

Filing fee: \$15.00

To be filed annually
between January 1st and March 1st

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

DEBTOR IN POSSESSION

RECEIVED & FILED MAR 30 1981

C.H. STUART INC.

Pursuant to the provisions of Section 7.1.1-118 of the General Laws, 1956, as amended, the undersigned corporation hereby submits the following annual report:

DEPARTMENT OF STATE
OFFICE OF
SECRETARY OF STATE
PROVIDENCE, R.I.

FIRST: The name of the corporation is C.H. STUART INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: The address of its registered office in Rhode Island is
111 WESTMINISTER ST., PROVIDENCE, RHODE ISLAND 02903
and the name of its registered agent in Rhode Island at such address is
C.T. CORPORATION SYSTEM

FOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is P.O. Box 530, ROUTE 88 SOUTH, NEWARK, NEW YORK 14513

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is SOLICITATION OF ORDERS FOR COSTUME JEWELRY DIRECT FROM THE CONSUMER

SIXTH: The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>SEE ATTACHED SCHEDULE</u>	Director	.....
.....	Director	.....
.....	Director	.....
.....	Director	.....
.....	Director	.....
.....	Director	.....
.....	President	.....
.....	Vice President	.....
.....	Secretary	.....
.....	Treasurer	.....

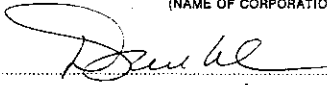
SEVENTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
<u>10,000</u>	<u>A COMMON</u>		<u>\$1.00 PER SHARE</u>
<u>5,000</u>	<u>PREFERRED</u>		<u>\$100.00 PER SHARE</u>
<u>1,000,000</u>	<u>B COMMON</u>		<u>\$1.00 PER SHARE</u>

EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
10,000	A. COMMON		\$1.00 PER SHARE
NONE	PREFERRED		\$100.00 PER SHARE
379,006	B. COMMON		\$1.00 PER SHARE

Dated 2/20, 1981, C. H. STUART, INC.
(NAME OF CORPORATION)

By 
Its VICE PRESIDENT - FINANCE

001 78 1 1981 2/20

DIRECTORS

Margaret S. Beale
105 Pine Ridge Drive
Newark, New York 14513

Charles W. Stuart
513 W. Maple Avenue
Newark, New York 14513

Donald C. Anderson
6 Sassafrass Lane
Pittsford, New York 14534

Donald E. Ruehl
85 Country Club Drive
Rochester, New York 14618

James M. Beale
105 Pine Ridge Drive
Newark, New York 14513

Robert E. Weichbrodt
428 Grace Avenue
Newark, New York 14513

Richard F. O'Donnell
233 Bristol Street
Canandaigua, New York 14424

Emory L. Waldrip, II
Kinns Road
Clifton Park, New York 12065

OFFICERS

Charles W. Stuart - Chairman & Chief Executive Officer
513 W. Maple Avenue
Newark, New York 14513

Emory L. Waldrip, II - President & Chief Operating Officer
Kinns Road
Clifton Park, New York 12065

Donald C. Anderson - Senior Vice President - Personnel
6 Sassafrass Lane
Pittsford, New York 14534

James M. Beale - Senior Vice President
105 Pine Ridge Drive
Newark, New York 14513

Mansell S. Cooke - Vice President - Corporate Services
155 South Avenue
Newark, New York 14513

Richard W. Goodman - Vice President - Governmental, Consumer
and Public Affairs
201 Burnham Street
Newark, New York 14513

Robert G. Boss - Vice President - Management Services
78 Phelps Street
Lyons, New York 14489

OFFICERS (Continued)

Donald E. Palmatier - Vice President - Employee Benefits
612 Jefferson Street Ext.
Newark, New York 14513

Carl A. Schmidt - Secretary and General Counsel
150 Highland Avenue
Newark, New York 14513

Donald E. Ruehl - Vice President - Finance
85 Country Club Drive
Rochester, New York 14618

Franklin T. Russell - Assistant Secretary & Legal Counsel
434 Grace Avenue
Newark, New York 14513