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Annual Report  
Filed 6-26-89

9 pgs.

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1ST

CORPORATION  
ANNUAL REPORT  
1989



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State  
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

1989 JUN 26

FLORIDA DEPT. OF  
CORPORATIONS  
TALLAHASSEE, FL

Read Notice and Instructions on Other Side Before Making Entries  
**Filing Fee of \$35 Required — Make Checks Payable To: Secretary of State**

1 Name and Address of Corporation Principal Office

ZIP + 4

804516 3  
SEARS, ROEBUCK AND CO.  
TAX DEPT 970, 41ST FLOOR  
SEARS TOWER  
CHICAGO, ILLINOIS 60684-0001

2 Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address 21

P.O. BOX NO. 22

City and State 23

Zip Code 24

If above address is incorrect in any way, enter the correct address in item 2. Include Zip Code.

3 Date Incorporated or Qualified To Do Business in Florida 02/01/1936

4 Federal Employer Identification Number (FEIN) 36-1750680

5 Date of Last Report 07/26/1988

6 Names and Street Addresses of Each Officer and Director, as of December 31, 1988

1 Title	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
1 D/C	BOZIC, MICHAEL	SEARS TOWER	CHICAGO, IL
2 C/P/D	BRENNAN, EDWARD, A.	SEARS TOWER	CHICAGO, IL
3 V/C/P	JONES, RICHARD M.	SEARS TOWER	CHICAGO, IL
3a V/T	CONDON, EDWARD J.	SEARS TOWER	CHICAGO, IL
4 V	BERNARD, JAMES M.	SEARS TOWER	CHICAGO, IL
4a D/V/F	DENNY, JAMES M.	SEARS TOWER	CHICAGO, IL
5 V/P	NORUM, DAVID P.	SEARS TOWER	CHICAGO, IL
5a V/P/S	HARPER, CHARLES W.	SEARS TOWER	CHICAGO, IL
6a V/S	SHUTE, DAVID	SEARS TOWER	CHICAGO, IL

REGISTERED AGENT INFORMATION

7 Name and Address of Current Registered Agent

C T CORPORATION SYSTEM  
8751 WEST BROWARD BLVD.  
PLANTATION, FL 33324

Name 81

Street Address 1 (Do NOT Use P.O. Box Number) 82

Street Address 2 (Do NOT Use P.O. Box Number) 83

City and State 84

FL

Zip Code 85

9 Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, hereby certifies that the purpose of changing its registered office or registered agent, or both, in the State of Florida, such change was authorized by resolution duly adopted by its board of directors on 06/24/89.

I hereby accept the appointment of registered agent for term to which I am appointed, in accordance with Section 607.035, F.S.

SIGNATURE (Registered Agent Accepting Appointment)

DATE

10 If a foreign corporation, date first transacted business in Florida

11 I Certify That I Am An Officer or Director of the Corporation, the Registered Agent, or a duly empowered officer of the Corporation, and I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As if Made Under Oath. (Officer or Director signing must be listed in Block 6.)

Signature  
DAVID P. NORUM

Title  
VICE PRESIDENT - TAXES

Date  
JUNE 5, 1989

Telephone Number

12 Should you desire a certificate of status check the box

YES (CERTIFICATE OF STATUS DESIRED)

\$5 Additional Fee required for a Certificate of Status

SEARS, ROEBUCK AND CO.  
May 11, 1969

DIRECTORS:

<u>Business Address</u>	<u>Residence Address</u>
Warren L. Batts Chairman and Chief Executive Officer Premark International, Inc. 1717 Deerfield Road Deerfield, IL 60015	143 Abingdon Kenilworth, IL 60043
*Michael Bozic Chairman and Chief Executive Officer, Sears Merchandise Group Sears Tower Chicago, IL 60684	20530 Meadow Lane Barrington, IL 60010
*Edward A. Brennan Chairman and Chief Executive Officer Sears Tower Chicago, IL 60684	1101 Burr Ridge Club Drive Burr Ridge, IL 60521
E. Mandell de Windt Eaton Center 1111 Superior Avenue Room 2604 Cleveland, OH 44114	Bald Peak Colony Club Melvin Village, NH 03850
*James M. Denny Senior Vice President and Chief Financial Officer Sears Tower Chicago, IL 60684	927 Romona Road Wilmette, IL 60092
Richard J. Haayen Chairman and Chief Executive Officer Allstate Insurance Group Allstate Plaza, North Northbrook, IL 60062	1410 Lake Shore Drive, S. Barrington, IL 60010
Arthur J. Hill Chairman and Chief Executive Officer Coldwell Panker Real Estate Group 55 West Monroe Street Suite 3100 Chicago, IL 60603	687 Lincoln Avenue Winnetka, IL 60093
Sybil C. Mobley Dean, School of Business and Industry 1500 Wahnish Way Florida A&M University Tallahassee, FL 32307	520 Hampton Avenue Tallahassee, FL 32304

DIRECTORS  
5/11/89

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Business Address

Residence Address

Norma Pace  
Partner  
Economic Consulting And Planning Inc.  
100 East 42nd Street  
New York, NY 10017

Route 112  
Lakeville, CT 06039

Philip J. Purcell  
Chairman and Chief Executive Officer  
Dean Witter Financial Services Inc.  
Two World Trade Center, 66th Floor  
New York, NY 10048

1036 Seneca Road  
Wilmette, IL 60091

Nancy C. Reynolds  
President  
Wexler, Reynolds, Harrison & Schule, Inc.  
1317 F Street, Northwest  
Suite 600  
Washington, DC 20004

4949 Rock Spring Road  
Arlington, VA 22207

Clarence B. Rogers, Jr.  
President and Chief Operating Officer  
Equifax, Inc.  
1600 Peachtree Street, Northwest  
Atlanta, GA 30309

2660 Peachtree Road, N.W.  
Unit 31-A  
Atlanta, GA 30305

Donald H. Rumsfeld  
Senior Advisor  
William Blair & Co.  
135 South LaSalle Street  
Suite 1740  
Chicago, IL 60603

1411 North State Parkway  
Apt. 35  
Chicago, IL 60610

Edgar B. Stern, Jr.  
Chairman and President  
Royal Street Corporation  
Post Office Box 2687  
220 Spring Street  
Friday Harbor, WA 98250

Same

Edward R. Telling  
Sears Tower 98  
Chicago, IL 60684

11070 Turtle Beach Road  
B-204, Lost Tree Village  
North Palm Beach, FL 33408

\* Also Officer of the Company

SEARS, ROEBUCK AND CO.  
May 11, 1989

OFFICERS:

Business Address

Residence Address

Corporate

\*Edward A. Brennan, Chairman of the Board,  
President and Chief Executive Officer  
Sears Tower, Chicago, IL 60684

1101 Burr Ridge Club Drive  
Burr Ridge, IL 60521

Randolf H. Aires, Vice President,  
Governmental Affairs  
633 Pennsylvania Avenue, Northwest  
Washington, DC 20004

2260 48th Street, Northwest  
Washington, DC 20007

Charles A. Carlson, Vice President,  
Technology Services  
Sears Technology Services  
95 West Algonquin Road  
Arlington Heights, IL 60005

908 S. Royal Blackheath Ct.  
Naperville, IL 60540

Edward J. Condon, Jr., Vice President  
and Corporate Treasurer  
Sears Tower, Chicago, IL 60684

6 East 8th Street  
Hinsdale, IL 60521

Warren F. Cooper, Vice President,  
Corporate Personnel  
Sears Tower, Chicago, IL 60684

31 Alice Lane  
Barrington, IL 60010

James M. Denny, Senior Vice President  
and Chief Financial Officer  
Sears Tower, Chicago, IL 60684

927 Romona Road  
Wilmette, IL 60091

Edward M. Liddy, Vice President,  
Corporate Finance  
Sears Tower, Chicago, IL 60684

170 Old Mill Road  
Lake Forest, IL 60045

Charles F. Moran, Senior Vice President,  
Chief Information Officer  
Sears Tower, Chicago, IL 60684

703 St. Joseph Drive  
Oak Brook, IL 60521

David P. Moran, Vice President, Corporate  
Taxes, Sears Tower, Chicago, IL 60684

310 Versailles Drive  
Northbrook, IL 60062

**OFFICERS**  
3/11/89

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Business Address

Residence Address

Corporate (continued)

Charles J. Ruder, Vice President,  
Corporate Public Affairs  
Sears Tower, Chicago, IL 60684

1 Goose Lake Drive  
Barrington, IL 60010

David Shute, Senior Vice President,  
Corporate General Counsel and Secretary  
Sears Tower, Chicago, IL 60684

1448 North Lake Shore Drive  
Apt. 10C  
Chicago, IL 60610

Jane J. Thompson, Vice President,  
Corporate Planning  
Sears Tower, Chicago, IL 60684

2608 N. Lakeview  
Apt. 9A  
Chicago, IL 60614

John S. Vivian, Vice President  
and Corporate Comptroller  
Sears Tower, Chicago, IL 60684

608 Lynchburg Court  
Naperville, IL 60540

Merchandise Group

\*Michael Bozic, Chairman and Chief  
Executive Officer  
Sears Tower, Chicago, IL 60684

20530 Meadow Lane  
Barrington, IL 60010

Everett L. Buckardt, Executive Vice President  
Sears Tower, Chicago, IL 60684

1001 Westleigh Road  
Lake Forest, IL 60045

Laurence E. Cudmore, Vice President  
Sears Canada Inc.  
222 Jarvis Street  
Toronto, Ontario M5B 2B8 Canada

36 Ennisclars Drive East  
Oakville, Ontario L6J 4W2  
Canada

Robert J. Ferkenhoff, Vice President  
Sears Tower, Chicago, IL 60684

1141 Dartmoor Court  
Naperville, IL 60540

**OFFICERS**  
5/11/89

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Business Address

Residence Address

Merchandise Group (continued)

**Peter R. Fisher, Vice President**  
Sears Tower, Chicago, IL 60684

1357 Marian Avenue  
Lake Forest, IL 60045

**Warren E. Flick, Vice President**  
Sears Tower, Chicago, IL 60684

3314 North Lake Shore Drive  
Unit 11A  
Chicago, IL 60657

**Alfred G. Goldstein, President,**  
Sears Specialty Merchandising  
Sears Tower, Chicago, IL 60684

1040 Lake Shore Drive  
Apt. 7-D  
Chicago, IL 60611

**Jerry A. Hand, Vice President**  
Sears Tower, Chicago, IL 60684

555 West Madison Avenue  
Chicago, IL 60606

**Forrest R. Haselton, Vice President**  
Sears Tower, Chicago, IL 60684

188 Keith Lane  
Lake Forest, IL 60045

**Philo K. Holland, Jr., Vice President**  
Sears Tower, Chicago, IL 60684

100 East Bellevue Place  
Apt. 16C  
Chicago, IL 60611

**Clifton F. Hooks, Vice President**  
Sears Tower, Chicago, IL 60684

499 North Washington Road  
Lake Forest, IL 60045

**Matthew A. Howard, Senior Executive**  
Vice President  
Sears Tower, Chicago, IL 60684

1036 Royal Bombay Court  
Naperville, IL 60540

**Claude M. Ireson, Vice President**  
Sears Tower, Chicago, IL 60684

38 West 447 Burr Oaks Lane  
St. Charles, IL 60174

**Robert L. Johnson, Vice President**  
Sears Tower, Chicago, IL 60684

310 Barton Avenue  
Evanston, IL 60202

**OFFICERS**  
5/11/89

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Business Address

Residence Address

Merchandise Group (continued)

Vincent W. Jones, Vice President  
and General Counsel  
Sears Tower, Chicago, IL 60684

1318 Sutton Place  
Chicago, IL 60610

W. Stanley Knipe, Vice President  
Sears Tower, Chicago, IL 60684

1299 Hackberry Lane  
Winnetka, IL 60093

Con S. Massey, Vice President  
Sears Tower, Chicago, IL 60684

1340 Wood Hill Lane  
Lake Forest, IL 60045

Thomas E. Morris, Vice President  
Sears Tower, Chicago, IL 60684

751 Provencal Drive  
Burr Ridge, IL 60321

Verner L. Page, Vice President  
Sears Tower, Chicago, IL 60684

1000 North State Parkway  
Apt. 8  
Chicago, IL 60610

John R. Parsons, Vice President  
Sears Tower, Chicago, IL 60684

321 Winchester Court  
Lake Bluff, IL 60048

William E. Patterson, Vice President  
Sears Tower, Chicago, IL 60684

1041 Ogden Avenue  
Unit 131  
Naperville, IL 60540

Charles R. Reaves, Vice President  
Sears Tower, Chicago, IL 60684

215 Otis Road  
Barrington Hills, IL 60010

G. Joseph Reddington, Senior Executive  
Vice President  
Sears Tower, Chicago, IL 60684

1223 North Astor  
Chicago, IL 60610

Eric D. Saunders, Senior Executive  
Vice President  
Sears Tower, Chicago, IL 60684

575 Turicum Road  
Lake Forest, IL 60045



**OFFICERS**  
5/11/89

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Business Address

Residence Address

Merchandise Group (continued)

Marvin M. Stern, Vice President  
Sears Tower, Chicago, IL 60684

839 North Dearborn  
Chicago, IL 60610

Allan B. Stewart, Senior Executive  
Vice President  
Sears Tower, Chicago, IL 60684

27008 Fenview  
Tower Lakes  
Barrington, IL 60010

Gene J. Stroner, Vice President  
Sears Tower, Chicago, IL 60684

195 Lancaster Court  
Lake Bluff, IL 60044

Thomas B. Sweeney, Vice President  
Sears Tower, Chicago, IL 60684

1328 Edgewood Lane  
Northbrook, IL 60062

Robert E. Wallace, Vice President  
Sears Tower, Chicago, IL 60684

2 Creekside Lane  
Barrington Hills, IL 60010

Wayne G. Williams, Vice President  
Sears Tower, Chicago, IL 60684

509 Arboretum Circle  
Wheaton, IL 60187

John F. Wirth, Vice President and Comptroller:  
Sears Tower, Chicago, IL 60684

3 Elm Creek Drive  
Apt. 507  
Elmhurst, IL 60126

\* Also Director of the Company