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COMMONWEALTH OF KENTUCKY
TREY GRAYSON, SECRETARY OF STATE
ANNUAL REPORT
DUE JUNE 30, 2005



0007321

ORGANIZATION ID #
0007321

STATE OR COUNTRY OF INCORPORATION

KY

ORGANIZATION DATE

06/30/1899

FILING FEE

\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

J. BACON & SONS
ATTN: TAX DEPT
1600 CANTRELL RD
LITTLE ROCK, AR 72201

RECEIVED

JUL 01 2005

SECRETARY OF STATE
COMMONWEALTH OF KY

(3) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(2) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESSES OF KY
Changes made to the registered agent or registered office cannot be made on this form. Complete (4) to request a form to be mailed or download form from web site.

C T CORPORATION SYSTEM
KENTUCKY HOME LIFE BUILDING
LOUISVILLE, KY 40202

(4) MAIL A STATEMENT OF CHANGE OF AGENT OR OFFICE TO

[Empty box for statement of change of agent or office]

(5) PRINCIPAL OFFICERS If the corporation has previously filed an annual report, verify the names and titles of officers listed below. Please note any additions to or changes in the principal officers and give the business address for each person listed. If (5) is blank, type or print the names and business addresses of the current principal officers. If sole officer, please note. The annual report will be returned if business addresses are not listed.

Treasurer	SHERRILL WISE	1600 Cantrell Rd Little Rock, AR 72201
Secretary	PAUL J SCHROEDER JR	1600 Cantrell Rd Little Rock, AR 72201
President	William Dillard II	1600 Cantrell Rd Little Rock, AR 72201

(6) DIRECTORS Type or print the names and business addresses of the corporation's directors. No listing of directors is verification that the corporation has dispensed with directors (KRS 271B.8-010(3)). Nonprofit corporations must list three (3) or more directors (KRS 273.211). The annual report will be returned if business addresses are not listed.

Name	James Freeman	1600 Cantrell Rd Little Rock, AR 72201
Name	Paul Schroeder, Jr.	1600 Cantrell Rd Little Rock, AR 72201
Name	Alex Dillard	1600 Cantrell Rd Little Rock, AR 72201
Name	William Dillard, II	1600 Cantrell Rd Little Rock, AR 72201

(7) Check here if you are a cooperative corporation

I VERIFY THAT THE INFORMATION IN THIS ANNUAL REPORT IS CURRENT AS OF THE DATE THIS REPORT IS EXECUTED.

Sam K Nelson
Signature of Officer or Chairman of the Board

TITLE Vice President

DATED 6/25/05

ANNUAL REPORT AND FILING FEE

Submit for filing the completed annual report form and correct filing fee as indicated above. Make check payable to the "Kentucky State Treasurer". Please do not send cash.

MAILING ADDRESS
Trey Grayson
Secretary of State
P O Box 1150
Frankfort, KY 40602-1150

OFFICE LOCATIONS
Secretary of State
State Capitol, Room 154
700 Capital Avenue
Frankfort, KY 40601
(502)-564-2848

Secretary of State
363 Versailles Road
Frankfort, KY 40601
(502)-573-0265

NOTE: P O Box 1150 is for annual report filings only.

J. BACON & SONS**OFFICERS**

Name	Title	Street Address	Date Taking Office	Date Term Expires
William Dillard, II	President	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
Alex Dillard	Vice President	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
Paul J. Schroeder, Jr.	Vice President Secretary	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
James I. Freeman	Vice President Asst. Secretary	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
Sherrill Wise	Vice President Treasurer / Asst. Secretary	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
James W. Cherry Jr.	Vice President	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
William L. Holder, Jr.	Vice President	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
Steven K. Nelson	Asst. Secretary	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06
Phillip R. Watts	Vice President	1600 Cantrell Rd. Little Rock, AR 72201	05/05	05/06

J. BACON & SONS

DIRECTORS

Name	Principal Occupation	Address	Date Taking Office	Date Term Expires
William Dillard, II	President Dillard's, Inc.	P. O. Box 486 Little Rock, AR 72203	05/05	05/06
Alex Dillard	Executive Vice President Dillard's, Inc.	P. O. Box 486 Little Rock, AR 72203	05/05	05/06
Paul J. Schroeder Jr.	Secretary Dillard's, Inc.	P. O. Box 486 Little Rock, AR 72203	05/05	05/06
James I. Freeman	Vice President/Asst. Secretary Dillard's, Inc.	P. O. Box 486 Little Rock, AR 72203	05/05	05/06