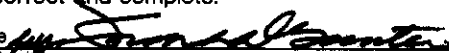
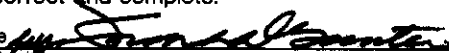
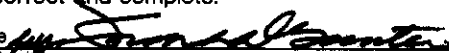


No. 64921	Idaho Corporation Annual Report Form		2. Registered Agent and Office													
Return To Secretary of State Room 203, Statehouse Boise, ID 83720 NO FEE REQUIRED	Due No Later Than November 1, 1990		C T CORPORATION SYSTEM 300 NORTH SIXTH STREET BOISE ID 83701 15													
	1. Mailing Address — Please Correct PAYLESS SHOESOURCE, INC. TAX DEPARTMENT SIXTHAND OLIVE STREETS ST. LOUIS MO 63101															
4. Names and Addresses of Officers and Directors <table border="0" style="width: 100%;"> <thead> <tr> <th style="text-align: left;"><u>Name</u></th> <th style="text-align: left;"><u>Street or P.O. Address</u></th> <th style="text-align: left;"><u>City</u></th> <th style="text-align: left;"><u>State</u></th> <th style="text-align: left;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td>President:</td> <td colspan="4" rowspan="3" style="text-align: center; vertical-align: middle;">LIST ATTACHED</td> </tr> <tr> <td>Secretary:</td> </tr> <tr> <td>Directors:</td> </tr> </tbody> </table>					<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	President:	LIST ATTACHED				Secretary:	Directors:
<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>												
President:	LIST ATTACHED															
Secretary:																
Directors:																
5. Nature of Business INACTIVE NAMEHOLDER		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. <table border="0" style="width: 100%;"> <tr> <td style="width: 50%;"> Signature  Name (Type or Printed) Frank D. Gunter </td> <td style="width: 50%;"> Date 10/27/90 Title Vice President </td> </tr> </table>			Signature  Name (Type or Printed) Frank D. Gunter	Date 10/27/90 Title Vice President										
Signature  Name (Type or Printed) Frank D. Gunter	Date 10/27/90 Title Vice President															

PAYLESS SHOESOURCE, INC.
LIST OF OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Dale W. Hilpert [REDACTED]	6134 Southwest 38th Terrace Topeka, KA 66610
Vice President	Frank D. Gunter [REDACTED]	36 Clover Drive Belleville, IL 62221
Treasurer	Jan R. Kniffen [REDACTED]	12 Green Number One Drive St. Charles, MO 63303
Secretary	Richard A. Brickson [REDACTED]	760 Oakbrook Lane University City, MO 63132

DIRECTORS:

Louis J. Garr, Jr.
[REDACTED]

7250 Maryland
St. Louis, MO 63130

Jerome T. Loeb
[REDACTED]

959 Tirrill Hill Farm Road
St. Louis, MO 63124

BUSINESS ADDRESS OF ALL OFFICERS AND DIRECTOR

The May Department Stores Company
Sixth and Olive Streets
St. Louis, MO 63101