

No. <b>C 14902</b>	<b>Due no later than Jan 31, 2002</b> <b>Annual Report Form</b>	2. Registered Agent and Office <b>NO PO BOX</b>
Return to: <b>SECRETARY OF STATE</b> <b>700 WEST JEFFERSON</b> <b>PO BOX 83720</b> <b>BOISE, ID 83720-0080</b>	1. Mailing Address - Check in this box, if applicable <b>J. C. PENNEY COMPANY, INC.</b> <b>TAX DEPT. A2/700</b> <b>BOX 10001</b>  <b>DALLAS, TX 75301 1205</b>	<b>C T CORPORATION SYSTEM</b> <b>300 NORTH SIXTH STREET</b>  <b>BOISE, ID 83701</b>
<b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	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>
--------------------	-------------	-------------------------------	-------------	--------------	------------

~ See Attached Schedule ~

5. Organized Under the Laws of:  <b>DELAWARE</b> <b>C 14902</b>	6. Signature <small>(Typed or Name Printed)</small>  <b>Delmer Threadgill</b>	Date <b>12/21/01</b>
		Title <b>Vice President Director of tax</b>

Issued 11/01/2001

**Do Not Tape or Staple**

# Directors, Officers Report

J. C. PENNEY COMPANY, INC.

October 09, 2001

## DIRECTORS

M. A. Burns	Director
T. J. Engibous	Director
K. B. Foster	Director
V. E. Jordan, Jr.	Director
J. C. Pfeiffer	Director
A. I. Questrom	Director
A. W. Richards	Director
C. S. Sanford, Jr.	Director
R. G. Turner	Director

## OFFICERS

A. I. Questrom	*J. C. Penney Company, Inc. Chairman and Chief Executive Officer
V. J. Castagna	*J. C. Penney Company, Inc. Executive Vice President, President and Chief Operating Officer of JCPenney Stores, Catalog and Internet
R. B. Cavanaugh	*J. C. Penney Company, Inc. Executive Vice President, Chief Financial Officer
G. L. Davis	*J. C. Penney Company, Inc. Executive Vice President, Chief Human Resources and Administration Officer
J. W. Harris	*J. C. Penney Company, Inc. Executive Vice President, Chairman and Chief Executive Officer - Eckerd Drug Stores
C. R. Lotter	*J. C. Penney Company, Inc. Executive Vice President, Secretary and General Counsel
S. F. Raish	*J. C. Penney Company, Inc. Executive Vice President, Chief Information Officer
W. J. Alcorn	J. C. Penney Company, Inc. Senior Vice President, Controller and Chief Purchasing Officer
J. J. Allison	J. C. Penney Company, Inc. Senior Vice President, Director of Finance and Inventory
John Budd	J. C. Penney Company, Inc. Senior Vice President, Chief Marketing Officer for Stores and Catalog
W. D. Cappiello	J. C. Penney Company, Inc. Senior Vice President, General Merchandise Manager, Men's and Children's Division
Charles Chinni	J. C. Penney Company, Inc. Senior Vice President, General Merchandise Manager, Home/Leisure Division and Fine Jewelry
T. A. Clerklin	Senior Vice President and Director of Finance for Stores, Catalog, and Internet
R. A. Conley	J. C. Penney Company, Inc. Senior Vice President, Chief Technology Officer
A. T. Cowan	J. C. Penney Company, Inc. Senior Vice President, Director of Stores, Catalog and Internet Systems
B. A. Hill	J. C. Penney Company, Inc. Senior Vice President, Director of Human Resources and Administration
J. W. Irvin	J. C. Penney Company, Inc. Senior Vice President, President of Catalog and Internet
H. J. Johnson	J. C. Penney Company, Inc. Senior Vice President, Director of Auditing
G. K. Kapplinger	J. C. Penney Company, Inc. Senior Vice President, President of JCPenney International
N. B. King	J. C. Penney Company, Inc. Senior Vice President, General Merchandise Manager, Women's Accessories
E. H. Sweeney	J. C. Penney Company, Inc. Senior Vice President, General Merchandise Manager, Women's Apparel

J. C. PENNEY COMPANY, INC.

---

M. W. Taxter J. C. Penney Company, Inc. Senior Vice President, Director of JCPenney Stores  
Timothy Troy J. C. Penney Company, Inc. Senior Vice President, Director of Supply Chain Management

W. C. Watkins J. C. Penney Company, Inc. Senior Vice President, Director of Communications and Public Affairs

B. D. Feiwus Senior Vice President, Associate Director of Catalog and Internet  
D. D. Hoggatt Senior Vice President, Regional Manager, Northeast Region  
E. T. Howard Senior Vice President, Regional Manager, West Region  
C. E. Mawyer Senior Vice President, General Merchandise Manager, Family Footwear  
P. M. McGrath Senior Vice President, Director of Product Development, Trend, and Quality and Sourcing

Beryl Raff Senior Vice President, General Merchandise Manager, Fine Jewelry  
B. G. Stewart Senior Vice President, Regional Manager, South Region  
E. I. Akresh Vice President, Director of Investor Relations  
William H. Amdur Vice President, Director of Planning - Women's Apparel and Merchandise Planning Process

G. B. Ayoub Vice President, Director of Allocation  
E. C. Blackwood Vice President, Director of Merchandise Operations  
M. J. Boylson Vice President, Director of Marketing Planning and Promotions  
P. A. Carberry Vice President, Director of Support and Administration  
F. V. Cassara Vice President, Director of Store Operations  
K. S. Child Vice President, Director of Compensation and Benefits  
J. D. Coleman Vice President, Director of Coordination for JCPenney Stores, Catalog and Internet

P. D. Conboy Vice President, Director of Strategic Marketing  
C. J. Cuykendall Vice President, Associate General Counsel, Transactions  
M. P. Dastugue Vice President, Treasurer  
J. M. Fleischer Vice President, Director of Strategic Sourcing Management  
C. F. Foughty Vice President, Director of Store Environment  
R. S. Funk Vice President, Director of Finance - Stores  
Ann Gravseth Vice President, Merchandise Development Manager, Women's Accessories  
C. W. Gray Vice President, Director of Geographic Markets  
P. A. Hanson Vice President, Director of Purchasing Operations Management  
C. J. Hey Divisional Vice President, Director of Planning Men's and Merchandise Planning Process

R. K. Hood Vice President, Associate General Counsel, Department Stores and Catalog  
H. E. Kimpel Vice President, Director of Organization Development  
N. M. Lowenkron Vice President, Director of Real Estate  
R. D. Macfee Vice President, Director of Customer Service and JCPenney Stores Human Resources

M. G. McMahon Vice President, Director of Business to Business  
J. M. McNamara, Jr. Vice President, Director of Loss Prevention  
Philip E. Mitchell Vice President, Director of Finance - Catalog/Internet  
A. E. Murphy Vice President, Director of Production and Support  
Robert B. Northam Vice President, Director of Finance - Marketing  
R. P. O'Leary Vice President, Director of Construction Services  
L. C. Palmer Vice President, Director of Creative Advertising Services  
R. A. Polka Vice President, Director of Finance - Logistics  
J. M. Ray Vice President, Director of Associate Communications  
Sharon Saunders Vice President, Director of Employment, Administrative Services, Diversity and Work-Life Programs

Vickie Smith Divisional Vice President, Director of Planning Family Footwear and Merchandise Planning Process

M. G. Tacher Vice President, Associate General Counsel, Litigation  
D. R. Taylor Divisional Vice President, Director of Planning - Women's Accessories and Merchandise Planning Process

D. R. Threadgill Vice President, Director of Tax Services

J. C. PENNEY COMPANY, INC.

---

A. T. Towsley	Vice President, Director of Company Communications
J. J. Vawrinek	Vice President, Associate General Counsel, Corporate, and Assistant Secretary
S. F. Walsh	Vice President, Director of Finance - Merchandise
D. S. Wolsieffer	Vice President, Associate General Counsel, Human Resources
D. T. Altman	Divisional Vice President, Divisional Merchandising Manager
J. B. Askenas	Divisional Vice President, Divisional Merchandising Manager
B. E. Baublits	Divisional Vice President, Divisional Merchandising Manager
J. W. Brett	Divisional Vice President, Divisional Merchandising Manager
J. T. Cox	Divisional Vice President, Divisional Merchandising Manager
D. K. Edmondson	Divisional Vice President, Divisional Merchandising Manager
G. T. Franko	Divisional Vice President, Divisional Merchandising Manager
A. Graziosi	Divisional Vice President, Divisional Merchandise Manager
S. J. Jebbia	Divisional Vice President, Divisional Merchandising Manager
S. P. Lawrence	Divisional Vice President, Divisional Merchandising Manager
J. D. Malone	Divisional Vice President, Accounting Center Manager
K. R. Mangone	Divisional Vice President, Divisional Merchandising Manager
C. M. McDermott	Divisional Vice President, Divisional Merchandising Manager
M. B. McDevitt	Divisional Vice President, Divisional Merchandising Manager
Clark McNaught	Divisional Vice President, Divisional Merchandising Manager
Cecil Nafel	Divisional Vice President, Custom Decorating Manager
F. N. Napoli	Divisional Vice President, Assistant Treasurer
D. Payne	Divisional Vice President, Divisional Merchandise Manager
J. Petrone	Divisional Vice President, Divisional Merchandise Manager
M. D. Porter	Divisional Vice President, Assistant Treasurer
R. S. Price	Divisional Vice President, Divisional Merchandising Manager
M. D. Reardon	Divisional Vice President, Assistant Controller
Michael Remsen	Divisional Vice President, Divisional Merchandising Manager
J. K. Robinson	Divisional Vice President, Divisional Merchandising Manager
S. A. Saggesse	Divisional Vice President, Chief Accountant
P. A. Steinmetz	Divisional Vice President, Director of International Merchandising
J. S. Wilhite	Divisional Vice President, Divisional Merchandising Manager
T. F. Wolfe	Divisional Vice President, Divisional Merchandising Manager
N. T. Bond	Assistant Secretary
A. O. Goellner	Assistant Secretary
M. R. Johnson	Assistant Secretary
R. J. Magnant	Assistant Secretary
E. P. McGreal	Assistant Secretary
* NOTE:	* before title means Member of Executive Committee

BUSINESS ADDRESS FOR ABOVE:

6501 LEGACY DRIVE  
PLANO, TX 75024-3698