of DELAWARE NO: 80839
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4. Name and Addresses of Officers and Directors

Name	Street or P.O. Address	City	State	Zip
President: IRVING R. GERSTEIN	MAIL STA. 6B-5	IRVING	Tx.	75015-2757
Secretary: DOLPH B. H. SIMON	P.O. BOX 152757	IRVING	Tx.	75015-2757
Directors: IRVING R. GERSTEIN	MS. 6B-5 P.O. BOX 152757	IRVING	Tx.	75015-2757
CHARLES F. GILL	MS. 6B-5 P.O. BOX 152757	IRVING	Tx.	75015-2757
DOLPH B. H. SIMON	MS. 6B-5 P.O. BOX 152757	IRVING	Tx.	75015-2757

ADDITIONAL OFFICERS
 SCHEDULE ATTACHED

5. Nature of Business

RETAIL JEWELRY

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

Name (Typed or Printed)

Date

Title

ROY M. MCCARTHY, JR.

ASSISTANT TREASURER - TA

BOARD OF DIRECTORS

IRVING R. GERSTEIN
CHARLES F. GILL
DOLPH B. H. SIMON

SUBSIDIARY OFFICERS

IRVING R. GERSTEIN	PRESIDENT		HOME WORK	901 W. WALNUT HILL, IRVING, TX 75038 901 W. WALNUT HILL, IRVING, TX 75038
CHARLES F. GILL	VICE PRESIDENT		HOME WORK	901 W. WALNUT HILL, IRVING, TX 75038 901 W. WALNUT HILL, IRVING, TX 75038
DOLPH B. H. SIMON	VICE PRESIDENT & SECRETARY		HOME WORK	4521 LORRAINE, DALLAS, TX 75205 901 W. WALNUT HILL, IRVING, TX 75038
MERRILL WERTHEIMER	VICE PRESIDENT		HOME WORK	6431 LAMANGA, DALLAS, TX 75249 901 W. WALNUT HILL, IRVING, TX 75038
H. RANDY LIVELY	VICE PRESIDENT		HOME WORK	1600 TRAVIS CR., IRVING, TX 75038 901 W. WALNUT HILL, IRVING, TX 75038
WILLIAM MATSKO	VICE PRESIDENT		HOME WORK	13 VISTA CLIFF, RICHARDSON, TX 75080 901 W. WALNUT HILL, IRVING, TX 75038
E. PETER HEALEY	VICE PRESIDENT & TREASURER		HOME WORK	556 INDIAN CREEK DR., TROPHY CLUB, TX 76262 901 W. WALNUT HILL, IRVING, TX 75038
ERVIN G. POLZE	VICE PRESIDENT & CONTROLLER		HOME WORK	3213 BANDOLINO, PLANO, TX 75075 901 W. WALNUT HILL, IRVING, TX 75038
ROY M. MC CARTHY, JR.	ASSISTANT TREASURER - TAXES		HOME WORK	9206 MOSS HAVEN DR., DALLAS, TX 75231 901 W. WALNUT HILL, IRVING, TX 75038
BETTINA S. SOLOMON	ASSISTANT SECRETARY		HOME WORK	9518 WINDY KNOLL, DALLAS, TX 75243 901 W. WALNUT HILL, IRVING, TX 75038
ROSEMARY PERLMETER	ASSISTANT SECRETARY		HOME WORK	4911 CREIGHTON DR., DALLAS, TX 75214 901 W. WALNUT HILL, IRVING, TX 75038