

No. C 80839	Due no later than Mar 31, 2002 Annual Report Form		2. Registered Agent and Office NO PO BOX												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable ZALE DELAWARE, INC. M/S 6B-12 P.O. BOX 152757 IRVING, TX 75015 2757		PRENTICE-HALL CORP SYSTEM 1401 SHORELINE DR STE 2 BOISE, ID 83702 3. <u>New</u> Registered Agent Signature												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6">SEE ATTACHED</td> </tr> </tbody> </table>				<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	SEE ATTACHED					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>										
SEE ATTACHED															
5. Organized Under the Laws of: DELAWARE C 80839	6. Signature <u>Michele B</u> Date <u>2/25/02</u> Name <small>(Typed or Printed)</small> <u>MICHELE BOREN</u> Title <u>ASST. SECRETARY</u>														

ZALE DELAWARE, INC.

BOARD OF DIRECTORS

Robert J. DiNicola
Alan P. Shor
Glen Adams
David Brown
Peter P. Copses
Richard C. Marcus
Charles H. Pistor
Andrew H. Tisch

OFFICERS

Robert J. DiNicola	Chief Executive Officer / Chairman of the Board	Home: 3225 Turtle Creek Boulevard #2203, Dallas, TX 75219 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Alan P. Shor	President / Chief Operating Officer	Home: 5411 Pebblebrook, Dallas, TX 75229 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Mary Forte	Executive Vice President / Chief Administrative Officer	Home: 14 Downs Lake Circle, Dallas, TX 75230 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Sue Gove	Executive Vice President / Chief Financial Officer	Home: 2830 Miramar Dr., Carrollton, TX 75007 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Pam Romano	Sr. Vice President / President Sales Division	Home: 413 Mustard Drive, Irving TX 75063 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Sue Davidson	Sr. Vice President / President Gordon's Division	Home: 301 Beechwood Lane, Coppell, TX 75019 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Ray Stuart	Sr. Vice President / President Bailey Banks & Biddle Division	Home: 6607 Waggoner Drive, Dallas, TX 75230 Work: 901 W. Walnut Hill Lane, Irving, TX 75038

David Holmberg	Sr. Vice President / President – Peoples Jewellers	Home: 215 Silverwood Circle, Southlake, TX 76092 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Tom Carroll	Sr. Vice President – Real Estate	Home: 803 Longford Drive, Southlake, Tx 76092 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Greg Humenesky	Sr. Vice President – Human Resources	Home: 4008 Clark Parkway, Plano, Tx 75093-8539 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Mark Lenz	Sr. Vice President – Controller	Home: 3812 Hillwood Way, Bedford, TX 76021 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Steve Massanelli	Sr. Vice President / Treasurer	Home: 11140 Russwood Circle, Dallas, TX 75229 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Gary Melton	Sr. Vice President – Credit Services	Home: 3813 Portsmouth Cir., Plano, TX 75023 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Erv Polze	Sr. Vice President – Support Services	Home: 3213 Banolino, Plano, TX 75075 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
William Culbertson	Vice President – Credit Services /	Home: 7423 East Rose Garden Lane, Scottsdale, AZ 85255 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Mary Ann Doran	Vice President – Personnel Development and Staffing	Home: 545 Briaridge Rd., Southlake, TX 76092 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Susan S. Lanigan	Sr. Vice President / General Counsel / Secretary	Home: 104 Sand Point Court, Coppell, TX 75019 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Frank Mroczka	Vice President and Sr. Vice President of Stores Operations – Gordon Division	Home: 2525 Amber Lane, Flower Mound, TX 75028 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Susan Schulte	Vice President – Leasing	Home: 404 Mander Court, Irving, TX 75063 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Bernie Sensale	Vice President – Planning and Analysis	Home: 5912 Willow Ross Way, Plano, TX 75093 Work: 901 W. Walnut Hill Lane, Irving, TX 75038

George Silcho	Vice President – Loss Prevention	Home: 18108 Hollow Oak Ct., Dallas, TX 75252 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Bruce Steffey	Vice President, and Sr. Vice President of Store Operation – Zale Division	Home: 923 Independence Parkway, Southlake, TX 76092 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Steve Strong	Vice President Stores – Store Operations, Zales Outlet Division	Home: 116 Idlewild Court, Highland Village, TX 75067 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Charleen Wuellner	Sr. Vice President – President Zales Outlet Division	Home: 14621 Windsor Court, Addison, TX 75001 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Michelle Boren	Assistant Secretary – Sr. Director of Tax	Home: 209 Meredith Ct., Irving, TX 75063 Work: 901 W. Walnut Hill Lane, Irving, TX 75038
Lee Demehl	Assistant Secretary – Director Lease Administration	Home: 4710 Lester Drive, Arlington, TX 76016 Work: 901 W. Walnut Hill Lane, Irving, TX 75038