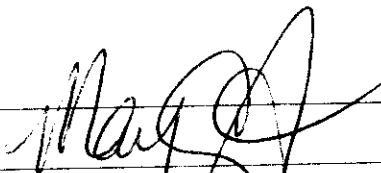


| No. <b>C 80839</b>                                                                                                                                                                                                                                                                                                                                                                                     | <b>Due no later than March 31, 2005</b><br><b>Annual Report Form</b>                                                                                            |                               | 2. Registered Agent and Office <b>NO PO BOX</b>                                                                         |                    |             |                               |             |              |            |              |  |  |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------------------------------------------|--------------------|-------------|-------------------------------|-------------|--------------|------------|--------------|--|--|--|--|--|
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FILING FEE IF<br/>RECEIVED BY DUE DATE</b>                                                                                                                                                                                                                                                 | 1. Mailing Address - Correct in this box, if applicable<br><br>ZALE DELAWARE, INC.<br>M/S 6B-12<br>P.O. BOX 152757<br>IRVING, TX 75015 2757                     |                               | PRENTICE-HALL CORP SYSTEM<br>1401 SHORELINE DR STE 2<br>BOISE, ID 83702<br><br>3. <u>New</u> Registered Agent Signature |                    |             |                               |             |              |            |              |  |  |  |  |  |
| 4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.<br><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" style="text-align: center;">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:<br><br>DELAWARE<br>C 80839                                                                                                                                                                                                                                                                                                                                             | 6. Signature <br>Name <small>(Typed or Printed)</small> <u>Mary Crington</u> |                               | Date <u>2/23/05</u><br>Title <u>Asst. Secretary</u>                                                                     |                    |             |                               |             |              |            |              |  |  |  |  |  |

## **ZALE DELAWARE, INC.**

### BOARD OF DIRECTORS

Richard C. Marcus  
Mary L. Forte  
Sue E. Gove  
Glen Adams  
David Brown  
Mary E. Burton  
John B. Lowe, Jr.  
David M. Szymanski  
Thomas C. Shull

### OFFICERS

|                       |                                                        |                                                                                                            |
|-----------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Mary L. Forte         | Chief Executive Officer /<br>President                 | Home: 3524 Dickason, Dallas, TX 75219<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                   |
| Sue E. Gove           | Chief Operating Officer /<br>Executive Vice President  | Home: 2830 Miramar Dr., Carrollton, TX 75007<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038            |
| Mark Lenz             | Group Sr. Vice President / Chief<br>Financial Officer  | Home: 3812 Hillwood Way, Bedford, TX 76021<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038              |
| Paul Leonard          | Group Sr. Vice President /<br>President Zales          | Home: 3424 St. Johns, Dallas, TX 75205<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                  |
| Ellen Ashlee Aldridge | Sr. Vice President - Chief<br>Information Officer - IT | Home: 712 Winding Bend Cir., Highland Village, TX 75077<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| Charles Fieramosca    | Sr. Vice President /<br>President Bailey Banks Biddle  | Home: 8641 N. MacArthur, Irving, TX 75063<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038               |

|                    |                                                          |                                                                                                          |
|--------------------|----------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| Mary Ann Doran     | Sr. Vice President - Human Resources                     | Home: 545 Briarridge Rd., Southlake, TX 76092<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038         |
| Gil Hollander      | Sr. Vice President/<br>President Piercing Pagoda         | Home: 4528 Banyan Lane, Dallas, TX 75287<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038              |
| Frank Mroczka      | Sr. Vice President/<br>President Gordon's                | Home: 2705 Wisdom Creek Drive, Flower Mound, TX 75022<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| John Zimmermann    | Sr. Vice President/ President-<br>Peoples Jewellers      | Home: 4332 Bryn Mawr, Dallas, TX 75225<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                |
| Nancy Skinner      | Sr. Vice President / President<br>Zales Outlet           | Home: 2310 Quail Lane, Grapevine, TX 76051<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038            |
| Cindy Gordon       | Sr. Vice President - Controller                          | Home: 402 Parkwood Ct., Southlake, TX 76092<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038           |
| Erv Polze          | Sr. Vice President - Support<br>Services                 | Home: 3201 Breton, Plano, TX 75025<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                    |
| Bernie Sensale     | Sr. Vice President - Marketing                           | Home: 5912 Willow Ross Way, Plano, TX 75093<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038           |
| Stephen Massanelli | Sr. Vice President - Real Estate                         | Home: 11140 Russwood Circle, Dallas, TX 75229<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038         |
| George Slich       | Sr. Vice President - Loss<br>Prevention                  | Home: 18108 Hollow Oak Ct., Dallas, TX 75252<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038          |
| Charleen Wuellner  | Sr. Vice President/ President<br>Corporate Merchandising | Home: 14621 Windsor Court, Addison, TX 75001<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038          |
| Steve Strong       | Vice President - Store Operations<br>Zales               | Home: 806 Camelot Ct., Highland Village, TX 75077<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038     |

|                             |                                                          |                                                                                                             |
|-----------------------------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|
| David Sternblitz            | Vice President - Treasurer                               | Home: 12130 Marbrook Drive, Dallas, TX 75230<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038             |
| William Bud Culbertson, Jr. | Vice President - Credit Services                         | Home: 6816 Shalimar Ct., Colleyville, TX 76034<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038           |
| Susan Iseminger             | Vice President - Piercing Pagoda                         | Home: 7 Mid Summer Court, Gaithersburg, MD 20878<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038         |
| Rick Miller                 | Vice President - Marketing                               | Home: 6050 Lake Way Muse, North Richland Hills, TX 76180<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| Hilary Molay                | Vice President / General<br>Counsel/ Corporate Secretary | Home: 4505 Isabella Lane, Dallas, TX 75229<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038               |
| Sterling Pope               | Vice President - Store Operations-<br>Peoples            | Home: 1900 Piper Dr., Corinth, TX 76210<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                  |
| David Rhodes                | Vice President - Bailey Banks &<br>Biddle                | Home: 2705 Derby Court, Southlake, TX 76092<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038              |
| Mark Stone                  | Vice President - Planning &<br>Analysis                  | Home: 408 Flagler Court, Allen, TX 75013<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                 |
| Steve Walsh                 | Vice President - Corporate<br>Merchandising              | Home: 3220 Oakdale Drive, Hurst, TX 76054<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038                |

|                |                                                        |                                                                                                        |
|----------------|--------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| Lee Dernehl    | Assistant Secretary - Director<br>Lease Administration | Home: 3109 Golden Oak Ct., Farmers Branch, TX 75234<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038 |
| Mary Curington | Assistant Secretary - Director of<br>Tax               | Home: 913 Muirfield., Garland, TX 75044<br>Work: 901 W. Walnut Hill Lane, Irving, TX 75038             |