



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 22617		2. Name of Corporation GRACE HOLMES, INC.			
3. Street Address Principal Business Office 770 BROADWAY, Attn: General Counsel's Office			City NEW YORK	State NY	Zip 10003-
4. Business Phone No. 2122092500		5. State of Incorporation DELAWARE			6. SIC Code 3939
7. Brief Description of the Character of Business Conducted in Rhode Island SELLING OF RETAIL APPAREL					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Jeff Pfeifle			Vice President Name None		
Street Address 770 Broadway			Street Address		
City New York	State NY	Zip 10003	City	State	Zip
Secretary Name Arlene Hong			Treasurer Name Nick Lamberti		
Street Address 770 Broadway			Street Address 770 Broadway		
City New York	State NY	Zip 10003	City New York	State NY	Zip 10003
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Amanda Bokman			Director Name Arlene Hong		
Street Address 770 Broadway			Street Address 770 Broadway		
City New York	State NY	Zip 10003	City New York	State NY	Zip 10003
Director Name Nick Lamberti			Director Name None		
Street Address 770 Broadway			Street Address		
City New York	State NY	Zip 10003	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> AUTHORIZED SHARES					
Number of Shares		Class/Series	Par Value	11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> ISSUED SHARES	
250 COMM NO PAR VALUE				Number of Shares	
				Class/Series	
				Par Value	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



2 2 6 1 7

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Arlene Hong Date 2-28-05
Print or Type Name of Officer
Secretary
Title of Officer

22617 FBC 02/28/05 03:21:51 PM

File Date MAR 10 2005

Check No. 310251003944

By: GM

FOR SECRETARY OF STATE USE ONLY



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. <u>03011</u>		2. Name of Corporation <u>Grace Holmes, Inc.</u>			
3. Street Address Principal Business Office <u>770 Broadway</u>		City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>	
4. Business Phone No. <u>212-209-2500</u>		5. State of Incorporation <u>Delaware</u>		6. SIC Code <u>8939</u>	
7. Brief Description of the Character of Business Conducted in Rhode Island <u>Selling of retail apparel</u>					
8. NAMES AND ADDRESSES OF THE OFFICERS (X BOX FOR ATTACHMENT) * FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name <u>Jeffrey Pfeifle</u>		Vice President Name <u>Roxane Al-Fayez</u>			
Street Address <u>770 Broadway</u>		Street Address <u>770 Broadway</u>			
City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>	City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>
Secretary Name		Treasurer Name			
Street Address		Street Address			
City	State	Zip	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS (X BOX FOR ATTACHMENT) * FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name <u>Richard W. Boyce</u>		Director Name <u>Jonathan Coslet</u>			
Street Address <u>770 Broadway</u>		Street Address <u>770 Broadway</u>			
City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>	City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>
Director Name <u>James G. Coulter</u>		Director Name <u>Millard S. Drexler</u>			
Street Address <u>770 Broadway</u>		Street Address <u>770 Broadway</u>			
City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>	City <u>New York</u>	State <u>NY</u>	Zip <u>10003</u>
10. SHARES AUTHORIZED (X BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED (X BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
<u>250</u>	<u>common</u>	<u>\$0</u>	<u>20</u>	<u>common</u>	<u>\$0</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

FILED

File Date DEC 31 2003

Check No. 6111 10 337

By By M12468

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Arlene S. Hong 12/19/03
Signature of Officer Date
Arlene S. Hong
Print or Type Name of Officer
Secretary
Title of Officer

***Directors**

Richard W. Boyce
Jonathan Coslet
James G. Coulter
Millard S. Drexler
Steve Grand-Jean
Thomas W. Scott
Stuart Sloan
Josh S. Weston
Emily Woods

***Officers**

Millard S. Drexler - Chairman and Chief Executive Officer
Jeffrey Pfeifle - President
Scott Gilbertson - Chief Operating Officer
Roxane Al-Fayez - Executive Vice President, Catalog & e-Commerce
Kathy Boyer - Executive Vice President, Merchandising
Michael Dadario - Executive Vice President, Stores

***Address for all Directors and Officers: c/o J.Crew, 770 Broadway,
New York, NY 10003**

Back to Investor Relations home



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.		2. Name of Corporation Grace Holmes, Inc.			
3. Street Address Principal Business Office 770 Broadway		City New York	State NY	Zip 10003	
4. Business Phone No. 212-209-2500		5. State of Incorporation Delaware		6. SIC Code 3939	
7. Brief Description of the Character of Business Conducted in Rhode Island Selling of Retail Apparel					
8. NAMES AND ADDRESSES OF THE OFFICERS TO BE REPORTED TO THE STATE OF RHODE ISLAND (SEE INSTRUCTIONS FOR ATTACHMENTS)					
President Jeffrey A. Pfeifle		Vice President Name			
Street Address 770 Broadway		Street Address			
City NY	State NY	Zip 10003	City	State	
Secretary Name		Treasurer Name			
Street Address		Street Address			
City	State	Zip	City	State	
9. NAMES AND ADDRESSES OF THE DIRECTORS TO BE REPORTED TO THE STATE OF RHODE ISLAND (SEE INSTRUCTIONS FOR ATTACHMENTS)					
Director Name Emily Woods		Director Name			
Street Address 770 Broadway		Street Address			
City NY	State NY	Zip 10003	City	State	
Director Name		Director Name			
Street Address		Street Address			
City	State	Zip	City	State	
10. SHARES AUTHORIZED AND ISSUED (SEE INSTRUCTIONS FOR ATTACHMENTS)					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
250	common	\$0	20	common	\$0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Arlene S. Hong 11/14/03
Signature of Officer
Arlene S. Hong
Print or Type Name of Officer
Secretary
Title of Officer

File Date: **FILED**
Check No: **DEC 30 2003**
By: [Signature]
FOR SECRETARY OF STATE USE ONLY

Directors and Officers of the Company

Name	Title	*Address
Millard S. Drexler	CEO, Chairman of the Board and Director	
Jeffrey A. Pfeifle	President	
Nicholas Lamberti	Vice President, Corporate Controller	
Richard W. Boyce	Director	
Jonathan J. Coslet	Director	
James G. Coulter	Director	
Steven Grand-Jean	Director	
Thomas W. Scott	Director	
Stuart Sloan	Director	
Josh S. Weston	Director	
Emily Woods	Director	

***Address for all Directors and Officers: c/o J. Crew, 770 Broadway, New York, NY 10003**



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.		2. Name of Corporation Grace Holmes, Inc.			
3. Street Address Principal Business Office 770 Broadway		City New York	State NY	Zip 10003	
4. Business Phone No. 212-209-2500		5. State of Incorporation Delaware			
6. SIC Code 3939					
7. Brief Description of the Character of Business Conducted in Rhode Island Selling of Retail Apparel					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Jeffrey A. Pfeifle		Vice President Name			
Street Address 770 Broadway		Street Address			
City NY	State NY	Zip 10003	City	State	
Secretary Name		Treasurer Name			
Street Address		Street Address			
City	State	Zip	City	State	
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Emily Woods		Director Name			
Street Address 770 Broadway		Street Address			
City NY	State NY	Zip 10003	City	State	
Director Name		Director Name			
Street Address		Street Address			
City	State	Zip	City	State	
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
250	common	\$0	20	common	\$0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

FILED

File Date	DEC 30 2003
Check No.	By <i>[Signature]</i>
By:	<i>[Signature]</i>
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **11/12/03**
Signature of Officer Date
Arlene S. Hong
Print or Type Name of Officer
Secretary
Title of Officer

*** DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT**

The following table sets forth the name, age and position of individuals who are serving as directors and executive officers of Holdings as of April 1, 2003. Each director of Holdings will hold office until the next annual meeting of shareholders or until his or her successor has been elected and qualified. Officers are elected by the Board of Directors and serve at the discretion of the Board.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Millard S. Drexler	58	Chief Executive Officer, Chairman of the Board and Director
Jeffrey A. Pfeifle	44	President
Kathy Boyer	54	Executive Vice President, Merchandising
Michael Dadario	44	Executive Vice President, Stores
Scott M. Rosen	44	Executive Vice President, Chief Financial Officer
Scott Gilbertson	34	Chief Operating Officer
Scott D. Hyatt	45	Senior Vice President, Manufacturing
Nicholas Lamberti	60	Vice President, Corporate Controller
Richard W. Boyce	48	Director
Jonathan J. Coslet	38	Director
James G. Coulter	43	Director
Steven Grand-Jean	60	Director
Thomas W. Scott	37	Director
Josh S. Weston	74	Director
Emily Woods	41	Director

*Address for all Directors and Officers: J/o J. Crew, 770 Broadway, New York, NY 10003.



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.		2. Name of Corporation Grace Holmes, Inc.			
3. Street Address Principal Business Office 770 Broadway		City New York	State NY	Zip 10003	
4. Business Phone No. 212-209-2500		5. State of Incorporation Delaware		6. SIC Code 3939	
7. Brief Description of the Character of Business Conducted in Rhode Island Selling of Retail Apparel					
8. NAMES AND ADDRESSES OF THE OFFICERS (X) BOX FOR ATTACHMENT (X) FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Jeffrey A. Pfeifle		Vice President Name			
Street Address 770 Broadway		Street Address			
City NY	State NY	Zip 10003	City	State	
Secretary Name		Treasurer Name			
Street Address		Street Address			
City	State	Zip	City	State	
9. NAMES AND ADDRESSES OF THE DIRECTORS (X) BOX FOR ATTACHMENT (X) FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Emily Woods		Director Name			
Street Address 770 Broadway		Street Address			
City NY	State NY	Zip 10003	City	State	
Director Name		Director Name			
Street Address		Street Address			
City	State	Zip	City	State	
10. SHARES AUTHORIZED (X) BOX FOR ATTACHMENT (X) SHARES ISSUED (X) BOX FOR ATTACHMENT					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
250	common	\$0	20	common	\$0

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

FILED
File Date **DEC 30 2003**
Check No. **60**
By **[Signature]**
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 11/12/03
Signature of Officer Date
Arlene S. Hong
Print or Type Name of Officer
Secretary
Title of Officer

* DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth the name, age and position of individuals who are serving as directors of Holdings and executive officers of Holdings and Operating Corp. Each Director of Holdings will hold office until the next annual meeting of shareholders or until his or her successor has been elected and qualified. Officers are elected by the respective Boards of Directors and serve at the discretion of such Board.

<TABLE>

<CAPTION>

Name	Age	Position
<S>	<C>	<C>
Emily Woods.....	40	Director, Chairman of the Board
Mark A. Sarvary.....	42	Director, Chief Executive Officer
David Sonderman.....	59	Director
Richard W. Boyce.....	47	Director
Gregory D. Brennan.....	40	Director
John W. Burden, III.....	65	Director
Basha Cohen.....	41	Senior Vice President, Womens Product Development
James G. Coulter.....	42	Director
Donald Fleming.....	54	Executive Vice President, Stores
Scott Formby.....	40	Executive Vice President, Design
Blair Gordon.....	39	Executive Vice President, Creative Director
Arlene S. Hong.....	33	Senior Vice President, General Counsel and Corporate Secretary
Scott D. Hyatt.....	44	Senior Vice President, Manufacturing
Walter Killough.....	47	Chief Operating Officer
David P. Kozel.....	46	Executive Vice President, Human Resources
Nicholas Lamberti.....	59	Vice President, Corporate Controller
Scott M. Rosen.....	43	Executive Vice President, Chief Financial Officer
Michael J. Scandiffio.....	53	Executive Vice President, Mens
David M. Schwarz.....	51	Director
Thomas W. Scott.....	36	Director
Carol Sharpe.....	47	Executive Vice President, Womens
Brian T. Swette.....	48	Director
Josh S. Weston.....	73	Director

</TABLE>

*Address for all Directors and Officers: c/o J. Crew, 770 Broadway, New York, NY 10003.



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.		2. Name of Corporation Grace Holmes, Inc.		
3. Street Address Principal Business Office 770 Broadway		City New York	State NY	Zip 10003
4. Business Phone No. 212-209-2500		5. State of Incorporation Delaware		6. SIC Code 3939
7. Brief Description of the Character of Business Conducted in Rhode Island Selling of Retail Apparel				
8. NAMES AND ADDRESSES OF THE OFFICERS (X) BOX FOR ATTACHMENT (X) FILL IN SPACES BEFORE USING ATTACHMENTS				
President Trudy Sullivan		Vice President Name		
Street Address 770 Broadway		Street Address		
City NY	State NY	Zip 10003	City	State
Secretary Name		Treasurer Name		
Street Address		Street Address		
City	State	Zip	City	State
9. NAMES AND ADDRESSES OF THE DIRECTORS (X) BOX FOR ATTACHMENT (X) FILL IN SPACES BEFORE USING ATTACHMENTS				
Director Name Emily Woods		Director Name		
Street Address 770 Broadway		Street Address		
City NY	State NY	Zip 10003	City	State
Director Name		Director Name		
Street Address		Street Address		
City	State	Zip	City	State
10. SHARES AUTHORIZED (X) BOX FOR ATTACHMENT (X) FILL IN SPACES BEFORE USING ATTACHMENTS				
AUTHORIZED SHARES			ISSUED SHARES	
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series
250	common	\$0	20	common

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

FILED
File Date **DEC 30 2003**
Check No. **BY**
By **2579**
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Arlene S. Hong** Date **11/12/03**
Print or Type Name of Officer
Secretary
Title of Officer

* DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

The following table sets forth the name, age and position of individuals who are serving as directors of Holdings and executive officers of Holdings and Operating Corp. Each Director of Holdings will hold office until the next annual meeting of shareholders or until his or her successor has been elected and qualified. Officers are elected by the respective Boards of Directors and serve at the discretion of such Board.

(TABLE)
(CAPTION)

Name	Age	Position
----	---	-----
(S)	(C)	(C)
Emily Woods.....	39	Director, Chairman of the Board
Mark A. Sarvary.....	41	Director, Chief Executive Officer
Charlotte L. Beers.....	65	Director
David Bonderman.....	58	Director
Richard W. Boyce.....	46	Director
Gregory D. Brenneman.....	39	Director
John W. Burden, III.....	64	Director
James G. Coulter.....	41	Director
Barbara K. Eisenberg.....	55	Senior Vice President, General Counsel and Corporate Secretary
Scott Formby.....	39	Executive Vice President, Design
Scott D. Hyatt.....	43	Senior Vice President, Manufacturing
Walter Killough.....	46	Chief Operating Officer
David F. Kozel.....	45	Senior Vice President, Human Resources
Nicholas Lamberti.....	58	Vice President, Corporate Controller
Scott M. Rosen.....	42	Executive Vice President, Chief Financial Officer
Carol Sharpe.....	46	Executive Vice President, Merchandising - Brand
Trudy Sullivan.....	51	President
Brian T. Swette.....	47	Director
Josh S. Weston.....	72	Director

*Address for all Directors and Officers: c/o J. Crew, 770 Broadway, New York, NY 10003.



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.		2. Name of Corporation		3. Street Address Principal Business Office		City		State		Zip	
22617		GRACE HOLMES, INC.		52 LINCOLN PLACE		Garfield		NJ		07026	
4. Business Phone No.		5. State of Incorporation		6. SIC Code							
973 471 3863		DELAWARE		5300							
7. Brief Description of the Character of Business Conducted in Rhode Island											
Retail Sale of apparel											
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS											
President Name				Vice President Name							
Emily Woods				Nicholas Lamberti							
Street Address				Street Address							
770 Broadway Ave				770 Broadway							
City		State		City		State		City		State	
NY		NY		NY		NY		NY		NY	
Zip		Zip		Zip		Zip		Zip		Zip	
10003		10003		10003		10003		10003		10003	
Secretary Name				Treasurer Name							
Nicholas Lamberti				Scott Rosen							
Street Address				Street Address							
770 Broadway Ave				770 Broadway							
City		State		City		State		City		State	
NY		NY		NY		NY		NY		NY	
Zip		Zip		Zip		Zip		Zip		Zip	
10003		10003		10003		10003		10003		10003	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS											
Director Name				Director Name							
Emily Woods											
Street Address				Street Address							
770 Broadway Ave											
City		State		City		State		City		State	
NY		NY		NY		NY		NY		NY	
Zip		Zip		Zip		Zip		Zip		Zip	
10003		10003		10003		10003		10003		10003	
Director Name				Director Name							
Nicholas Lamberti											
Street Address				Street Address							
770 Broadway Ave											
City		State		City		State		City		State	
NY		NY		NY		NY		NY		NY	
Zip		Zip		Zip		Zip		Zip		Zip	
10003		10003		10003		10003		10003		10003	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)											
AUTHORIZED SHARES											
Number of Shares		Class/Series		Par Value		Number of Shares		Class/Series		Par Value	
250		COMMON		NO PAR		10		COMMON		NO PAR	
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)											
ISSUED SHARES											
Number of Shares		Class/Series		Par Value		Number of Shares		Class/Series		Par Value	
10		COMMON		NO PAR		10		COMMON		NO PAR	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 2 6 1 7 *

File Date: Jan 29, 1999

Check No.: 92830

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Nicholas Lamberti 1/11/99
Signature of Officer Date

Nicholas Lamberti
Print or Type Name of Officer

VP Controller
Title of Officer



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1998

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **22617** 2. Name of Corporation **GRACE HOLMES, INC.**

3. Street Address Principal Business Office **22 Lincoln Place** City **Garfield** State **NJ** Zip **07026**
4. Business Phone No. **973 471-4300** 5. State of Incorporation **DELAWARE** 6. SIC Code **5300**

7. Brief Description of the Character of Business Conducted in Rhode Island
Retail Sales of Men's and Women's Clothing

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name David DeMattei Street Address 770 Broadway City New York State NY Zip 10003	Vice President Name Nicholas Lamberti Street Address 22 Lincoln Place City Garfield State NJ Zip 07026
Secretary Name Michael McHugh Street Address 22 Lincoln Place City Garfield State NJ Zip 07026	Treasurer Name Street Address City State Zip

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name Emily Woods Street Address 770 Broadway City New York State NY Zip 10003	Director Name Michael McHugh Street Address 22 Lincoln Place City Garfield State NJ Zip 07026
Director Name Street Address City State Zip	Director Name Street Address City State Zip

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
250	Common	NO par

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
10	Common	NO par

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 2 6 1 7 *

File Date: **3.2.98**
81743
Check No.:
By: **lup**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer **Nicholas Lamberti** Date **2/25/98**

Print or Type Name of Officer **Nicholas Lamberti**

Title of Officer **VP Controller**



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-277-3040



PROFIT CORPORATION ANNUAL REPORT 1997

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No.

2. Name of Corporation

22617

GRACE HOLMES, INC.

3. Street Address Principal Business Office

City

State

Zip

625 Sixth Avenue

New York

NY

10011

4. Business Phone No.

5. State of Incorporation

6. SIC Code

Inactive

DELAWARE

5300

7. Brief Description of the Character of Business Conducted in Rhode Island

Inactive

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT)

President Name

Vice President Name

Arthur Cinader

Nicholas Lamberti

Street Address

Street Address

22 Lincoln Place

22 Lincoln Place

City

State

Zip

City

State

Zip

Garfield

NJ

07026

Garfield

NJ

07026

Secretary Name

Treasurer Name

Saul Charles

Michael McHugh

Street Address

Street Address

22 Lincoln Place

22 Lincoln Place

City

State

Zip

City

State

Zip

Garfield

NJ

07026

Garfield

NJ

07026

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT)

Director Name

Director Name

Arthur Cinader

Street Address

Street Address

22 Lincoln Place

City

State

Zip

City

State

Zip

Garfield

NJ

07026

Director Name

Director Name

Saul Charles

Street Address

Street Address

22 Lincoln Place

City

State

Zip

City

State

Zip

Garfield

NJ

07026

10. SHARES AUTHORIZED AND ISSUED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

ISSUED SHARES

Number of Shares

Class/Series

Par Value

Number of Shares

Class/Series

Par Value

25

Common

10

Common

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 2 2 6 1 7 *

File Date:

2-18-97

Check No.:

SA-067070

By:

WJ / JEC

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Nicholas Lamberti 2/11/97
Signature of Officer Date

Nicholas Lamberti
Print or Type Name of Officer

VP / Controller
Title of Officer

PROFIT CORPORATION ANNUAL REPORT

1996



State of Rhode Island and Providence Plantations
James R. Langevin, Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335 • (401) 277-3040

Filing Period: January 1-March 1
Filing Fee: \$50.00

PLEASE TYPE OR PRINT IN BLACK INK.

1. CORPORATE ID NO. 22617	2. NAME OF CORPORATION GRACE HOLMES, INC.
3. STREET ADDRESS PRINCIPAL BUSINESS OFFICE 625 Sixth Avenue	CITY New York City
4. BUSINESS PHONE NO.	STATE New York
5. STATE OF INCORPORATION DELAWARE	ZIP CODE 5300
7. BRIEF DESCRIPTION OF THE CHARACTER OF BUSINESS CONDUCTED BY RHODE ISLAND inactive	

8. NAMES AND ADDRESSES OF THE OFFICERS		
PRESIDENT NAME Arthur Cinader	VICE PRESIDENT NAME Nicholas Lambert	
STREET ADDRESS 22 Lincoln Pl.	STREET ADDRESS 22 Lincoln Pl.	
CITY Garfield	CITY Garfield	
STATE NJ	STATE NJ	
ZIP CODE 07026	ZIP CODE 07026	
SECRETARY NAME Saul Charles	TREASURER NAME Michael McHugh	
STREET ADDRESS 22 Lincoln Pl.	STREET ADDRESS 22 Lincoln Pl.	
CITY Garfield	CITY Garfield	
STATE NJ	STATE NJ	
ZIP CODE 07026	ZIP CODE 07026	

9. NAMES AND ADDRESSES OF THE DIRECTORS		
DIRECTOR NAME Arthur Cinader	DIRECTOR NAME Saul Charles	
STREET ADDRESS 22 Lincoln Pl.	STREET ADDRESS 22 Lincoln Place	
CITY Garfield	CITY Garfield	
STATE NJ	STATE NJ	
ZIP CODE 07026	ZIP CODE 07026	
DIRECTOR NAME	DIRECTOR NAME	
STREET ADDRESS	STREET ADDRESS	
CITY	CITY	
STATE	STATE	
ZIP CODE	ZIP CODE	

10. SHARES AUTHORIZED AND ISSUED					
AUTHORIZED SHARES			ISSUED SHARES		
NUMBER OF SHARES	CLASS / SERIES	PAR VALUE	NUMBER OF SHARES	CLASS / SERIES	PAR VALUE
250	Common		10	Common	

This report must be **SIGNED IN INK** by either the
President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

File Date:

Check No:

By:

3/5/96
5A-054851 RPB
ECB

Signature of Officer

Nicholas Lambert

Print or Type Name of Officer

VP, Controller

Title of Officer

2/29/96

Date

For Secretary of State Use Only

DETACH BOTTOM BEFORE RETURNING



ANNUAL REPORT

Please Type or Print
File Annually - Jan. 1 - March 1
Filing Fee \$50.00
Make Checks Payable to: Secretary of State

ALL ENTRIES MUST BE COMPLETED IN FULL OR THE FORM WILL BE RETURNED.

0028517

1995

Corporate ID: _____ Annual Report for the year: _____

GRACE HOLMES, INC.

Name of Corporation: _____

Business entity organized under the laws of the State of: DELAWARE

Business Entity is (check one):

☒ Business Corporation (See RIGL Chapter 7-1.1)

☐ Professional Service Corporation (See RIGL Chapter 7-5.1)

For foreign entity, address and telephone number of principal office:

625 SIXTH AVENUE
NEW YORK CITY, N.Y.

Brief statement of the character of business conducted in Rhode Island:

INACTIVE

Phone: () _____

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box):

NONE

Phone: () _____

THE NAMES OF THE OFFICERS ARE:

OFFICER	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
PRESIDENT	ARTHUR CINADER	22 LINCOLN PLACE	GARFIELD, NJ	07026
VICE PRESIDENT	NICHOLAS LAMBERTI	" " "	" "	" "
SECRETARY	SAUL CHARLES	" " "	" "	" "
TREASURER	MICHAEL MCCHUGH	" " "	" "	" "

THE NAMES OF THE DIRECTORS ARE:

DIRECTOR	NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
ARTHUR CINADER	22 LINCOLN PLACE	GARFIELD, NJ	07026	
SAUL CHARLES	" " "	" "	" "	

NUMBER OF SHARES AUTHORIZED (Rider may be attached)

Number of Shares

Class / Series

250

COMMON

NUMBER OF SHARES ISSUED AND OUTSTANDING (Rider may be attached)

Number of Shares

Class / Series

10

COMMON

Date FEBRUARY 22, 19 95

By NICHOLAS LAMBERTI

PRINT OR TYPE NAME OF OFFICER SIGNING

TITLE OF OFFICER SIGNING

NICHOLAS LAMBERTI

VP CONTROLLER

DESIGNATED REGISTERED AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the registered office and/or registered agent indicated below is incorrect, Form 9 must be filed.

US CORPORATION COMPANY
170 WESTMINSTER STREET
PROVIDENCE RI 02903

FILED

MAR 03 1995

By Don 42926

Filing Fee \$50.00
Payable to:
Secretary of State

PLEASE TYPE or PRINT
State of Rhode Island and Providence Plantations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335
401-277-3940

File Annually
LLC: Sept. 1 - Nov. 1
CORP. Jan. 1 - March 1

Corporate ID: 0022617 Annual Report for the year: 1994

Name of Business Entity: GRACE HOLMES, INC.

Business entity organized under the laws of the State of Delaware

Federal Taxpayer Identification Number

For foreign entity, address and telephone number of principal office:

625 Sixth Avenue
New York City, NY

Phone: ()

Address and telephone of the principal office of business entity in Rhode Island (Provide street address - Not P.O. Box)

None

Phone: ()

Business Entity is (check one)

- ☒ Business Corporation (See RIGL Chapter 7-1.1)
☐ Professional Service Corporation (See RIGL Chapter 7-5.1)
☐ Limited Liability Company (See RIGL 7-16)

Name, title and mailing address of contact person to whom communications may be directed:

Ed Baran
Tax Manager
22 Lincoln Place
Garfield, NJ 07026

Brief statement of the character of business conducted in Rhode Island:

inactive

Date of Organization: 2/1/62

Date of Qualification to do business in Rhode Island (if foreign entity):

2/1/62

THE NAMES OF THE OFFICERS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
<input checked="" type="checkbox"/> CHIEF EXECUTIVE OFFICER OR <input checked="" type="checkbox"/> PRESIDENT (Check One) Arthur Cinader	22 Lincoln Pl.	Garfield, NJ	07026
<input type="checkbox"/> CHIEF OPERATING OFFICER OR <input type="checkbox"/> VICE PRESIDENT (Check One) Nicholas Lamberti	"	"	"
<input type="checkbox"/> CUSTODIAN OF RECORDS OR <input type="checkbox"/> SECRETARY (Check One) Saul Charles	"	"	"
<input type="checkbox"/> CHIEF FINANCIAL OFFICER OR <input checked="" type="checkbox"/> TREASURER (Check One) Michael P. McHugh	"	"	"

THE NAMES OF THE DIRECTORS ARE:

NAME	STREET ADDRESS	CITY/STATE	ZIP CODE
Arthur Cinader	22 Lincoln Pl.	Garfield, NJ	07026
Saul Charles	"	"	"

NUMBER OF SHARES AUTHORIZED (If Applicable)

NUMBER 250

CLASS Common

SERIES

PAR VALUE OR WITHOUT PAR No Par

NUMBER OF SHARES ISSUED AND OUTSTANDING (If Applicable)

NUMBER 10

CLASS Common

SERIES

PAR VALUE OR WITHOUT PAR No Par

Date February 16, 1994

By: X Nicholas Lamberti

Nicholas Lamberti

VP / Controller

Form 3-1994

DESIGNATED REGISTERED OR RESIDENT AGENT FOR SERVICE OF PROCESS:

PLEASE NOTE: If the Corporation has changed its registered office and/or registered or resident agent, Form 9 or Form LLC 3 must be filed

US CORPORATION COMPANY
170 WESTMINSTER STREET
PROVIDENCE RI 02903

FILED
FEB 20 1994
545A-031164 AC

Filing Fee \$50.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0022617 Annual Report for the year 1993

FIRST: The name of the corporation is GRACE HOLMES INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL APPAREL SALES

FOURTH: If foreign corporation, address of its principal office 625 SIXTH AVE
NYC, NY

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
ARTHUR CINADER	Director	22 LINCOLN PLACE, GARFIELD, NJ, 07026
SAUL CHARLES	Director	" " " "
	Director	" " " "
ARTHUR CINADER	President	" " " "
NICHOLAS LAMBERTI	Vice President/CONTROLLER	" " " "
SAUL CHARLES	Secretary	" " " "
MICHAEL P. McHUGH	Treasurer	" " " "

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
250	COMMON	

Par Value
or statement that
shares are without
par value

NO PAR

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
10	COMMON	

Par Value
or statement that
shares are without
par value

NO PAR

Dated 10/1 1993

GRACE HOLMES INC.
(Name of Corporation)

By X Nicholas Lamberti

Title VP - CONTROLLER

(Report must be signed by an officer)

Filing Fee \$50.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0022617 Annual Report for the year 1992

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Retail Apparel Sales

FOURTH: If foreign corporation, address of its principal office 625 SIXTH AVE

NYC, NY.

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

ARTHUR CINADEL

Director

J. CREW GROUP, INC.
22 LINCOLN PLACE
GARFIELD, NJ 07026
ATTN: DEPT. 35

SAUL CHARLES

Director

Director

ARTHUR CINADEL

President

NICHOLAS CAMBERTI

Vice President / Controller

SAUL CHARLES

Secretary

MICHAEL P. McHugh

Treasurer VP Finance

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

250

Common

PAID

NO PAR

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

10

Common

SECY OF STATE

NO PAR

Dated 2-27 1992

GRACE HOLMES, INC.

(Name of Corporation)

By

Title

V.P. FINANCE, CFO

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID.....0022E17..... AC Annual Report for the year.....1991.....

FIRST: The name of the corporation is.....GRACE HOLMES, INC.....

SECOND: It is incorporated under the laws of.....DELAWARE.....

THIRD: Character of business, briefly stated, is.....RETAIL SALES.....

FOURTH: If foreign corporation, address of its principal office.....22 LINCOLN PLACE.....

GARFIELD, NJ 07026

FIFTH: Business address in Rhode Island.....—.....

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
ARTHUR CINADER	Director	J. CREW GROUP, INC.
SAUL CHARLES	Director	22 LINCOLN PLACE
	Director	GARFIELD, NJ 07026
		ATTN: DEPT. 33
ARTHUR CINADER	President	
NICHOLAS LAMBERT	Vice President	
SAUL CHARLES	Secretary	
MICHAEL P. McHUGH	VP FINANCE - CFO	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series
250	Common	

Par Value
or statement that
shares are without
par value

0

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series
20	Common	

Par Value
or statement that
shares are without
par value

0

Dated.....22 FEBRUARY.....1991.....

GRACE HOLMES, INC.

(Name of Corporation)

By.....Nicholas Lambert.....

Title.....V-P, Controller.....

(Report must be signed by an officer)

Form 31 1/85

PAID

MAR 04 1991

SECY OF STATE

H. ELIOT RICE
101 DYER ST.
PROVIDENCE

RI 02903

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID: 0022517 Annual Report for the year 1990

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is RETAIL SALES OF APPAREL

FOURTH: If foreign corporation, address of its principal office 22 LINCOLN PL.,

GARFIELD, N.J. 07026

FIFTH: Business address in Rhode Island NONE

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

EMILY CINADER

President

625 AVE. OF THE AMERICAS, N.Y. N.Y. 10011

DAVID FEINBERG

Vice President

CONTROLLER - 22 LINCOLN PL., GARFIELD, N.J. 07026

SAUL CHARLES

Secretary

22 LINCOLN PL., GARFIELD, N.J. 07026

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

250

COMMON

PAID

without par

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

20

COMMON

SECY. OF STATE

without PAR

Dated 3/9 19 90

(Name of Corporation)

GRACE HOLMES INC

By

David Feinberg

Title

VP Controller

(Report must be signed by an officer)

Filing Fee \$15.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 0022617

Annual Report for the year 1989

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is INACTIVE

FOURTH: If foreign corporation, address of its principal office 22 LINCOLN PLACE,

GARFIELD, N.J. 07026

FIFTH: Business address in Rhode Island NONE - SEND BLANK FORMS

TO ABOVE ADDRESS

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

Director

Director

Director

ARTHUR LINDELL President 22 LINCOLN PL, GARFIELD, N.J. 07026

DAVID FEINBERG Vice President CONTROLLER 22 LINCOLN PL, GARFIELD, N.J.

SAUL CHARLES Secretary 22 LINCOLN PL, GARFIELD, N.J. 07026

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

250

Class

COMMON

Series

Par Value
or statement that
shares are without
par value

EIGHTH: Number of Shares issued:

No. of Shares

20

Class

COMMON

Series

Par Value
or statement that
shares are without
par value

Dated Feb 28, 1989

GRACE HOLMES, INC.
(Name of Corporation)

By

Title

(Report must be signed by an officer)

Filing Fee \$15.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID. 22517

Annual Report for the year 1988

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is INACTIVE

FOURTH: If foreign corporation, address of its principal office

22 LINCOLN PLACE, GARFIELD, N.J. 07026

FIFTH: Business address in Rhode Island

NONE - SEND BLANK FORMS to the ABOVE ADDRESS

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name

Office

Address (including number, street, zip code)

A. LINADER Director

S. CHARLES Director

Director

A. LINADER President

D. FEINBERG Vice President CONTROLLER

S. CHARLES Secretary

Treasurer

SEVENTH: Number of Shares authorized:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

250

COMMON

NO-PAR

EIGHTH: Number of Shares issued:

No. of Shares

Class

Series

Par Value
or statement that
shares are without
par value

20

COMMON SEC.

NO-PAR

Dated February 26, 19 88

GRACE HOLMES, INC.
(Name of Corporation)

By D. Feinberg

Title VP - CONTROLLER

(Report must be signed by an officer)

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 22617 Annual Report for the year 1987

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of Delaware

THIRD: Character of business, briefly stated, is Inactive

FOURTH: If foreign corporation, address of its principal office

22 Lincoln Place, Garfield, New Jersey 07026

FIFTH: Business address in Rhode Island

None - Send blank reports to the above address

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
------	--------	--

A. Cinader	Director	22 Lincoln Place, Garfield, N.J. 07026
------------	----------	--

S. Charles	Director	22 Lincoln Place, Garfield, N.J. 07026
------------	----------	--

	Director	
--	----------	--

A. Cinader	President	22 Lincoln Place, Garfield, N.J. 07026
------------	-----------	--

D. Feinberg	Vice President - Controller	22 Lincoln Place, Garfield, N.J. 07026
-------------	-----------------------------	--

S. Charles	Secretary	22 Lincoln Place, Garfield, N.J. 07026
------------	-----------	--

	Treasurer	
--	-----------	--

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
250	Common	---	No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20	Common	---	No Par

Dated February 28 19 87

Grace Holmes, Inc.

(Name of Corporation)

By D. Feinberg

Title V.P. - Controller

(Report must be signed by an officer)

MAY 20 1987
PAID
MAY 20 1987

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 22617 Annual Report for the year 1986

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is MAIL ORDER - INACTIVE

FOURTH: If foreign corporation, address of its principal office.....

306 South State St., Dover, Delaware

FIFTH: Business address in Rhode Island PROVIDENCE, RHODE ISLAND

SIXTH: Names and addresses of its directors and officers:

(Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
<u>A. CINADER</u>	Director	<u>22 LINCOLN PL., GARFIELD, N.J. 07026</u>
<u>S. CHARLES</u>	Director	<u>22 LINCOLN PL., GARFIELD, N.J. 07026</u>
	Director	
<u>A. CINADER</u>	President	<u>22 LINCOLN PL., GARFIELD, N.J. 07026</u>
<u>T. AUERBAUGH</u>	Vice President	<u>22 LINCOLN PL., GARFIELD, N.J. 07026</u>
<u>S. CHARLES</u>	Secretary	<u>22 LINCOLN PL., GARFIELD, N.J. 07026</u>
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>250</u>	<u>COMMON</u>	<u>-</u>	<u>NO PAR</u>

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
<u>20</u>	<u>COMMON</u>	<u>-</u>	<u>NO PAR</u>

Dated February 12, 1987 GRACE HOLMES, INC.
(Name of Corporation)

By [Signature]

Title V.P. CONTROLLER

(Report must be signed by an officer)

Filing Fee \$15.00

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

State of Rhode Island and Providence Plantations

CORPORATIONS DIVISION
270 WESTMINSTER MALL
PROVIDENCE, RHODE ISLAND 02903

Corporate ID 22617 Annual Report for the year 1985

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is MAIL ORDER

FOURTH: If foreign corporation, address of its principal office

22 LINCOLN PLACE, GARFIELD, NEW JERSEY 07026

FIFTH: Business address in Rhode Island

NONE - SEND BLANK REPORTS TO THE ABOVE ADDRESS

SIXTH: Names and addresses of its directors and officers: (Attach rider if necessary)

Name	Office	Address (including number, street, zip code)
A. Cinader	Director	22 Lincoln Place, Garfield, N.J. 07026
S. Charles	Director	"
	Director	"
A. Cinader	President	"
T. Musgrave	Vice President - Finance	"
S. Charles	Secretary	"
	Treasurer	

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
250	Common	-	no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20	Common	-	no par

Dated February 29, 19 84

(Report must be signed by an officer)

APPROVED
CHER
06506001

Grace Holmes, Inc.

(Name of Corporation)

By

15.30

Title

V. P. - Finance

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 for the year 1984

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is MAIL ORDER

FOURTH: If foreign corporation, address of its principal office

22 LINCOLN PLACE, GARFIELD, NEW JERSEY 07026

FIFTH: Business address in Rhode Island

NONE - SEND BLANK REPORTS TO THE ABOVE ADDRESS

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
A. Cinader	Director	22 Lincoln Place, Garfield, N.J. 07026
S. Charles	Director	" "
	Director	" "
A. Cinader	President	" "
W. J. Von Klemperer	Vice President - Finance	" "
S. Charles	Secretary	" "
A. N. Marchio, II	Ass't Sec'y.	" "
	Treasurer	" "

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
250	Common	-	no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20	common	3 -	no par

Dated: February 29 1984

Grace Holmes, Inc.

(Name of Corporation)

By *A.N. Marchio, II* A.N. Marchio, II

Title *Ass't. Sec'y.* Ass't. Sec'y.

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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 for the year 1983

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: Character of business, briefly stated, is MAIL ORDER

FOURTH: If foreign corporation, address of its principal office
22 Lincoln Place, Garfield, New Jersey 07026

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address) none - send blank reports to above address

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
A. Gross	Director	22 Lincoln Place, Garfield, N.J. 07026
	Director	
	Director	
A. Gross	President	22 Lincoln Place, Garfield, N. J. 07026
	Vice President	
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
250	common	-	no par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20	common	-	no par

Dated: February 28 1983 Grace Holmes, Inc.
(Name of Corporation)

MAR 31 1983

By: [Signature] A. Gross
Title: President

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent,
Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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 for the year 1982

FIRST: The name of the corporation is
Grace Holmes, Inc.

SECOND: It is incorporated under the laws of **Delaware**

THIRD: Character of business, briefly stated, is **mail order**

FOURTH: If foreign corporation, address of its principal office
128 Dayton Avenue, Passaic, N.J. 07055

FIFTH: Business address in Rhode Island (blank reports will be mailed to this address)
Providence, R.I.

SIXTH: Names and addresses of its directors and officers:

(Addresses must include street and number, if any)

Name	Office	Address
A. Gross	Director	128 Dayton Avenue, Passaic, N.J. 07055
J. Rose	Director	128 Dayton Avenue, Passaic, N.J. 07055
	Director	
A. Gross	President	128 Dayton Avenue, Passaic, N.J. 07055
J. Rose	Vice President	128 Dayton Avenue, Passaic, N.J. 07055
	Secretary	
	Treasurer	

(If additional space is needed, attach rider)

SEVENTH: Number of Shares authorized:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
250	Common	-	No Par

EIGHTH: Number of Shares issued:

No. of Shares	Class	Series	Par Value or statement that shares are without par value
20	Common	5	No Par

Dated: May 11 19 82

Grace Holmes, Inc.

(Name of Corporation)

By:

Title

President

A. Gross

(Report must be signed by an officer)

If the corporation has changed its registered office and/or its registered agent, Form #9 must be filed. Please contact Corporation Division for information. 277-3040

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

GRACE Holmes 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:

FIRST: The name of the corporation is

GRACE Holmes Inc.

SECOND: It is incorporated under the laws of

DE/ware

THIRD: The address of its registered office in Rhode Island is

US Corporation Co. Inc.

and the name of its registered agent in Rhode Island at such address is

PROVIDENCE RI

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

306 South State St. Dover DE/ware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is

Mail Order

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

Name	Office	Address
<i>A. GROSS</i>	Director	<i>128 DAYTON AVE. PASSAIC</i>
<i>J. ROSE</i>	Director	<i>NEW JERSEY 07055</i>
	Director	
	Director	
	Director	
	Director	
<i>A. GROSS</i>	President	
<i>J. ROSE</i>	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
<i>250</i>	<i>Common</i>		<i>NO PAR</i>

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4287814.....1500B1

AUG 29 1981

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>
20	Common	-	no par.

Dated Aug 25, 1981

Grace Holmes Inc
(NAME OF CORPORATION)

By



Its President

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

GRACE HOLMES 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:

FIRST: The name of the corporation is

GRACE HOLMES INC

SECOND: It is incorporated under the laws of

DELAWARE

THIRD: The address of its registered office in Rhode Island is

PROVIDENCE RI

and the name of its registered agent in Rhode Island at such address is

306 SOUTH STATE ST. DOVER DELAWARE U S CORPORATION CO INC

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

306 SOUTH STATE ST. DOVER DELAWARE

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is

MAIL ORDER

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

Name	Office	Address
<u>H. JACKSON</u>	Director	<u>128 BAYTON AVE PASSAIC NJ</u>
<u>H. GROSS</u>	Director	
<u>J. CAYZ</u>	Director	
<u>J. ROSE</u>	Director	
	Director	
	Director	
<u>A. GROSS</u>	President	
<u>J. ROSE</u>	Vice President	
<u>J. CAYZ</u>	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>250</u>	<u>common</u>	<u>3</u>	<u>NO PAR</u>

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MAR 28 1980

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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>
20	Common	—	NO PAR

Dated FEBRUARY 26, 19 80

GRACE HOLMES INC.

(NAME OF CORPORATION)

By

John W. Carls

Its SECRETARY

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

GRACE HOLMES 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:

FIRST: The name of the corporation is

GRACE HOLMES INC.

SECOND: It is incorporated under the laws of

DELAWARE

THIRD: The address of its registered office in Rhode Island is

PROVIDENCE R.I.

and the name of its registered agent in Rhode Island at such address is

U.S. CORPORATION CO. INC.

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

306 SOUTH STATE ST. DOWER DELAWARE

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is

MAIL ORDER - GENERAL MERCHANDISE

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

Name	Office	Address
H. JACKSON	Director	128 DAYTON AVE. PASAIC NJ
A. GROSS	Director	
D. EDWARDS	Director	
J. ROSE	Director	
	Director	
	Director	
H. JACKSON	President	
	Vice President	
D. EDWARDS	Secretary	
A. GROSS	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
250	COMMON	3	
		21	
		79	
			NO PAR

.....*09.....1500
961A16.....1500BL

MAR 26 1979

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:

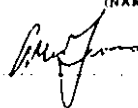
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
20	Common	-	NO PAR

Dated FEBRUARY 26, 1977

GRACE HOLMES INC.

(NAME OF CORPORATION)

By



Its TREASURER

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

Grace Holmes 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:

FIRST: The name of the corporation is

Grace Holmes Inc.

SECOND: It is incorporated under the laws of

Delaware

THIRD: The address of its registered office in Rhode Island is

Providence, R.I.

and the name of its registered agent in Rhode Island at such address is

V.S. Corporation Co.

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

306 South State St., Dover Delaware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is

Mail Order - General Hdsq.

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

Name	Office	Address
<i>H. Jackson</i>	Director	<i>128 Dayton Ave., Passaic, N.J. 07055</i>
<i>J. Fallon</i>	Director	
<i>J. Rose</i>	Director	
	Director	
	Director	
	Director	
<i>A. Gross</i>	President	<i>128 Dayton Ave., Passaic, N.J. 07055</i>
<i>J. Rose</i>	Vice President	
<i>D. Edwards</i>	Secretary	
<i>J. Fallon</i>	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
<i>250</i>	<i>Common</i>	<i>-</i>	<i>No Par</i>

.....1500

MAR 22 1978

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>
20	COMMON	—	NO PAR

Dated Feb 2, 1978 GRACE HOLMES INC.
(NAME OF CORPORATION)

By Delores Edwards
Its Secretary

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

OFFICE OF THE SECRETARY OF STATE

OF

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:

MAR 1 1977

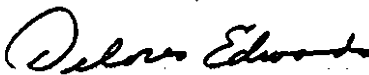
EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<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>
20	COMMON	-	NO PAR

Dated FEBRUARY 28, 1977

GRACE HOLMES INC.

(NAME OF CORPORATION)

By 

Its SECRETARY

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

Grace Holmes 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:

FIRST: The name of the corporation is Grace Holmes Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is

Providence RI

and the name of its registered agent in Rhode Island at such address is

U.S. Corporation Co.

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 U.S. Corporation Co.
306 South State St. Dover, Delaware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Wholesale Mail Order - General Merchandise

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

Name	Office	Address
W. Romanoff	Director	128 Dayton Ave Passaic NJ 07055
J. Fallon	Director	↓
J. Caldarella	Director	↓
	Director	
	Director	
	Director	
W. Romanoff	President	128 Dayton Ave Passaic NJ 07055
J. Caldarella	Vice President	↓
D. Edwards	Secretary	↓
J. Fallon	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
250	COMMON	—	No Par

FEB 27 1976

p. 5

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>
20	COMMON	-	No Par

Dated 2/28, 1976

Grace Holmes, Inc.
(NAME OF CORPORATION)

By Delores E. Quade
its Secretary

JUL 17-76 SEC. OF STATE \$15.00

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

GRACE HOLMES 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:

FIRST: The name of the corporation is GRACE HOLMES INC

SECOND: It is incorporated under the laws of DELAWARE

THIRD: The address of its registered office in Rhode Island is PROVIDENCE RHODE ISLAND

and the name of its registered agent in Rhode Island at such address is U.S. CORPORATION COMPANY

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 U.S. CORPORATION COMPANY
306 SOUTH STATE ST. DOVER, DELAWARE

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is WHOLESALE MAIL ORDER - GENERAL MERCHANDISE

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

Name	Office	Address
<u>W. ROMANOFF</u>	Director	<u>128 DAYTON AVE PARSIPPANY NJ</u>
<u>J. FALLON</u>	Director	
<u>J. CALDARELLA</u>	Director	
	Director	
	Director	
	Director	
<u>W. ROMANOFF</u>	President	
<u>J. CALDARELLA</u>	Vice President	
<u>D. EDWARDS</u>	Secretary	
<u>T. FALLON</u>	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>250</u>	<u>COMMON</u>	<u>-</u>	<u>NO PAR</u>

MAR 13 1975
[Signature]

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>
20	Common	-	NO PAR

Dated FEB 28, 1975

GRACE HOLMES, INC.

(NAME OF CORPORATION)

By Delores Edwards

Its SECRETARY

REC-9-75 STATE 054 48*****15.00

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

GRACE HOLMES, 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:

FIRST: The name of the corporation is Grace Holmes, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is
Providence, Rhode Island

and the name of its registered agent in Rhode Island at such address is
United States Corporation Company

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 c/o United States Corp. Co.,
306 South State St., Dover, Delaware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Wholesale Mail Order-General Merchandise

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

Name	Office	Address
William Romanoff	Director	128 Dayton Ave., Passaic, NJ 07055
Antonio Gazzolo	Director	" " " " " "
Sidney Reiter	Director	" " " " " "
	Director	
	Director	
	Director	
William Romanoff	President	128 Dayton Ave., Passaic, NJ 07055
Antonio Gazzolo	Vice President	" " " " " "
Sidney Reiter	Secretary	" " " " " "
Sidney Reiter	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:

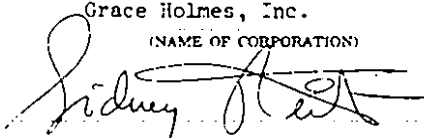
Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
250	Common	-	No Par Value

MAR 1 1974

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>
20	Common	-	No Par Value

Dated FEB. 26 1974 , 19

Grace Holmes, Inc.
(NAME OF CORPORATION)
By 
Its Secretary/Treasurer

REC-OF STATE 2554 AR*****15.00
JAN -5-74

Filing fee: \$15.00

To be filed annually
between January 1st and March 1stState of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATEANNUAL REPORT
OFGRACE HOLMES, 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:

FIRST: The name of the corporation is GRACE HOLMES, INC.SECOND: It is incorporated under the laws of DELAWARE

THIRD: The address of its registered office in Rhode Island is

PROVIDENCE, RHODE ISLAND

and the name of its registered agent in Rhode Island at such address is

U.S. CORPORATION COMPANYFOURTH: If a foreign corporation, the address of its principal office in the state or country under the laws of which it is incorporated is U.S. CORPORATION COMPANY306 SOUTH STATE ST. DOVER, DELAWAREFIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Wholesale Mail Order - General Merchandise

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

Name	Office	Address
T. KLEIN	Director	128 Bayton Ave., Passaic, N.J.
J. LYNCH	Director	" " " " " "
E. NUGENT	Director	" " " " " "
A. SMOLLER	Director	" " " " " "
	Director	
	Director	
A. SMOLLER	President	128 Bayton Ave., Passaic, N.J.
E. NUGENT	Vice President	" " " " " "
T. KLEIN	Secretary	" " " " " "
J. FALLON	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
257	Common	-	No Par

G.S.

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>
20	Common	-	No Par

Dated February 26, 1973

GRACE HOLMES, INC.
(NAME OF CORPORATION)

By Joseph W. Fallon
Its TREASURER

WAR 14-73 ^{MC OF} STATE 1335 AB *****15.00

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

Grace Holmes, 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:

FIRST: The name of the corporation is Grace Holmes, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is
Providence, Rhode Island

and the name of its registered agent in Rhode Island at such address is
U.S. Corporation Company

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 U.S. Corporation Company
306 South State Street, Dover, Delaware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Wholesale mail order, - general merchandise

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

Name	Office	Address
G. Genninger	Director	128 Dayton Avenue, Passaic, N.J.
T. Klein	Director	" " " " "
E. Nugent	Director	" " " " "
J. Lynch	Director	" " " " "
	Director	
	Director	
G. Genninger	President	128 Dayton Avenue, Passaic, N.J.
E. Nugent	Vice President	" " " " "
T. Klein	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
250	Common	-	No Par

MAR 22 1972
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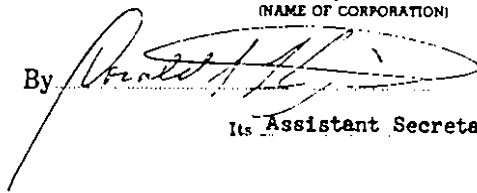
EIGHTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<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>
20	Common	-	No Par

Dated February 23, 1972

Grace Holmes, Inc.
(NAME OF CORPORATION)

By



Its Assistant Secretary

72-77-5411-633 40244 * 11, 12

Filing fee: \$10.00

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

Grace Holmes, 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:

FIRST: The name of the corporation is Grace Holmes, Inc.

SECOND: It is incorporated under the laws of Delaware

THIRD: The address of its registered office in Rhode Island is
Providence, Rhode Island
and the name of its registered agent in Rhode Island at such address is
U.S. Corporation Company

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 U.S. Corporation Company, 306 South State St., Dover, Delaware

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is Wholesale Mailorder - General Merchandise

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

Name	Office	Address
J. Weston	Director	128 Dayton Ave. Passaic, NJ
H. Freedman	Director	" " " " "
R. Bacek	Director	" " " " "
	Director	
	Director	
	Director	
R. Freedman	President	same as the above
G. Genninger	Vice President	" " " " "
R. Bacek	Secretary	" " " " "
R. Bacek	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
250	Common	-	No Par

Feb 29 1961

[Signature]

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>
50	Common	—	No Par

NINTH: The amount of its stated capital as of the close of business on December 31 next preceding the date hereof was \$ 500,000.

Dated FEBRUARY 24, 1971

Grace Holmes, Inc.
(NAME OF CORPORATION)
By Raymond Back R. BACK
Its SECRETARY

AR-6-71-5126 536 AR44*10.0

State of Rhode Island and Providence Plantations
OFFICE OF THE SECRETARY OF STATE

ANNUAL REPORT
OF

GRACE HOLMES, 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:

FIRST: The name of the corporation is GRACE HOLMES, INC.

SECOND: It is incorporated under the laws of DELAWARE

THIRD: The address of its registered office in Rhode Island is

PROVIDENCE, RHODE ISLAND
and the name of its registered agent in Rhode Island at such address is

U.S. CORPORATION COMPANY

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 U.S. CORPORATION COMPANY
306 SOUTH STATE STREET, DOVER, DELAWARE

FIFTH: The character of the business in which it is actually engaged in Rhode Island, briefly stated, is WHOLESALE MAIL ORDER - GENERAL
MERCHANDISE

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

Name	Office	Address
<u>J. WESTON</u>	Director	<u>25 AUBREY ROAD, MONTCLAIR, N.J.</u>
<u>K. FREEDMAN</u>	Director	<u>115 LAKE SHORE DRIVE, ROCKAWAY, N.J.</u>
<u>R. BACEK</u>	Director	<u>51 CHURCH AVE., NEWARK, N.J.</u>
	Director	
	Director	
<u>J. WESTON</u>	President	<u>(same as above)</u>
<u>K. FREEDMAN</u>	Vice President	<u>(same as above)</u>
<u>R. BACEK</u>	Secretary	<u>(same as above)</u>
<u>R. BACEK</u>	Treasurer	<u>(same as above)</u>

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>250</u>	<u>COMMON</u>	<u>-</u>	<u>NO PAR</u>

MAR 6 1970

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:

Number of Shares	Class	Series	Par Value per Share or Statement that Shares are without Par Value
20	COMMON	—	NO PAR

NINTH: The amount of its stated capital as of the close of business on December 31 next preceding the date hereof was \$ 500,000

- TENTH: (a) The value of all property owned by the corporation as of the close of business on December 31 next preceding the date hereof, wherever located . . . \$ 2,328,112
- (b) The value of all such property within Rhode Island \$ 2,213,112
- (c) Gross amount of business for 12 months ended preceding December 31 \$ 11,312,623
- (d) Gross amount of business for 12 months ended preceding December 31 at or from places within Rhode Island \$ 226,252

(NOTE — If all the property of the corporation is located in this state and all of its business is transacted at or from places of business in this state, or if the corporation elects to pay the annual franchise tax on the basis of its entire stated capital, then the information required by this paragraph need not be set forth in this report.)

Dated FEBRUARY 27, 1970

By GRACE HOLMES, INC.
Kenneth M. Freedman
 Its VICE PRESIDENT
 By Raymond B. Baker
 Its SECRETARY

State of NEW JERSEY
 County of PASSAIC } SC.
PASSAIC

At Grace Holmes in said county, this 27 day of FEBRUARY, 1970, before me personally appeared KENNETH FREEDMAN, who being first duly sworn, declared that he is the VICE PRES. of GRACE HOLMES, INC. that he signed the foregoing document as _____ of said corporation, and that the statements therein contained are true.

[Signature]
 Notary Public

NOTARY PUBLIC OF NEW JERSEY
 My Commission Expires May 15, 1973

State of Rhode Island and Providence Plantations

ANNUAL REPORT OF DOMESTIC OR FOREIGN CORPORATION

(FEE FOR FILING, \$10.00)

To be filed ANNUALLY in the month of FEBRUARY in the office of the SECRETARY OF STATE, PROVIDENCE, by corporations incorporated under the laws of the State of Rhode Island, and by foreign corporations carrying on business within said State: in accordance with the provisions of SECTIONS 7-2-30 and 7-2-27 of CHAPTER 7-2 of the GENERAL LAWS OF RHODE ISLAND, as amended, (BUSINESS CORPORATIONS). (*Maximum penalty for failure to file, \$200.*)

The Grace Holmes, Inc.

a corporation created under the laws of the State of Delaware does hereby make the following report as required by Section 7-2-30 or 7-2-27 of Chapter 7-2 of the General Laws, as amended, :—

- (1) Name of Corporation Grace Holmes, Inc.
- (2) Location of Place of Business
or Principal Office in Rhode Island Martin Street, Ashton, Rhode Island
(No. Street, City or Town)
- (3) Character of Business Wholesale Mail Order - General Merchandise

(4) Total Amount of CAPITAL STOCK, with Par Value, Authorized, \$ --
Total NUMBER OF SHARES, without Par Value, Authorized, 250
Amount of COMMON STOCK, with Par Value, Authorized, \$ --

Number of Shares of COMMON STOCK, without Par Value, Authorized, 250

Amount of --- PREFERRED STOCK, with Par Value, Authorized, \$ --

Number of Shares of --- PREFERRED STOCK, without Par Value, Authorized, --

Total Amount of CAPITAL STOCK, with Par Value, Issued and Outstanding, \$ --
Total NUMBER OF SHARES, without Par Value, Issued and Outstanding, 20
Amount of COMMON STOCK, with Par Value, Issued and Outstanding, \$ --

No. of Shares of COMMON STOCK, without Par Value, Issued and Outstanding, 20

Amount of --- PREFERRED STOCK, with Par Value, Issued and Outstanding, \$ --

No. of Shares of --- PREFERRED STOCK, without Par Value, Issued and Outstanding, --

(5) Names and Addresses of all Directors, and Date of Expiration of Term of Office of each:—

NAME.	ADDRESS.	TERM EXPIRES.
Josh Weston	25 Aubrey Road	Montclair, New Jersey 1/30/70
Martin Sockowitz	109-15 Queens Blvd.	Forest Hills, New York 1/30/70
Kenneth Freedman	115 Lake Shore Drive	Rockaway, New Jersey 1/30/70

Names and Addresses of all Officers, and Date of Expiration of Term of Office:—

OFFICE.	NAME.	ADDRESS.	TERM EXPIRES.
President	Josh Weston	same as above	1/30/70
Vice President	Kenneth Freedman	same as above	1/30/70
Treasurer	Martin Sockowitz	same as above	1/30/70
Secretary	Martin Sockowitz	same as above	1/30/70

(6) Name of Resident Attorney (for service of Process for Domestic Corporation):

N/A

(NAME)

(ADDRESS)

Name of Resident Attorney (for Foreign Corporation):

U. S. Corporation Company, Providence, Rhode Island

(NAME)

(ADDRESS)

(7) Date Appointed for Next Annual Meeting of Stockholders January 30, 1970

[CORPORATE SEAL]

I hereby certify the foregoing to be correct:—

Martin Sockowitz
(Name)

Treasurer/Secretary

(Designation of Officer Certifying)

ANNUAL REPORT

CEASE MONIES, RECD.
FOR REP. W. C. B. B. B.
PROVIDENCE, RHODE ISLAND

PR 11-65 SEC-OF 351 AR***10.00
STATE

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

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