

FILE NOW: FILING FEE AFTER MAY 1 IS \$225.00

12

PROFIT CORPORATION ANNUAL REPORT 1996		FLORIDA DEPARTMENT OF STATE Sandra B. Morham Secretary of State DIVISION OF CORPORATIONS
---------------------------------------	---	---

DOCUMENT # P31588 (7)

1. Corporation Name
THE TALBOTS, INC.



Principal Place of Business 175 BEAL STREET HINGHAM MA 02043	Mailing Address 175 BEAL STREET HINGHAM MA 02043
--	--

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 10/30/1990		3a. Date of Last Report 04/19/1995	
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 41-1111318		Applied For Not Applicable	
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		\$5.00 May Be Added to Fees	
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION FL 33324				81	Name		
				82	Street Address (P.O. Box Number is Not Acceptable)		
				83			
				84	City	FL	85

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered officer or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when re-registering) DATE: _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PD <input type="checkbox"/> DELETE	1.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	ZETCHER, ARNOLD B.	1.2 NAME	ATTACHED
STREET ADDRESS	175 BEAL STREET	1.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	1.4 CITY - ST - ZIP	
TITLE	VD <input type="checkbox"/> DELETE	2.1 TITLE	
NAME	HINKLEY, CLARK	2.2 NAME	
STREET ADDRESS	175 BEAL STREET	2.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	2.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	ASH, BRUCE	3.2 NAME	
STREET ADDRESS	175 BEAL STREET	3.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	3.4 CITY - ST - ZIP	
TITLE	V <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	MANDELL, MICHELE	4.2 NAME	
STREET ADDRESS	175 BEAL ST.	4.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	4.4 CITY - ST - ZIP	
TITLE	VT <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	LARSEN, EDWARD	5.2 NAME	
STREET ADDRESS	175 BEAL STREET	5.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	5.4 CITY - ST - ZIP	
TITLE	VS <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	O'CONNELL, RICHARD	6.2 NAME	
STREET ADDRESS	175 BEAL STREET	6.3 STREET ADDRESS	
CITY - ST - ZIP	HINGHAM MA	6.4 CITY - ST - ZIP	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes, and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: Edward L. Larsen **EDWARD L. LARSEN, TREASURER** 4/24/96 617-749-7600

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (12/95)

THE TALBOTS, INC.
175 BEAL STREET
HINGHAM, MA 02043
EIN: 41-1111318
02/03/96

STATEMENT 1

2-2

LISTING OF DIRECTORS AND OFFICERS:

DIRECTORS	TITLE	HOME ADDRESS
TAKUYA OKADA	CHAIRMAN	1-1, KANDANISHIKI-CHO, CHIYODA-KU TOKYO, 101 JAPAN
ARNOLD B. ZETCHER	MEMBER	257 COMMONWEALTH AVENUE, BOSTON, MA 02116
MARK WILLES	MEMBER	220 WEST 1ST ST, 6TH FLOOR, LOS ANGELOS, CA 90012
CLARK HINKLEY	MEMBER	154 WASHINGTON ST, DUXBURY, MA 02332
ELIZABETH KENNAN	MEMBER	52 B CENTRAL STREET, MANCHESTER BY THE SEA, MA 01844
HIDENORI FUTAGI	MEMBER	1-1, KANDANISHIKI-CHO, CHIYODA-KU TOKYO, 101 JAPAN
EIJI AKIYAMA	MEMBER	1-1, KANDANISHIKI-CHO, CHIYODA-KU TOKYO, 101 JAPAN
MOTOYA OKADA	MEMBER	1-1, KANDANISHIKI-CHO, CHIYODA-KU TOKYO, 101 JAPAN
MASANORU ISOGAI	MEMBER	1-1, KANDANISHIKI-CHO, CHIYODA-KU TOKYO, 101 JAPAN

OFFICERS

ARNOLD B. ZETCHER	PRESIDENT & CEO	257 COMMONWEALTH AVENUE, BOSTON, MA 02116
CLARK J. HINKLEY	EXEC. VP & COO	154 WASHINGTON ST, DUXBURY, MA 02332
J. BRUCE ASH	SENIOR VP	4836 LONGWATER WAY, TAMPA, FL 33615
PAUL KASTNER	SENIOR VP, INTERNATIONAL	11 HOWES BROOK RD, MARSHFIELD, MA 02050
EDWARD L. LARSEN	SENIOR VP, TREAS	18 OLD COLONY DRIVE, DOVER, MA 02030
MICHELE M. MANDELL	SENIOR VP	789 LARCHMONT ROAD, PITTSBURGH, PA 15243
RICHARD T. O'CONNELL, JR.	SENIOR VP, SECTY	45 BROWNDAL PLACE, PORT CHESTER, NY 10573
MARY R. PASCIUCCO	SENIOR VP	282 BEACON STREET, BOSTON, MA 02116
RONALD L. RAMSEYER	SENIOR VP	42 SUNSET ROAD, DUXBURY, MA 02332
BRUCE C. SODERHOLM	SENIOR VP	245 ALDRICH ROAD, BRIDGEWATER, MA 02324
STUART M. STOLPER	SENIOR VP, ASST SECTY	15 HOMESTEAD FARM DRIVE, NORWELL, MA 02061
JACQUELINE M. CORSO	VP	140 MT. VERNON STREET APT 5, BOSTON, MA 02108
SANDY F. KATZ	VP	9 MATTAKESETT CIRCLE, SHARON, MA 02067
STEVEN J. SIEGLER	VP	19 DEPEYSTER AVE, TENAFLY, NJ 07670
KATHLEEN ANN STAAB	VP	105 LINCOLN ROAD, LINCOLN, MA 01773
LUCY MAIN TWEET	VP	6 BREWER WAY, HINGHAM, MA 02043
JOHN L. FLORIO	ASST SECTY	55 LOVERS LANE, FAIRFIELD, CT 06430
JUDY A. O'KEEFE	VP	45 OTIS HILL ROAD, HINGHAM, MA 02043
BRUCE L. PRESCOTT	VP	2205 HOCKLEY DRIVE, HINGHAM, MA 02043