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COMMONWEALTH OF KENTUCKY
JOHN Y. BROWN III, SECRETARY OF STATE
ANNUAL REPORT
(See Reverse Side for Filing Instructions)

RECORD # 0068345

DUE JUNE 30, 2003

(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

MAR 26 2003

(5) STATE OR COUNTRY OF INCORPORATION

DE

SECRETARY OF STATE
COMMONWEALTH OF KY

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

04/14/1927

(2) THE PRINCIPAL OFFICE ADDRESS IS HEREBY CHANGED TO

[Empty box for principal office address change]

(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

[Empty lines for statement of change of agent or office to]

(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

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

Ken Shively
Signature of Officer or Chairman of the Board

TITLE

VP

DATED

3/14/03

EMPLOYEES	TITLE	STREET ADDRESS	CITY & STATE
MICHAEL F. MOORMAN	CHAIRMAN PRESIDENT / CEO	14 S. MAIN STREET	LAWRENCEVILLE, VIRGINIA 23068
WELLFORD SANDERS, JR.	DIRECTOR	HIGHLAND DRIVE	RICHMOND, VIRGINIA 23029
WILLIAM C. DERUSHA	DIRECTOR	OUTH CERES FARM 326 BROAD STREET ROAD	OILVILLE, VIRGINIA 22318
MALCOLM S. McDONALD	DIRECTOR	23 WELLYN ROAD	RICHMOND, VIRGINIA 23229
FRANK T. NICKELL	DIRECTOR	EISO & COMPANY 20 PARK AVENUE 24TH FLOOR EISO & COMPANY	NEW YORK, NEW YORK 10022
THOMAS R. WALL, IV	DIRECTOR	20 PARK AVENUE 24TH FLOOR	NEW YORK, NEW YORK 10022
OFFICERS			
MICHAEL F. MOORMAN	CHAIRMAN PRESIDENT / CEO	14 S. MAIN STREET	LAWRENCEVILLE, VIRGINIA 23068
E. RANDOLPH LAIL	SR. VICE PRESIDENT, CFO, SEC./TREAS.	2117 SOUTH HILL ROAD	KENBRIDGE, VIRGINIA 23044
RONNIE W. PALMIRE	ASST. SECRETARY, SR. VICE PRESIDENT	O. BOX 243	GASBURG, VIRGINIA 23057
KARVIN THOMAS JR.	SR. VICE PRESIDENT	17 BELMONT STREET	SOUTH HILL, VIRGINIA 23070
RUSSELL A. LUNDY, II	SR. VICE PRESIDENT	24 GLENWOOD CIRCLE	SOUTH HILL, VIRGINIA 23070
VICE PRESIDENTS			
RICHARD E. BARNES	VICE PRESIDENT	18 TANGLEWOOD DRIVE	BRACEY, VIRGINIA 23019
KEN BLACERIKIN	VICE PRESIDENT	ROUTE 1 BOX 4	KENBRIDGE, VIRGINIA 23044
MICHAEL BLANKENSHIP	VICE PRESIDENT	20 SUMMIT RIDGE ROAD	CHRISTIANSBURG, VIRGINIA 23013
DAVID R. BORDEN	VICE PRESIDENT	13 BETHANY STREET	SOUTH HILL, VIRGINIA 23070
JOHN G. BOWER	VICE PRESIDENT	22 LEONARD STREET	SOUTH HILL, VIRGINIA 23070
MICHAEL COLLIER	VICE PRESIDENT	105 WOODLAND ROAD	HENDERSON, NC CAROLINA 27538
ALAN W. DATTLEBAUM	VICE PRESIDENT	2 COLONIAL SQUARE	COLONIAL HEIGHTS, VIRGINIA 23034
WILLIAM H. GEE	VICE PRESIDENT	17 STONE MILL ROAD	KENBRIDGE, VIRGINIA 23044
STEPHEN W. HANNAM	VICE PRESIDENT	0 SPRUCE COURT	BRACEY, VIRGINIA 23019
BEN F. HAUENREISER	VICE PRESIDENT	O. BOX 366	BROUNAX, VIRGINIA 23020
DONALD L. HOUSTON	VICE PRESIDENT	202 E TIMBERS HILL ROAD	RICHMOND, VIRGINIA 23235
LARRY HURSTON	VICE PRESIDENT	O. BOX 515	BRACEY, VIRGINIA 23019
ROBERT P. MACKENZIE	VICE PRESIDENT	30 ATLANTIC STREET	SEAFORD, DELAWARE 19073
KENNETH P. MOORE	VICE PRESIDENT	206 RACQUET CLUB DRIVE	MURFREESBORO TENN. 37129
WENDY MORGAN	VICE PRESIDENT	819 HIGHWAY 59	BASKERVILLE, VIRGINIA 23015
TIM MOYER	VICE PRESIDENT	143 INDIAN TRAIL	OXFORD, NORTH CAROLINA 27555
OSBORAH MYERS	VICE PRESIDENT	O. BOX 420	SAEGERTOWN, PENNSYLVANIA 16833
KENNETH G. SHIPLEY	VICE PRESIDENT	O. BOX 270	HENRICO, NORTH CAROLINA 27822
RON STAMER	VICE PRESIDENT	13 WHITE STREET	SOUTH HILL, VIRGINIA 23070
DANIEL TERRELL	VICE PRESIDENT	55 NORTH MAYO TRAIL	PAINTSVILLE, KENTUCKY 41240
ALICE UTTERBACK	VICE PRESIDENT	303 WEST GRACE STREET	RICHMOND, VIRGINIA 23030
E. KEN VAUGHAN	VICE PRESIDENT	11 THOMAS AVENUE	TALIEDAGA, ALASKA 99580
ROSEMARY WILLAMSON	VICE PRESIDENT	55 ACORN COURT	WARRENTON, VIRGINIA 23108
DAVID ZITZELBERGER	VICE PRESIDENT	25 21ST STREET	MYRTLE BEACH, SC CAROLINA 29577
		213 SAMANTHA CIRCLE	PAINTSVILLE, KENTUCKY 41240