

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                         |                                                                                                                                                   |                                                                                             |              |                    |             |                               |             |              |            |                      |  |  |  |  |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------|--------------------|-------------|-------------------------------|-------------|--------------|------------|----------------------|--|--|--|--|--|
| No. <b>C 16478</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>Annual Report Form 1998</b><br>Due No Later Than November 30,                                                                                        |                                                                                                                                                   | 2. Registered Agent and Office <b>NOT A P.O. BOX</b>                                        |              |                    |             |                               |             |              |            |                      |  |  |  |  |  |
| Return to:<br>SECRETARY OF STATE<br>700 WEST JEFFERSON<br>PO BOX 83720<br>BOISE, ID 83720-0080<br><br><b>NO FEE REQUIRED</b><br><br><b>** FINAL NOTICE **</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1. Mailing Address - Please Correct, If Not Correct</b><br><br><b>SEARS, ROEBUCK AND CO.</b><br><b>DEPT 970TAX B5-266A</b><br><b>3333 BEVERLY RD</b> |                                                                                                                                                   | <b>C T CORPORATION SYSTEM</b><br><b>300 NORTH SIXTH STREET</b><br><br><b>BOISE ID 83701</b> |              |                    |             |                               |             |              |            |                      |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>HOFFMAN ESTATES IL 60179</b>                                                                                                                         |                                                                                                                                                   | 3. Organized Under the Laws of:<br><br><b>NY C 16478</b>                                    |              |                    |             |                               |             |              |            |                      |  |  |  |  |  |
| 4. Corporations: Enter Names and Business Addresses of <b>President, Secretary and Directors</b><br>Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> <b>Managers</b> or <input type="checkbox"/> <b>Members</b> (check one)<br><br><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">SEE ATTACHED LISTING</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> | SEE ATTACHED LISTING |  |  |  |  |  |
| <u>Office held</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <u>Name</u>                                                                                                                                             | <u>Street or P.O. Address</u>                                                                                                                     | <u>City</u>                                                                                 | <u>State</u> | <u>Zip</u>         |             |                               |             |              |            |                      |  |  |  |  |  |
| SEE ATTACHED LISTING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                         |                                                                                                                                                   |                                                                                             |              |                    |             |                               |             |              |            |                      |  |  |  |  |  |
| 5. Signature of New Registered Agent                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                         | 6. Signature <u><i>Carol W. Garnant</i></u> Date <u>11/2/98</u><br>Name (Typed or Printed) <u>Carol W. Garnant</u> Title <u>Vice Pres., Taxes</u> |                                                                                             |              |                    |             |                               |             |              |            |                      |  |  |  |  |  |

ISSUED: 10-03-1998

1709

DO NOT TAPE OR STAPLE

**Sears, Roebuck and Co.**  
**Officers**  
**December 30, 1997**

| <u>Officers Name</u>                                                                    | <u>Business Address</u>                        |
|-----------------------------------------------------------------------------------------|------------------------------------------------|
| Arthur C. Martinez<br>Chairman of the Board of Directors<br>and Chief Executive Officer | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Paul A. Baffico<br>President, Automotive Group                                          | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| James A. Blanda<br>Vice President and Controller                                        | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| John H. Costello<br>Senior Executive Vice President                                     | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Gary L. Crittenden<br>Executive Vice President and<br>Chief Financial Officer           | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Carol W. Garnant<br>Vice President, Taxes                                               | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Alan J. Lacy<br>President, Credit                                                       | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Michael D. Levin<br>Senior Vice President,<br>General Counsel and Secretary             | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Robert L. Mettler<br>President, Merchandising --<br>Full Line Stores                    | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| William G. Pagonis<br>Executive Vice President, Logistics                               | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |
| Anthony J. Rucci<br>Executive Vice President<br>Administration                          | 3333 Beverly Road<br>Hoffman Estates, IL 60179 |

William L. Salter  
President, Home Stores

3333 Beverly Road  
Hoffman Estates, IL 60179

Joseph A. Smialowski  
Senior VP, Chief Information Officer

3333 Beverly Road  
Hoffman Estates, IL 60179

Allan B. Stewart  
President - Full Line Stores

3333 Beverly Road  
Hoffman Estates, IL 60179

Jane J. Thompson  
President, Home Services

3333 Beverly Road

**DIRECTORS:**

Hall Adams, Jr.

Ridgebrook Office Plaza,  
900 Skokie Blvd, Suite 102  
Northbrook, IL 60062

Warren L. Batts

Tupperware Corporation  
1717 Deerfield Road  
Deerfield, IL 60015

Alston D. Correll, Jr.

Georgia-Pacific Corporation  
133 Peachtree Street  
Atlanta, GA 30303

Arthur C. Martinez

Sears, Roebuck and Co.  
3333 Beverly Road  
Hoffman Estates, IL 60179

Michael A. Miles

**(Business Address Not Available)**

Richard C. Notebaert

Ameritech Corporation  
30 South Wacker Dr.  
Floor 38  
Chicago, IL 60606

Nancy C. Reynolds

**(Business Address Not Available)**

Clarence B. Rogers, Jr.

Equifax, Inc.  
1600 Peachtree Street, NW  
Atlanta, GA 30309

Donald H. Rumsfeld

400 N. Michigan Ave., Suite 405  
Chicago, IL 60611

Dorothy A. Terrell

SunExpress, Inc.  
5 Omni Way  
Chelmsford, MA 01824

srcoff