

COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT
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RECORD # **0068345**

DUE JUNE 30, **2002**

(4) FILING FEE
\$15.00

(1) EXACT CORPORATE NAME AND CURRENT PRINCIPAL OFFICE ADDRESS

IRA A. WATSON CO.
% PEEBLES, INC.
ONE PEEBLES STREET
SOUTH HILL, VA 23970

RECEIVED

APR 03 2002

SECRETARY OF STATE
 COMMONWEALTH OF KY

(5) STATE OR COUNTRY OF INCORPORATION

DE

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(6) DATE OF INCORPORATION OR DATE
 AUTHORIZED TO TRANSACT BUSINESS

04/14/1927

(3) CURRENT REGISTERED AGENT AND REGISTERED OFFICE ADDRESS

Changes made to the registered agent or registered office cannot be made on this form.
 Complete (7) to request a form to be mailed or download form from web site

C T CORP. SYS.
KY. HOME LIFE BLDG.
LOUISVILLE, KY 40202

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

MAR 18 2002

SECRETARY OF STATE
 COMMONWEALTH OF KY

(8) **PRINCIPAL OFFICERS** If the corporation has previously filed an annual report, verify the names & titles of officers listed below. Please note any additions to or changes in the principal officers and give the address for each person listed. If (8) is blank, type or print the names & business addresses of the current principal officers. If sole officer, please note.

President	Michael F Moorman	Address
Vice President	E Randolph Lail	Address
Secretary	E Randolph Lail	Address
		Address
		Address

(9) **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. Nonprofit corporations must list three (3) or more directors.

Name	Michael F Moorman	Address
Name	Malcolm S McDonald	Address
Name	William C DeRusha	Address
Name	Welford Sanders, Jr	Address
Name		Address

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

[Signature]
 Signature of Officer or Chairman of the Board

TITLE **Emilio P. Kinan**

DATED **3/22/2002**

PHC RETAIL HOLDING COMPANY / PEESLES INC. / CASIBILE RETAILERS INC. / IRA A. WATSON COMPANY

DIRECTORS	TITLE	SS#	STREET ADDRESS	CITY & STATE
MICHAEL F. MOORMAN	CHAIRMAN PRESIDENT / CEO		514 S. MAIN STREET	LAWRENCEVILLE, VIRGINIA 23869
WELFORD SANDERS, JR.	DIRECTOR		WHEAT FIRST BUTCHER SINGER 801 EAST BYRD STREET	RICHMOND, VIRGINIA 23260
WILLIAM C. DERUSHA	DIRECTOR		HEILIG MEYERS FURNITURE CO. 12560 WEST CREED PARKWAY	RICHMOND, VIRGINIA 23260
MALCOLM S. McDONALD	DIRECTOR		503 WELWYN ROAD	RICHMOND, VIRGINIA 23280
FRANK T. NICKELL	DIRECTOR		KELSO & COMPANY 320 PARK AVENUE 24TH FLOOR	NEW YORK, NEW YORK 10022
THOMAS R. WALL, IV	DIRECTOR		KELSO & COMPANY 320 PARK AVENUE 24TH FLOOR	NEW YORK, NEW YORK 10022

OFFICERS	TITLE	SS#	STREET ADDRESS	CITY & STATE
MICHAEL F. MOORMAN	CHAIRMAN PRESIDENT / CEO		514 S. MAIN STREET	LAWRENCEVILLE, VIRGINIA 23868
E. RANDOLPH LAIL	SR. VICE PRESIDENT, CFO, SEC./TREA.		10117 SOUTH HILL ROAD	KENBRIDGE, VIRGINIA 23944
RONNIE W. PALMORE	SR. VICE PRESIDENT, ASST. SECRETARY		P. O. BOX 243	GASBURG, VIRGINIA 23057
MARVIN THOMAS JR.	SR. VICE PRESIDENT		817 BELMONT STREET	SOUTH HILL, VIRGINIA 23070
RUSSELL A. LUNDY, II	SR. VICE PRESIDENT		104 GLENWOOD CIRCLE	SOUTH HILL, VIRGINIA 23070
RICHARD E. BARNES	VICE PRESIDENT		218 TANGLEWOOD DRIVE	BRACEY, VIRGINIA 23019
KEN BLACKBURN	VICE PRESIDENT		ROUTE 1 BOX 4	KENBRIDGE, VIRGINIA 23944
MICHAEL BLANKENSHIP	VICE PRESIDENT		460 SUMMIT RIDGE ROAD	CHRISTAINSBURG, VIRGINIA 24073
DAVID R. BORDSEN	VICE PRESIDENT		313 BETHANY STREET	SOUTH HILL, VIRGINIA 23070
JOHN G. BOWER	VICE PRESIDENT		322 LEONARD STREET	SOUTH HILL, VIRGINIA 23070
MICHAEL COLLIER	VICE PRESIDENT		2105 WOODLAND ROAD	HENDERSON, NO. CAROLINA 27536
ALAN W. DATTELBAUM	VICE PRESIDENT		22 COLONIAL SQUARE	COLONIAL HEIGHTS, VIRGINIA 23034
WILLIAM H. GEE	VICE PRESIDENT		817 STONE MILL ROAD	KENBRIDGE, VIRGINIA 23944
WILLIAM G. GIFFORD	VICE PRESIDENT		704 HITE STREET	SOUTH HILL, VIRGINIA 23070
STEPHEN W. HANNAH	VICE PRESIDENT		60 SPRUCE COURT	BRACEY, VIRGINIA 23919
BEN F. HAUMENREISER	VICE PRESIDENT		P. O. BOX 356	BRODNAX, VIRGINIA 23020
DONALD L. HOUSTON	VICE PRESIDENT		2002 E TIMBERS HILL ROAD	RICHMOND, VIRGINIA 23235
LARRY HURSTON	VICE PRESIDENT		P. O. BOX 815	BRACEY, VIRGINIA 23919
RUSSELL LUNDY SR.	VICE PRESIDENT		100 LUNDY'S LAND	EMPORIA VIRGINIA 23847
ROBERT P. MACKENZIE	VICE PRESIDENT		660 ATLANTIC STREET	SEAFORD, DELAWARE 18073
KENNETH R. MOORE	VICE PRESIDENT		2209 RACQUET CLUB DRIVE	MURFREESBORO, TENN. 37129
WENDY MORGAN	VICE PRESIDENT		24018 HIGHWAY 58	BASKERVILLE, VIRGINIA 23915
TIM MOYER	VICE PRESIDENT		4143 INDIAN TRAIL	OXFORD, NORTH CAROLINA 27565
JOEL SHEARON	VICE PRESIDENT		P. O. BOX 270	HENRICO, NORTH CAROLINA 27842
KENNETH G. SHIPLEY	VICE PRESIDENT		813 HITE STREET	SOUTH HILL, VIRGINIA 23070
KIMBERLY STEWART	VICE PRESIDENT		4108 INDIAN TRAIL	OXFORD, NORTH CAROLINA 27565
DANIEL TERRELL	VICE PRESIDENT		4903 WEST GRACE STREET	RICHMOND, VIRGINIA 23230
ALICE UTTERBACK	VICE PRESIDENT		211 THOMAS AVENUE	TALLEDAGA, ALABAMA 35160
E. KEN VAUGHAN	VICE PRESIDENT		735 ACORN COURT	WARRENTON, VIRGINIA 20168
DAVID ZITZELGER	VICE PRESIDENT		2213 SAMANTHA CIRCLE	PAINTSBILLE, KENTUCKY 41240