

1.) CORPORATION NAME:

**The Cato Corporation**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS: **B.E.**

**AUTH IN VI**

**CT CORPORATION SYSTEM**

**4701 COX RD STE 301**

**GLEN ALLEN, VA 23060-6802**

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

**HENRICO COUNTY**

4.) STATE OR COUNTRY OF INCORPORATION:

**DE**

DUE DATE: **10/31/2011**

SCC ID NO: **F0232357**

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMA	50,000,000
COMB	15,000,000
PREFER	100,000

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 8100 DENMARK RD

CITY/ST/ZIP: CHARLOTTE, NC 28273-5975

7.) DIRECTORS AND PRINCIPAL OFFICERS: All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

NAME: STUART L USELTON  
TITLE: SR VP-TAX/T&CRE  
ADDRESS: 8100 DENMARK ROAD  
CITY/ST/ZIP/CO: CHARLOTTE, NC 28273-

OFFICER

DIRECTOR

NAME: JOHN P.D. CATO  
TITLE: CEO/CHRMN  
ADDRESS: 8100 DENMARK ROAD  
CITY/ST/ZIP/CO: CHARLOTTE, NC 28273-

OFFICER

DIRECTOR

NAME: JOHN R HOWE  
TITLE: EVP/CFO  
ADDRESS: 8100 DENMARK RD  
CITY/ST/ZIP/CO: CHARLOTTE, NC 28273-

OFFICER

DIRECTOR

NAME: BRIAN S MCALPINE  
TITLE: SVP-FIN PL & AU  
ADDRESS: 8100 DENMARK ROAD  
CITY/ST/ZIP/CO: CHARLOTTE, NC 28273-

OFFICER

DIRECTOR

NAME: HOWARD SEVERSON  
TITLE: EVP-STORE DEV  
ADDRESS: 8100 DENMARK RD  
CITY/ST/ZIP/CO: CHARLOTTE, NC 28273-

OFFICER

DIRECTOR

I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.

<u>/s/ STUART L USELTON</u> SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	<u>STUART L USELTON, SR VP- TAX/T&amp;CRE</u> PRINTED NAME AND CORPORATE TITLE	<u>11/22/2011</u> DATE
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It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.