

No. 116591	Annual Report Form Due No Later Than November 30, 1997		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 NO FEE REQUIRED FIRST NOTICE	1. Mailing Address - Please Correct, If Not Correct SAM'S WEST, INC. DAVID D GLASS 702 SW 8TH ST BENTONVILLE AR 72716		CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 38701 3. Organized Under the Laws of: DELAWARE													
4. Corporations: Enter Names and Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of <input type="checkbox"/> Managers or <input type="checkbox"/> Members (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">SEE ATTACHED LIST</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 LIST					
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SEE ATTACHED LIST																
5.		6. I certify that this Annual Report has been examined by me and is to the best of my knowledge true, correct and complete. Signature <u>James A. Walker</u> Date <u>Oct. 1, 1997</u> Name (Typed or Printed) <u>JAMES A. WALKER, JR</u> Title <u>CP./T.P. CONTROLLER</u>														

Sam's West, Inc.
Officers

David D. Glass President and CEO	702 S.W. 8th Street Bentonville, AR 7271
Paul R. Carter Executive Vice President	702 S.W. 8th Street Bentonville, AR 7271
Mark Hansen Executive Vice President	702 S.W. 8th Street Bentonville, AR 7271
Jay Fitzsimmons Senior Vice President	702 S.W. 8th Street Bentonville, AR 7271
James A. Walker, Jr. Senior Vice President and Controller	702 S.W. 8th Street Bentonville, AR 7271
Robert K. Rhoads Senior Vice President and Secretary	702 S.W. 8th Street Bentonville, AR 7271
Terri Bertschy V.P./Treasurer	702 S.W. 8th Street Bentonville, AR 7271
Tony Fuller Vice President	702 S.W. 8th Street Bentonville, AR 7271
Robert M Bedard Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
J. Robert Bray Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
Sey S. Young Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
Jim Bennett Assistant Vice President & Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
Ann Cato Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
J. Michael Davis Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
Robert P. Doane Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
Michael Gardner Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271
Allison Garrett Assistant Secretary	702 S.W. 8th Street Bentonville, AR 7271

Jed Harrison
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Kimberly K. Lane
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Hazel Prosser
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Kim Saylor
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Bob Stoker
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Michael E. Tomlin
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Don West
Assistant Secretary

702 S.W. 8th Street
Bentonville, AR 7271

Sam's West, Inc.
Director

David D. Glass
Director

702 S.W. 8th Street
Bentonville, AR 7271