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BLAIR CORP
Form SC 13D
January 25, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Blair Corporation

(Name of Issuer)

Common Stock, Without Nominal or Par Value

(Title of Class of Securities)

092828102

(CUSIP Number)

Seymour Holtzman
c/o Jewelcor Companies
100 N. Wilkes Barre Blvd.
Wilkes Barre, Pennsylvania 18702
(570) 822-6277

(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

January 19, 2007

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f), or 240.13d-1(g), check the following box:

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be

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deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 092828102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Seymour Holtzman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

	7	SOLE VOTING POWER
		196,800
NUMBER OF	8	SHARED VOTING POWER
SHARES		- 0 -
BENEFICIALLY		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		196,800
REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER
		-0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.1%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

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- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Evelyn Holtzman
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS*

PF
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.
- | | | |
|--------------|----|-----------------------------------|
| | 7 | SOLE VOTING POWER
- 0 - |
| NUMBER OF | 8 | SHARED VOTING POWER
- 0 - |
| SHARES | | |
| BENEFICIALLY | | |
| OWNED BY | 9 | SOLE DISPOSITIVE POWER
- 0 - |
| EACH | | |
| REPORTING | | |
| PERSON WITH | 10 | SHARED DISPOSITIVE POWER
- 0 - |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%
- 14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

- 1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jewelcor Management, Inc.
Federal Identification No. 23-2331228

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Nevada

	7	SOLE VOTING POWER
		42,200
NUMBER OF	8	SHARED VOTING POWER
SHARES		- 0 -
BENEFICIALLY	9	SOLE DISPOSITIVE POWER
OWNED BY		42,200
EACH		
REPORTING	10	SHARED DISPOSITIVE POWER
PERSON WITH		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

See Itme 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.1%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.H. Holdings, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Delaware

	7	SOLE VOTING POWER
		- 0 -
NUMBER OF	8	SHARED VOTING POWER
SHARES		- 0 -
BENEFICIALLY		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		- 0 -
REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jewelcor Incorporated

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Pennsylvania

	7	SOLE VOTING POWER
		- 0 -
NUMBER OF	8	SHARED VOTING POWER
SHARES		- 0 -
BENEFICIALLY		
OWNED BY	9	SOLE DISPOSITIVE POWER
EACH		- 0 -
REPORTING		
PERSON WITH	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Holtzman Opportunity Fund, L.P. 20-2923350

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Nevada

	7	SOLE VOTING POWER
		76,300
NUMBER OF	8	SHARED VOTING POWER
SHARES		- 0 -

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 9 SOLE DISPOSITIVE POWER 76,300 10 SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%

14 TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

1 NAME OF REPORTING PERSON SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

SH Independence, LLC 20-2923276

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*

NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S. Nevada

7 SOLE VOTING POWER 76,300 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER - 0 - 9 SOLE DISPOSITIVE POWER 76,300 10 SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

SEE ITEM 5

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

SCHEDULE 13D

CUSIP No. 092828102

1 NAME OF REPORTING PERSON
SS. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Holtzman Financial Advisors, LLC 20-0236486

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS*
NA

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S. Nevada

	7	SOLE VOTING POWER 76,300
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 76,300
	10	SHARED DISPOSITIVE POWER - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
SEE ITEM 5

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
[X]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%

14 TYPE OF REPORTING PERSON*
OO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Item 1. Security and Issuer.

The class of equity securities to which this Statement relates is the common stock (the "Common Stock") of Blair Corporation (the "Issuer"). The principal executive offices of the Issuer are located at 220 Hickory Street, Warren, PA, 16366.

Item 2. Identity and Background.

I. Item 2 (a) - (c), (f) This Schedule 13D is being filed jointly by the Reporting Persons.

Jewelcor Management, Inc. ("JMI") is a Nevada corporation which is primarily involved in investment and management services. The address of the principal business and principal offices of JMI is 100 N. Wilkes Barre Blvd., Wilkes Barre, Pennsylvania 18702. The officers and directors of JMI and their principal occupations and business addresses are set forth on Schedule I attached to this Schedule 13D. Seymour Holtzman, the Chairman, Chief Executive and President of JMI, has sole voting and dispositive power with respect to the shares of Common Stock held by JMI.

JMI is a wholly owned subsidiary of Jewelcor Incorporated, a Pennsylvania corporation ("Jewelcor"), which manages commercial real estate. The address of the principal business and principal offices of Jewelcor is 100 N. Wilkes Barre Blvd., Wilkes Barre, Pennsylvania 18702. The officers and directors of Jewelcor and their principal occupations and business addresses are set forth on Schedule II attached to this Schedule 13D.

Jewelcor is a wholly owned subsidiary of S.H. Holdings, Inc., a Delaware corporation ("SHI"), which acts as a holding company. The address of the principal business and principal offices of SHI is 100 N. Wilkes Barre Blvd., Wilkes Barre, Pennsylvania 18702. The officers and directors of SHI and their principal occupations and business addresses are set forth on Schedule III attached to this Schedule 13D. Seymour Holtzman and Evelyn Holtzman, his wife, own, as tenants by the entirety, a controlling interest in SHI.

Holtzman Opportunity Fund, L.P. ("Opportunity") is a Nevada limited partnership which is primarily involved in acquiring, holding and disposing of investments in various companies. The address of the principal business and principal offices of Opportunity is 100 N. Wilkes Barre Blvd., 4th Floor, Wilkes Barre, Pennsylvania 18702.

The general partner of Opportunity is Holtzman Financial Advisors, LLC ("Advisors"), a Nevada limited liability company which is primarily involved in managing Opportunity's affairs and assets. The address of the principal business and principal offices of Advisors is 100 N. Wilkes Barre Blvd., 4th Floor, Wilkes Barre, Pennsylvania 18702.

The Managing Member of Advisors is SH Independence, LLC ("Independence"), a Nevada limited liability company which is involved in serving as the Managing Member of Advisors. The address of the principal business and principal offices of Independence is 100 N. Wilkes Barre Blvd., 4th Floor, Wilkes Barre, Pennsylvania 18702.

The sole member of Independence is Seymour Holtzman, a United States citizen whose business address is 100 N. Wilkes Barre Blvd., 4th Floor, Wilkes Barre, Pennsylvania 18702. Mr. Holtzman's principal occupation

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is serving as Chairman of the Board of Casual Male Retail Group, Inc. and Co-Chairman of the Board for George Foreman Enterprises, Inc. He also serves as Chairman of Web.com, Inc., an online marketing services company, and Chairman and Chief Executive Officer of each of Jewelcor Management, Inc., C.D. Peacock, Inc., a Chicago retail jewelry establishment, and S.A. Peck & Company, a Chicago based retail and mail order jewelry company.

Evelyn Holtzman is a United States citizen whose business address is 100 N. Wilkes Barre Blvd., Wilkes Barre, Pennsylvania 18702.

(d-e) During the last five years none of Jewelcor Management, Inc., Jewelcor Incorporated, S.H. Holdings, Inc., Holtzman Opportunity Fund, L.P., Holtzman Financial Advisors, LLC, SH Independence, LLC, Mr. Holtzman and Mrs. Holtzman, or, to the best of their knowledge, any person listed in Schedules I, II, and III attached hereto, (i) has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The purchases of 42,200 shares of Common Stock by JMI were made in the open market and were funded by working capital, which may, at any given time, include margin loans made by its brokerage firms, National Financial Services and/or Spear, Leeds & Kellog, in the ordinary course of business. The amount of funds expended by JMI for such purchases (including brokerage commissions and related fees) was approximately \$1,588,998.00.

The purchases of 78,300 shares of Common Stock by Seymour and Evelyn Holtzman were made in the open market and were funded by personal funds, which may, at any given time, include margin loans made by their brokerage firms, National Financial Services and/or Spear, Leeds & Kellog, in the ordinary course of business. The amount of funds expended by for such purchases (including brokerage commissions and related fees) was approximately \$2,496,639.00.

The purchases of 76,300 shares of Common Stock by Holtzman Opportunity Fund, L.P. were made in the open market and were funded by working capital, which may, at any given time, include margin loans made by its brokerage firm Spear, Leeds & Kellog, in the ordinary course of business. The amount of funds expended by for such purchases (including brokerage commissions and related fees) was approximately \$2,281,303.00.

Item 4. Purpose of Transaction.

The shares of common stock covered by this Statement were acquired for the purpose of investment. The Reporting Persons filing this Statement may decide, jointly or individually, to purchase additional shares of the Common Stock or other securities of the Issuer. In addition the Reporting Persons, jointly or individually, may dispose of any or all securities of the Issuer in any manner permitted by applicable securities laws.

Mr. Holtzman, as a representative of the Reporting Persons, may attempt to meet with the Board of Directors of the Issuer and the

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Issuer's management to discuss ways to maximize shareholder value. Any such discussion may include conducting a comprehensive review and analysis of the potential value that could be achieved from a potential sale to another institution.

Mr. Holtzman advised the Issuer that it is currently intended, that shares beneficially owned by the Reporting Persons would be voted against Appleseed's Topco, Inc.'s acquisition of the Issuer at the price of \$42.50 per share. Additional, Mr. Holtzman requested a shareholder list from the Issuer so he may communicate with stockholders of the Issuer regarding the proposed merger.

Item 5. Interest in Securities of the Issuer.

(a) and (b) As of January 19, 2007, the Reporting Persons owned an aggregate of 196,800 shares of Common Stock, representing approximately 5.1% of the outstanding shares of Common Stock based upon the 3,839,388 shares of Common Stock reported by the Issuer to be outstanding as of November 3, 2006 in its Form 10-Q filed with the SEC on November 9, 2006 for the period ending September 30, 2006.

The schedule attached as Exhibit 1 describes transactions in the Common Stock effected by the Reporting Persons during the past 60 days.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

There are no contracts, arrangements or understandings among the Reporting Persons, or between any Reporting Person and any other person, with respect to the securities of the Issuer.

Item 7 of the Schedule 13D, "Material to be Filed as Exhibits,"

Exhibit 1. Transactions in the Common stock of the Issuer during the past 90 days.

Exhibit 2. Press Release dated January 25, 2007

Exhibit 99.1. Joint filing agreement of all parties.

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of the undersigned, the undersigned certify that the information set forth in this Statement is true, complete and correct.

Dated: January 25, 2007

JEWELCOR MANAGEMENT, INC.

By: /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: President

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JEWELCOR INCORPORATED

By: /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: President

S.H. HOLDINGS, INC.

By: /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: President

Holtzman Opportunity Fund, L.P.
By: Holtzman Financial Advisors, LLC, its
General Partner

By: /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: Manager

Holtzman Financial Advisors, LLC
By: SH Independence, LLC its Managing Member

By: /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: Manger

SH Independence, LLC

By: /s/ Seymour Holtzman

Name: Seymour Holtzman
Title: Managing Member

/s/ Seymour Holtzman

Seymour Holtzman

/s/ Evelyn Holtzman

Evelyn Holtzman

Schedule

Directors and Officers of Jewelcor Management, Inc. (A)

Name and Position

Principal Occupation

Principal Business Address

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Seymour Holtzman, Chairman, Chief Executive Officer, President	Chairman, Chief Executive Officer, President Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania
Richard Huffsmith, Vice President and General Counsel	Vice President/General Counsel, Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania
Joseph F. Litchman, Director	Consultant to Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania
Maria Sciandra, Corporate Secretary, Director	Corporate Secretary Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania

(A) All of the above Directors and Officers are US Citizens.

Schedule I

Directors and Officers of Jewelcor Incorporated (A)

Name and Position -----	Principal Occupation -----	Principal Business Address -----
Seymour Holtzman, Chairman, Chief Executive Officer, President	Chairman, Chief Executive Officer, President Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania
Richard Huffsmith, Vice President and General Counsel	Vice President/General Counsel, Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania
Joseph F. Litchman, Director, Vice President and Treasurer	Consultant to Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania
Maria Sciandra, Corporate Secretary, Director	Corporate Secretary Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvania

(A) All of the above Directors and Officers are US Citizens.

Schedule I

Directors and Officers of SH Holdings, Inc. (A)

Name and Position -----	Principal Occupation -----	Principal Business Address -----
Seymour Holtzman, Chairman, Chief Executive Officer,	Chairman, Chief Executive Officer, President	100 North Wilkes Barre B Wilkes Barre, Pennsylvania

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President	Jewelcor Management, Inc.	
Richard Huffsmith, Vice President and General Counsel	Vice President/General Counsel, Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvan
Joseph F. Litchman, Director and Treasurer	Consultant to Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvan
Maria Sciandra, Corporate Secretary, Director	Corporate Secretary Jewelcor Management, Inc.	100 North Wilkes Barre B Wilkes Barre, Pennsylvan

(A) All of the above Directors and Officers are US Citizens.