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| 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 | 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 |
| NO FILING FEE IF RECEIVED BY DUE DATE | | 3. <u>New Registered Agent Signature</u> |

4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.

| <u>Office held</u> | <u>Name</u> | <u>Street or P.O. Address</u> | <u>City</u> | <u>State</u> | <u>Zip</u> |
|--------------------|-------------|-------------------------------|-------------|--------------|------------|
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SEE ATTACHED

| | | |
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| 5. Organized Under the Laws of: DELAWARE C 80839 | 6. Signature _____ Name _____ <small>(Typed or Printed)</small> | Date <u>2/25/02</u> |
| | <i>Michele B</i> MICHELE BOREN | 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: 2630 Miramar Dr., Carrollton, TX 75007 Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| Pam Romano | Sr. Vice President / President Zales 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 |

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| 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 |
| Mary Ann Doran | Vice President – Personnel Development and Staffing | Home: 545 Briarridge 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 |

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| George Slichto | 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 Wuehlner | Sr. Vice President – President Zales Outlet Division | Home: 14621 Windsor Court, Addison, TX 75001 Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| Michele Boren | Assistant Secretary – Sr. Director of Tax | Home: 209 Meredith Ct., Irving, TX 75063 Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| Lee Dernehl | Assistant Secretary – Director Lease Administration | Home: 4710 Lester Drive, Arlington, TX 76016 Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |