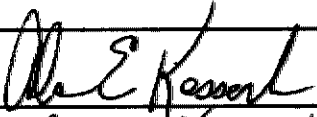
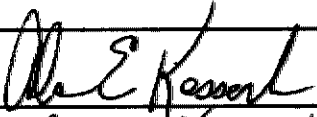
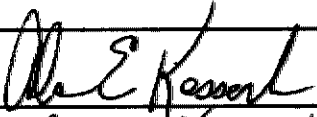


No. <b>C106799</b>	<b>Annual Report Form</b> Due No Later Than November 30, <b>1997</b>		2. Registered Agent and Office NOT A P.O. BOX													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FEE REQUIRED</b>  <b>* FIRST NOTICE *</b>	1. Mailing Address - Please Correct, If Not Correct		<b>C T CORPORATION SYSTEM</b> <b>300 NORTH 6TH STREET</b>  <b>BOISE</b> ID <b>83701</b>													
	<b>ULTIMATE ELECTRONICS, INC.</b>  <b>321-A W 84TH AVE</b>  <b>THORNTON CO 80221</b>		3. Organized Under the Laws of:  <b>DE C106799</b>													
4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b> Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)  <table border="0" style="width:100%"> <tr> <td style="text-align:center"><u>Office held</u></td> <td style="text-align:center"><u>Name</u></td> <td style="text-align:center"><u>Street or P.O. Address</u></td> <td style="text-align:center"><u>City</u></td> <td style="text-align:center"><u>State</u></td> <td style="text-align:center"><u>Zip</u></td> </tr> <tr> <td colspan="6" style="text-align:center; height: 150px; vertical-align: middle;">           Please see attached         </td> </tr> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Please see attached					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
Please see attached																
5.		6. <table border="0" style="width:100%"> <tr> <td style="width:30%">Signature</td> <td style="width:30%"></td> <td style="width:20%">Date</td> <td colspan="2" style="width:20%">11-13-97</td> </tr> <tr> <td>Name (Typed or Printed)</td> <td>Alan E Kessack</td> <td>Title</td> <td colspan="2">V.P. Finance</td> </tr> </table>			Signature		Date	11-13-97		Name (Typed or Printed)	Alan E Kessack	Title	V.P. Finance			
Signature		Date	11-13-97													
Name (Typed or Printed)	Alan E Kessack	Title	V.P. Finance													

ISSUED: 07-04-1997

↓ DO NOT TAPE OR STAPLE ↓

4738

Office Held	Name	Address	City	State	Zip
Chairman of the Board	William J. Pearse	321-A West 84th Ave	Thornton	Colo.	80221
Chief Executive Officer	J. Edward McEntire	321-A West 84th Ave	Thornton	Colo.	80221
President and Chief Operating Officer	David J. Workman	321-A West 84th Ave	Thornton	Colo.	80221
Vice President, Chief Financial Officer and Corporate Secretary	Alan E. Kessock	321-A West 84th Ave	Thornton	Colo.	80221
Vice President - Sales and Store Operations	Neal A. Bobrick	321-A West 84th Ave	Thornton	Colo.	80221
Director	Robert W. Beale	321-A West 84th Ave	Thornton	Colo.	80221
Director	Randall F. Bellows	321-A West 84th Ave	Thornton	Colo.	80221