



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) 222-3640

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

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

(FORM MUST BE TYPED OR PRINTED IN BLACK)

Form with sections 1-11: Corporate ID No, Name of Corporation, Principal Business Office, Business Phone No, State of Incorporation, SIC Code, Officers, Directors, Shares Authorized, Shares Issued.

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



88482

File Date: 1-13-05
Check No: 1740498
By: [Signature]

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: Franklin E. Southall, Jr.
Date:
Print or Type Name of Officer: Franklin E. Southall, Jr.
Title of Officer: Vice President & Controller



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

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

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 88482		2. Name of Corporation RUBY TUESDAY, INC.	
3. Street Address Principal Business Office 150 West Church Avenue		City Maryville	State TN
4. Business Phone No. 865-374-5700		5. State of Incorporation GEORGIA	Zip 37801
7. Brief Description of the Character of Business Conducted in Rhode Island RETAIL RESTAURANT BUSINESS.		6. SIC Code 3079	

8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name Samuel E Beall III	Vice President Name Franklin E. Southall, Jr. VP + Controller
Street Address 150 West Church Avenue	Street Address 150 West Church Avenue
City Maryville State TN Zip 37801	City Maryville State TN Zip 37801
Secretary Name Daniel T. Crouk	Treasurer Name Marguerite Naman Duffy
Street Address 150 West Church Avenue	Street Address 150 West Church Avenue
City Maryville State TN Zip 37801	City Maryville State TN Zip 37801

9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Samuel E. Beall, III	Director Name James A HASLAM, III
Street Address 150 West Church Avenue	Street Address 5000 Lyons View Drive
City Maryville State TN Zip 37801	City KNOXVILLE State TN Zip 37919
Director Name Claire Lewis Arnold	Director Name John B. McKinnon
Street Address 248 The Prado	Street Address 2020 Virginia Road
City Atlanta State Ga Zip 30309	City Winston-Salem State NC Zip 27106

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
100,250,000	\$.01 PAR VALUE		64,404	Common	\$0.01

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



* 8 8 4 8 2 *

File Date 2-2-04
Check No. 1530563
By: VP
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 Franklin E. Southall, Jr. Date 1-30-04
Print or Type Name of Officer Franklin E Southall, Jr.
Title of Officer VP + Controller



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

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

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **88482**
2. Name of Corporation **RUBY TUESDAY, INC.**
3. Street Address Principal Business Office
150 West Church Avenue
4. Business Phone No. **865-379-5700**
5. State of Incorporation **GEORGIA**
7. Brief Description of the Character of Business Conducted in Rhode Island
Restaurant Food Services

City **Maryville** State **TN** Zip **37801**
6. SIC Code **3079**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name **Samuel E Beall III**
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Vice President Name **Marguerite Naman Duffy**
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Secretary Name **Daniel T. Crook**
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Treasurer Name **Marguerite Naman Duffy**
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name **Samuel E. Beall III**
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name **James A. Naskam, III**
Street Address
5020 Lyons View Drive
City **Knoxville** State **TN** Zip **37919**

Director Name **Chaine Lewis Arnold**
Street Address
248 The Prado
City **Atlanta** State **GA** Zip **30309**

Director Name **John B. McKinnon**
Street Address
2020 Virginia Road
City **Winston-Salem** State **NC** Zip **27106**

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
100,250,000 \$0.01 PAR VALUE

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

ISSUED SHARES
Number of Shares Class/Series Par Value
64,188,447 Common \$0.01

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



* 8 8 4 8 2 *

File Date: **3-17-03**
Check No.: **1326889**
By: **[Signature]**

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 **Frank E Southall, Jr** Date **2-4-03**

Print or Type Name of Officer **Franklin E. Southall, Jr**

Title of Officer **VP & Controller**

RUBY TUESDAY, INC		P			
COMMON STOCK					
Date		Number of Shares	Par Value	Name	
05/08/02	Stock Option Exercise	1,536	(15.36)	John McKinnon - 1996 MSO	
05/08/02	Stock Option Exercise	1,224	(12.24)	John McKinnon - 1996 MSO	
05/08/02	Stock Option Exercise	1,260	(12.60)	John McKinnon - 1996 MSO	
05/08/02	Stock Option Exercise	242	(2.42)	Christopher Taylor - 1996 ES	
05/08/02	Stock Option Exercise	186	(1.86)	Michael McKee - MSOP 1/00	
05/08/02	Stock Option Exercise	264	(2.64)	Brian Majors - MSOP 2/00	
05/08/02	Stock Option Exercise	201	(2.01)	Patrick Dugan - MSOP 3/00	
05/08/02	Stock Option Exercise	5,232	(52.32)	Mark Richardson - Stock Bo	
05/10/02	Stock Option Exercise	66	(0.66)	Nancy Gaspar - MSOP 2/00	
05/10/02	Stock Option Exercise	102	(1.02)	Gilbert Desvermine - MSOP	
05/10/02	Stock Option Exercise	96	(0.96)	Gilbert Desvermine - MSOP	
05/10/02	Stock Option Exercise	78	(0.78)	Gilbert Desvermine - MSOP	
05/13/02	Stock Option Exercise	120	(1.20)	Lawrence Bellamare - MSOP	
05/14/02	Stock Option Exercise	4,224	(42.24)	Mike Ballantyne - MSOP 3/99	
05/14/02	Stock Option Exercise	174	(1.74)	Jerry Smith - MSOP 1/99	
05/14/02	Stock Option Exercise	366	(3.66)	Jerry Smith - MSOP 3/99	
05/14/02	Stock Option Exercise	342	(3.42)	Jerry Smith - MSOP 4/99	
05/14/02	Stock Option Exercise	1,920	(19.20)	Jimmy Moore - MSOP 4/97	
05/14/02	Stock Option Exercise	276	(2.76)	Rebecca Swafford - MSOP	
05/14/02	Stock Option Exercise	534	(5.34)	Ken Strong - MSOP 4/99	
05/14/02	Stock Option Exercise	564	(5.64)	Ken Strong - MSOP 1/00	
05/14/02	Stock Option Exercise	606	(6.06)	Ken Strong - MSOP 3/00	
05/16/02	Stock Option Exercise	200	(2.00)	Rheit Butler - ESOP 4/99	
05/20/02	Repurchase	(28,300)	283.00	Stock Repurchase 5/23 28.3	
05/21/02	Stock Option Exercise	72	(0.72)	Sonng Wong - MSOP 1/99	
05/21/02	Repurchase	(146,700)	1,467.00	Stock Repurchase 5/24 146	
05/22/02	Repurchase	(102,700)	1,027.00	Stock Repurchase 5/28 102	
05/23/02	Repurchase	(402,300)	4,023.00	Stock Repurchase 5/29 402	
05/24/02	Repurchase	(70,000)	700.00	Stock Repurchase 5/30 70.0	
05/24/02	FSOP	152	(1.52)	4 Qtr 02 FSOP	
05/28/02	Repurchase	(100,000)	1,000.00	Stock Repurchase	
05/29/02	Repurchase	(6,000)	60.00	Stock Repurchase	
05/30/02	Repurchase	(144,000)	1,440.00	Stock Repurchase	
05/30/02	MSOP	36,988	(369.88)	3Q 02 MSOP 36988 shs at 2	
05/30/02	Cronk MSOP	(528)	5.28	Cronk MSOP 308 shares at	
05/30/02	Cronk MSOP	220	(2.20)	Cronk MSOP 308 shares at	
05/30/02	Swafford MSOP	(62)	0.62	Swafford MSOP 42 Shares	
05/30/02	Swafford MSOP	20	(0.20)	Swafford MSOP 42 Shares	
05/30/02	Southall MSOP	(1,233)	12.33	Southall MSOP 209 Shares	
05/30/02	Southall MSOP	1,024	(10.24)	Southall MSOP 209 Shares	
05/30/02	D Sallas MSOP	(12)	0.12	Sallas MSOP 41 Shares at 2	
05/30/02	D Sallas MSOP	4	(0.04)	Sallas MSOP 41 Shares at 2	
05/30/02	R Sallas MSOP	(33)	0.33	Sallas MSOP 41 Shares at 2	
05/30/02	R Sallas MSOP			Sallas MSOP 41 Shares at 2	
05/30/02	Godsey MSOP	(22)	0.22	Godsey MSOP 13 Shares at	
05/30/02	Godsey MSOP	9	(0.09)	Godsey MSOP 13 Shares at	
05/30/02	Gabnel MSOP	(121)	1.21	Gabnel MSOP 85 Shares at	
05/30/02	Gabnel MSOP	85	(0.85)	Gabnel MSOP 85 Shares at	
05/30/02	Wallace MSOP	(216)	2.16	Wallace MSOP 216 Shares	
05/30/02	Wallace MSOP			Wallace MSOP 216 Shares	
05/30/02	Schmidt MSOP	(221)	2.21	Schmidt MSOP 193 Shares	
05/30/02	Schmidt MSOP	28	(0.28)	Schmidt MSOP 193 Shares	
05/30/02	Stock Option Exercise	1,920	(19.20)	John Catt - MSOP 4/97	
05/30/02	Stock Option Exercise	102	(1.02)	Lisa Huffman - MSOP 3/98	
05/31/02	Stock Option Exercise	700	(7.00)	Jeff Triference - ESOP 4/99	
05/31/02	Stock Option Exercise	72	(0.72)	Scott Smith - MSOP 3/00	
05/31/02	Stock Option Exercise	200	(2.00)	Rich Rylke - ESOP 3/99	
05/31/02	Stock Option Exercise	807	(8.07)	Rich Rylke - MSOP 3/00	
05/31/02	Repurchase	(70,200)	702.00	Stock Repurchase	
06/03/02	Repurchase	(127,500)	1,275.00	Stock Repurchase	
06/03/02	Stock Option Exercise			Robert Theis - Director Bonu	
06/03/02	Stock Option Exercise	2,448	(24.48)	Robert Theis - SID 1992	
06/03/02	Stock Option Exercise	3,368	(33.68)	Robert Theis - SID 1993	
06/03/02	Stock Option Exercise	1,428	(14.28)	Robert Theis - SID 1994	
06/03/02	Stock Option Exercise	4,800	(48.00)	Robert Theis - SID Special A	
06/04/02	Repurchase	(7,300)	73.00	Stock Repurchase	
06/04/02	Stock Option Exercise	1,538	(15.38)	Claire Arnold - SIP 1998	
				Rec A/R FR Amended FY98	
				Reverse PY Tax Accrual	
				Record Income Tax Allocati	
06/04/02	OSOP	1,096	(10.96)	OSOP 1Q: 03 1,096 shares	
Balance @ 6/4/02		64,188,447	(641,884.47)		

Ruby Tuesday, Inc.
150 West Church Avenue
Maryville, TN 37801

OFFICERS	ADDRESS
Samuel E. Beall, III Chairman of the Board Chief Executive Officer Date taking office: 9/1/86	1443 West Miller's Cove Road Walland, TN 37886
Daniel T. Cronk Senior Vice President General Counsel & Secretary Date taking office: 7/1/97	1305 Kensington Drive Knoxville, TN 37922
Robert D. McClenagan President Date taking office: 6/21/90	1503 South Court Street Maryville, TN 37803
Sherry Turner Executive Vice President, Human Resources & Performance Management Date taking office: 9/1/97	1033 Spyglass Way Knoxville, TN 37922
Franklin F. Southall, Jr. Vice President and Controller Date taking office: 6/27/96	7223 Rutgers Drive Knoxville, TN 37919
Marguerite Naman Duffy Senior Vice President And Chief Financial Officer Date Taking Office: 6/5/2001	1517 Britling Drive Knoxville, TN 37922
A. Richard Johnson Senior Vice President	150 West Church Avenue Maryville, TN 37801
G. Price Cooper, IV Vice President, Investor Relations & Planning	150 West Church Avenue Maryville, TN 37801



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. **99492** 2 Name of Corporation **RUBY TUESDAY, INC.**
3 Street Address Principal Business Office **150 WEST CHURCH AVENUE** City **MARYVILLE** State **TN** Zip **37801**
4 Business Phone No **865-379-5700** 5. State of Incorporation **GEORGIA** 6. SIC Code **3079**

7 Brief Description of the Character of Business Conducted in Rhode Island
FOOD SERVICES RESTAURANT

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name SAMUEL E. BEALL III Street Address 150 WEST CHURCH AVENUE City MARYVILLE, State TN Zip 37801	Vice President Name MARGUERITE NAMAN DUFFY Street Address 150 WEST CHURCH AVENUE City MARYVILLE State TN Zip 37801
Secretary Name DANIEL T. CRONK Street Address 150 WEST CHURCH AVENUE City MARYVILLE State TN Zip 37801	Treasurer Name MARGUERITE NAMAN DUFFY Street Address 150 WEST CHURCH AVENUE City MARYVILLE State TN Zip 37801

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name SAMUEL L. BEALL, III Street Address 150 WEST CHURCH AVENUE City MARYVILLE State TN Zip 37801	Director Name JAMES A. HASLAM, III Street Address 5020 LYONS VIEW DRIVE City KNOXVILLE State T Zip 37919
Director Name CLAIRE LEWIS ARNOLD Street Address 248 THE PRADO City ATLANTA State GA Zip 30309	Director Name JOHN B. MCKINNON Street Address 2020 VIRGINIA ROAD City WINSTON-SALEM State NC Zip 27106

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

AUTHORIZED SHARES	Number of Shares	Class/Series	Par Value
	100,250,000 SHS	\$.01 PAR	

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

ISSUED SHARES	Number of Shares	Class/Series	Par Value
	63,211,296		

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



* 8 8 4 8 2 *

File Date 2-11-02
Check No. 1145577
By: [Signature]

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 Frank E. Southall Jr Date 2-06-2002
Franklin E. Southall, Jr 2-06-2002
Unit or Type Name of Officer VP + Controller
Title of Officer

June 5, 2001

Reconciliation between BONY and RTI - Common Stock

E:\LOTDATA\RTI_DIREC\DIRREPOR\2001 - 4 Qtr\BONYrec.xls June 5, 2001

Balance per BONY statement:	63,399,885
On BONY-not on RTI:	
Shareholders left off original data load	(156) Load data finding
Split shares on load finding	(156) Split shares on load finding
Issue of split shares for Mark Ford	(373) Don't see where they were originally issued??
Module Stock Adjustment	(84) Cancellation forthcoming
On RTI-not on BONY:	
Module Stock Cancellation	(59) Bullard Module Stock
Amount off with BONY	(1,000) Difference due to wrong amt given to BONY as beginning number b/c Fields' 800 was being shown o/s. Other 200 unknown
301 MSOP	28,039
Stock Repurchase	(9,000)
Stock Repurchase	(182,000)
Stock Repurchase	(23,800)
Reconciling balance per BONY:	63,211,296
Balance per books at 6/5/01:	63,211,296
Unlocated diff	0

Reconciliation between CommonStockAccount.xls and SmartStream Common Stock

Smartstream Balance @ 6/5/01	632,112.96
<i>Entries Needed on Smartstream</i>	
Adjusted Smartstream Balance @ 6/5/01	632,112.96
Commonstock Account.xls @ 6/5/01	632,112.96
<i>Entries Needed on Commonstock Acct xls</i>	
Adjusted Commonstock.xls @ 6/5/01	
Difference	632,112.96
	0.00

RUBY TUESDAY, P

COMMON STOCK

E:\LOTDATA\Brandan\Airplane\Journal Entries\2002\Period 8\Hours JE FY 2002 Pd 8.xls\Jnl Entry

Date		Number of Shares		Name
05/06/01	Balance @ Period 11 FY01	64,187,066	(641,870.66)	Balance
05/09/01	Stock Option Exercise	800	(8 00)	Christopher Heinze - 96 ESOP 4/97
05/09/01	Stock Option Exercise	156	(1 56)	Susan Donaldson - 96 MSOP 397
05/10/01	Stock Option Exercise	5,740	(57 40)	Eric Paul - 96 ESOP 4/97
05/16/01	Stock Option Exercise	216	(2 16)	Jeffrey Hurshman - 96 MSOP 498
05/16/01	Stock Option Exercise	906	(9 06)	Jeffrey Hurshman - 96 MSOP 299
05/18/01	Stock Repurchase	(11,100)	111 00	Bear Stearns Repo
05/18/01	Stock Option Exercise	1,410	(14 10)	Patrick Sterling - 96 MSOP 199
05/18/01	Stock Option Exercise	96	(0 96)	William Pilkton - 96 MSOP 298
05/18/01	Stock Option Exercise	84	(0 84)	William Pilkton - 96 MSOP 498
05/18/01	Stock Option Exercise	856	(8 56)	Mark Ingram - SIP 91
05/21/01	Stock Repurchase	(155,400)	1,554 00	Bear Stearns Repo
05/22/01	Stock Repurchase	(183,900)	1,839 00	Repurchase
05/22/01	Stock repurchase	(419)	4 19	Dan Cronk - MSOP purchase
05/22/01	Stock repurchase	(120)	1 20	James Laundry - MSOP purchase
05/22/01	Stock repurchase	(105)	1 05	David Schmidt - MSOP purchase
05/22/01	Stock repurchase	(275)	2 75	Frank Southall - MSOP purchase
05/22/01	Stock repurchase	(275)	2 75	Dan Bellis - MSOP purchase
05/23/01	Stock Repurchase	(400)	4 00	Bear Stearns Repo
05/24/01	Stock Repurchase	(5,000)	50 00	Bear Stearns Repo
05/25/01	Stock Repurchase	(144,200)	1,442 00	Repurchase
05/29/01	Stock Option Exercise	120	(1 20)	Jan Silers - 96 MSOP 496
05/29/01	Stock Option Exercise	156	(1 56)	Brian Smick - 96 MSOP 397
05/29/01	Stock Option Exercise	102	(1 02)	Brian Smick - 96 MSOP 398
05/29/01	Stock Option Exercise	84	(0 84)	Brian Smick - 96 MSOP 498
05/30/01	Stock Repurchase	(26,400)	264 00	Bear Stearns Repo
05/31/01	Stock Option Exercise	5,556	(55 56)	Henry Grau - 96 MSOP 399
05/31/01	Stock repurchase	(258,800)	2,588 00	Bear Stearns Repo
05/31/01	Stock repurchase	(450)	4 50	Lee Wallace - MSOP purchase
06/01/01	Stock Option Exercise	972	(9 72)	Claire Arnold - SIP 197
06/01/01	Stock Option Exercise	528	(5 28)	Keith Werkheiser - 96 MSOP 398
06/01/01	Stock Option Exercise	180	(1 80)	Susan Benfer - 96 MSOP 399
06/01/01	Stock Repurchase	(23,800)	238 00	Bear Stearns Repo
06/04/01	Stock Option Exercise	972	(9 72)	Dolph Von Arx - SIP 197
06/04/01	Stock Option Exercise	1,596	(15 96)	Dolph Von Arx - SIP 297
06/04/01	Stock Option Exercise	120	(1 20)	Lynne Sopolak - 96 MSOP 496
06/04/01	Stock Option Exercise	800	(8 00)	Scott Sheffield - 96 ESOP 4/97
06/04/01	Stock Option Exercise	800	(8 00)	Scott Sheffield - 96 ESOP 4/00
06/04/01	Stock Option Exercise	800	(8 00)	Paul Moran - 96 ESOP 4/97
06/04/01	Stock Option Exercise	200	(2 00)	Jerry Marshall - 96 ESOP 4/99
06/04/01	Stock Option Exercise	1,200	(12 00)	Jerry Marshall - 96 ESOP 4/00
06/04/01	Stock Option Exercise	324	(3 24)	Mary Harkins - 96 MSOP 496
06/04/01	Stock Option Exercise	1,100	(11 00)	Alan Gray - 96 ESOP 4/99
06/04/01	Stock Repurchase	(9,000)	90 00	Bear Stearns Repo
06/05/01	Stock Repurchase	(182,000)	1,820 00	Bear Stearns Repo
	Balance @ Pd 12 FY01	63,211,296	(632,112.96)	



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
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2. Name of Corporation **ROBY TUESDAY, INC.**
3. Street Address Principal Business Office
150 West Church Avenue
4. Business Phone No. **865-379-5700**
5. State of Incorporation **GEORGIA**
7. Brief Description of the Character of Business Conducted in Rhode Island
Food Services Restaurant

City **Maryville** State **TN** Zip **37801**
6. **3079**

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name
Samuel E Beall, III
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Vice President Name
J. Russell Mothershed
Street Address
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Director Name
Samuel E Beall, III
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name
James A. Haslam, III
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name
Claire Lewis Arnold
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name
Dr. Benjamin F. Payton
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
100,250,000 SHS \$.01 PAR

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

ISSUED SHARES
Number of Shares Class/Series Par Value
61,719,000

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



* 8 8 4 8 2 *

File Date: **1/25/01**
Check No: **989214**
By: **[Signature]**

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: **Frank E. Southuff, Jr.** Date: **1/22/01**
Print or Type Name of Officer: **Franklin E. Southuff, Jr.**
Title of Officer: **Vice President + Controller**



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

(FORM MUST BE TYPED IN BLACK)

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

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Vice President Name
J. Russell Mothershed
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Secretary Name
Daniel T. Cronk
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Treasurer Name
J. Russell Mothershed
Street Address
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9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS
Director Name
Samuel E. Beall, III
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name
Claire Lewis Arnold
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name
Arthur R. Outlaw
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

Director Name
John B. McKinnon
Street Address
150 West Church Avenue
City **Maryville** State **TN** Zip **37801**

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
100,250,000 SHS \$.01 PAR

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

ISSUED SHARES
Number of Shares Class/Series Par Value
32,699,000

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



* 8 8 4 8 2 *

File Date: 1/28/00
Check No.: 814688
By: [Signature]

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 [Signature] Date 1/25/00
Print or Type Name of Officer Frank E. Southall, Jr.

Vice President + Controllen
Title of Officer



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. 88482
2. Name of Corporation Ruby Tuesday, Inc.
3. Street Address Principal Business Office
150 West Church Avenue
4. Business Phone No. 423-379-5700
5. State of Incorporation Georgia

City Maryville State TN Zip 37801
6. SIC Code 3079

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

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

President Name Samuel E. Beall, III
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

Vice President Name J. Russell Mothershed
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

Secretary Name Daniel T. Cronk
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

Treasurer Name J. Russell Mothershed
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

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

Director Name Samuel E. Beall, III
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

Director Name Claire Lewis Arnold
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

Director Name Arthur R. Outlaw
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

Director Name John B. McKinnon
Street Address 150 West Church Avenue
City Maryville State TN Zip 37801

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

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
100,250,000 SHS \$.01 PAR

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

ISSUED SHARES
Number of Shares Class/Series Par Value
32,699,000

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

File Date: Jan 25, 99
Check No.: 0000633842
By: JD

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.
* Franklin E. Southall, Jr. 1/25/99
Signature of Officer Date
Franklin E. Southall, Jr.
Print or Type Name of Officer
Vice President and Controller
Title of Officer

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. **88482**
2. Name of Corporation **RUBY TUESDAY, INC.**
3. Street Address Principal Business Office
4721 Morrison Drive
4. Business Phone No. **334-344-3000**
5. State of Incorporation **GEORGIA**
6. SIC Code **3079**
7. Brief Description of the Character of Business Conducted in Rhode Island
Food Services

City **Mobile** State **AL** Zip **36609**

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

President Name **Samuel E. Beall, III**
Street Address **4721 Morrison Drive**
City **Mobile** State **AL** Zip **36609**

Vice President Name **Franklin E. Southall, Jr.**
Street Address **4721 Morrison DR.**
City **Mobile** State **AL** Zip **36609**

Secretary Name **Philip G. Hunt**
Street Address **4721 Morrison Dr.**
City **Mobile** State **AL** Zip **36609**

Treasurer Name **J. Russell Mothershead**
Street Address **4721 Morrison DR.**
City **Mobile** State **AL** Zip **36609**

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

Director Name **Samuel E. Beall, III**
Street Address **4721 Morrison Drive**
City **Mobile** State **AL** Zip **36609**

Director Name **Claire Lewis Arnold**
Street Address **4721 Morrison Dr.**
City **Mobile** State **AL** Zip **36609**

Director Name **Arthur R. Outlaw**
Street Address **4721 Morrison Drive**
City **Mobile** State **AL** Zip **36609**

Director Name **John B. McKinnon**
Street Address **4721 Morrison Dr.**
City **Mobile** State **AL** Zip **36609**

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

Number of Shares	Class/Series	Par Value
100,250,000	SHS	\$.01 PAR

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

Number of Shares	Class/Series	Par Value
100,000,000	Common	.01
250,000	Pref	.01

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



File Date: **2-6-98**
Check No.: **400160**
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.

Franklin E. Southall, Jr. 1-12-98
Signature of Officer Date
Franklin E. Southall, Jr.
Print or Type Name of Officer
Vice President and Controller
Title of Officer



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 **88482** 2. Name of Corporation **RUBY TUESDAY (GEORGIA), INC.**
3. Street Address Principal Business Office **4721 MORRISON DRIVE** City **MOBILE** State **AL** Zip **36609**
4. Business Phone No **334-344-3000** 5. State of Incorporation **GEORGIA** 6. SIC Code **3079**

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

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

President Name **Samuel E. Beall, III** Vice President Name **J. Russell Mothershead**
Street Address **4721 MORRISON DRIVE** Street Address **4721 MORRISON DRIVE**
City **MOBILE** State **AL** Zip **36609** City **MOBILE** State **AL** Zip **36609**
Secretary Name **Philip G. Hunt** Treasurer Name **J. Russell Mothershead**
Street Address **4721 MORRISON DRIVE** Street Address **4721 MORRISON DRIVE**
City **MOBILE** State **AL** Zip **36609** City **MOBILE** State **AL** Zip **36609**

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

Director Name **Samuel E. Beall, III** Director Name **Clare Lewis Arnold**
Street Address **4721 MORRISON DRIVE** Street Address **4721 MORRISON DRIVE**
City **MOBILE** State **AL** Zip **36609** City **MOBILE** State **AL** Zip **36609**
Director Name **Arthur E. Outlaw** Director Name **John B. McKinnon**
Street Address **4721 MORRISON DRIVE** Street Address **4721 MORRISON DRIVE**
City **MOBILE** State **AL** Zip **36609** City **MOBILE** State **AL** Zip **36609**

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
100,250,000	SHS	\$.01 PAR	<input checked="" type="checkbox"/>		
250,000	Preferred	.01	17,598,000	Common	.01
50,000,000	Common	.01			

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



File Date: **3/24/97**
Check No.: **203492**
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 of Officer: **Franklin E. Southall, Jr.** Date: **2-24-97**
Print or Type Name of Officer: **Franklin E. Southall, Jr.**
Title of Officer: **Vice President and Controller**

Ruby Tuesday Inc.

4721 Morrison Drive
P.O. Box 160266
Mobile, AL 36609

Directors

Samuel E. Beall, III
232 Eaton Square
Mobile, AL 36608

Claire Lewis Arnold
248 The Prado
Atlanta, GA 30309

Arthur R. Outlaw
3920 Yester Place
Mobile, AL 36608

John B. McKinnon
2020 Virginia Road
Winston - Salem, NC 27106

Dr. Benjamin F. Payton
Grey Columns
399 Montgomery Road
Tuskegee, AL 36083

Donald Ratajczak
1681 Lady Marion Lane, N.E.
Atlanta, GA 30309-2619

Dolph W. von Arx
LeParc # 1402
4951 Gulfshore Blvd. N.
Naples, FL 33940

Ruby Tuesday Inc.

4721 Morrison Drive
P.O. Box 160266
Mobile, AL 36609

Directors

Samuel E. Beall, III
232 Eaton Square
Mobile, AL 36608

Claire Lewis Arnold
248 The Prado
Atlanta, GA 30309

Arthur R. Outlaw
3920 Yester Place
Mobile, AL 36608

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2020 Virginia Road
Winston - Salem, NC 27106

Dr. Benjamin F. Payton
Grey Columns
399 Montgomery Road
Tuskegee, AL 36083

Donald Ratajczak
1681 Lady Marion Lane, N.E.
Atlanta, GA 30309-2619

Dolph W. von Arx
LeParc # 1402
4951 Gulfshore Blvd. N.
Naples, FL 33940

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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. **81378**
 2. Name of Corporation **Ruby Tuesday, Inc.**
 3. Street Address Principal Business Office
4721 Morrison Drive
 4. Business Phone No. **334-344-3000**
 5. State of Incorporation **DELAWARE**
 7. Brief Description of the Character of Business Conducted in Rhode Island
Food Service Restaurants

City **Mobile** State **AL** Zip **36609**
 6. SIC Code **3079**

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

President Name **Samuel E. Beall, III**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**
 Secretary Name **Philip G. Hunt**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**

Vice President Name **J. Russell Mothershead**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**
 Treasurer Name **J. Russell Mothershead**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**

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

Director Name **Samuel E. Beall, III**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**
 Director Name **Arthur R. Outlaw**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**

Director Name **Claire Lewis Arnold**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**
 Director Name **John B. McKinnon**
 Street Address **4721 Morrison Drive**
 City **Mobile** State **AL** Zip **36609**

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

AUTHORIZED SHARES

Number of Shares	Class/Series	Par Value
0		

ISSUED SHARES

Number of Shares	Class/Series	Par Value
0	NIA	0

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



File Date: 3/24/97
 Check No.: 203999
 By: [Signature]

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: Franklin E. Southall, Jr. Date: 2-28-97
 Print or Type Name of Officer: Franklin E. Southall, Jr.
 Title of Officer: Vice President and Controller

Ruby Tuesday Inc.

4721 Morrison Drive
P.O. Box 160266
Mobile, AL 36609

OFFICERS

ADDRESS

Samuel E. Beall, III
Chairman of the Board and
Chief Executive Officer

232 Eaton Square
Mobile, AL 36608

Pfilip G. Hunt
Senior Vice President,
General Counsel and
Secretary

203 Tuthill Lane
Mobile, AL 36608

J. Russell Mothershed
Senior Vice President and
Chief Financial Officer

2016 Marian Drive
Mobile, AL 36609

Franklin E. Southall, Jr.
Vice President and
Controller

2031 W. Bradbury Drive
Mobile, AL 36695

Ruby Tuesday Inc.

4721 Morrison Drive
P.O. Box 160266
Mobile, AL 36609

Directors

Samuel E. Beall, III
232 Eaton Square
Mobile, AL 36608

Claire Lewis Arnold
248 The Prado
Atlanta, GA 30309

Arthur R. Outlaw
3920 Yester Place
Mobile, AL 36608

John B. McKinnon
2020 Virginia Road
Winston - Salem, NC 27106

Dr. Benjamin F. Payton
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399 Montgomery Road
Tuskegee, AL 36083

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