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Annual Report
Filed 7-10-85

8pgs

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

CORPORATION
ANNUAL REPORT
1985



FLORIDA DEPARTMENT OF STATE
George Firestone
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THESE SPACES

JUN 16 10 07 AM '85

Read Notice and Instructions on Other Side Before Making Entries
Filing Fee of \$20 Required — Make Checks Payable To: Secretary of State

1 Name and Address of Corporation Principal Office

SEARS, ROEBUCK & CO.
TAX DEPT 970, 41ST FLOOR
SEARS TOWER
CHICAGO, ILLINOIS 60654

2 Change of Address of Corporation Principal Office (Do NOT Use Post Office Box Numbers)

Street Address: 606-6042-1000 606-6042 7/29/85

P.O. Box No.

City

State Zip Code

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: 02/02/1926

4 Federal Employer Identification Number: 38-1750620

5 Date of Last Report: 06/29/1984

6 Names and Street Addresses of Each Officer and Director as of December 31, 1984

Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
TELLING, EDWARD R.	D	SEARS TOWER	CHICAGO, IL
BOE, ARCHIE R.	P	SEARS TOWER	CHICAGO, IL
JONES, RICHARD M.	V/C	SEARS TOWER	CHICAGO, IL
HARMON, GENE L.	V	65 OAK HILL DRIVE	WEST DUNDEE, IL
NORUM, DAVID P.	V/P	SEARS TOWER	CHICAGO, IL
HARPER, CHARLES W.	V/P/S	SEARS TOWER	CHICAGO, IL

7 Name and Address of Current Registered Agent

CI CORPORATION SYSTEM
75 WEST BROWARD BLVD.
PLANTATION, FL 33324

8 Name and Address of New Registered Agent

Name

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

City, State and Zip Code

9 Pursuant to the provisions of Sections 607.031 and 607.037, Florida Statutes, the above-named corporation, organized under the laws of the State of Florida, has amended its articles of incorporation for the purpose of changing its registered officer or registered agent, or both, in the state of Florida. Such change was authorized by resolution duly adopted by its board of directors on: 7/13/85

I hereby accept the appointment of registered agent I am familiar with, and accept the obligations of Section 607.025 F.S.

SIGNATURE _____ DATE _____

(Registered Agent Accepting Appointment) \$3.00 additional fee required for Registered Agent changes.

10 IMPORTANT — THIS SECTION MUST BE COMPLETED

Has this corporation amended its articles to reflect an increase in the authorized number of shares since the last annual report?
YES NO

11 IMPORTANT — THIS SECTION MUST BE COMPLETED IF ITEM 10 IS YES

Has said amendment been filed with this office? Yes No

If the answer is no, this report cannot be processed until this amendment has been filed.

12. See signature restrictions under instructions on reverse side of this form.

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath. (Officer signing must be listed in Block 6)

Signature: David P. Norum
Title: Vice President - Taxes
Date: June 19, 1985
Telephone Number:

13. Should you desire a certificate of status, check the box

CERTIFICATE OF STATUS DESIRED

\$5 additional fee required for a Certificate of Status

CR2E036 (1/85)

SEARS, ROEBUCK AND CO.
May 29, 1985

OFFICERS:

Business Address

Residence Address

Corporate

*Edward R. Telling, Chairman of the Board
and Chief Executive Officer
Sears Tower, Chicago, IL 60684

1658 East Mission Hills Road
Northbrook, IL 60062

*Edward A. Brennan, President and Chief
Operating Officer
Sears Tower, Chicago, IL 60684

1101 Burr Ridge Club Drive
Burr Ridge, IL 60521

*Richard M. Jones, Vice Chairman and
Chief Financial Officer
Sears Tower, Chicago, IL 60684

1205 Burr Ridge Club Drive
Burr Ridge, IL 60521

Randolf H. Aires, Vice President,
Governmental Affairs
Sears House, 633 Pennsylvania Avenue,
North West, Washington, DC 20004

2260 48th Street, North West
Washington, DC 20007

Robert E. Gurnee, Vice President and
Corporate Treasurer
Sears Tower, Chicago, IL 60684

3 Oak Brook Club Drive,
Apt. D-101
Oak Brook, IL 60521

Gene L. Hamon, Vice President,
Corporate Public Affairs
Sears Tower, Chicago, IL 60684

360 East Randolph Drive
Apt. 3406
Chicago, IL 60601

Charles W. Harper, Vice President and
Secretary, Sears Tower, Chicago, IL 60684

1406 Oak Avenue
Evanston, IL 60201

Philip M. Knox, Jr., Vice President and
Corporate General Counsel
Sears Tower, Chicago, IL 60684

1500 North Lake Shore Drive,
Apt. 4B
Chicago, IL 60610

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

310 Versailles
Northbrook, IL 60062

William E. Sanders, Vice President,
Corporate Personnel and Employee Relations
Sears Tower, Chicago, IL 60684

111 White Birch Lane
Westmont, IL 60559

OFFICERS
5/29/85

Business Address

Corporate (cont'd)

Henry D. Sunderland, Senior Vice President,
Corporate Administration
Sears Tower, Chicago, IL 60684

259 Mayflower Road
Lake Forest, IL 60045

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

1165 Evergreen Avenue
Naperville, IL 60540

Robert E. Wood, II, Vice President,
Corporate Planning
Sears Tower, Chicago, IL 60684

1430 North Lake Shore Drive,
Apt. 17
Chicago, IL 60610

Merchandise Group

William I. Bass, Chairman and
Chief Executive Officer
Sears Tower, Chicago, IL 60684

3 Oak Brook Club Drive,
Apt. E-301
Oak Brook, IL 60521

Joseph H. Batogowski, Senior Executive
Vice President, Merchandising
Sears Tower, Chicago, IL 60684

1621 Midwest Club Drive
Oak Brook, IL 60521

J. Patrick Galloway, Senior Executive
Vice President, Field
Sears Tower, Chicago, IL 60684

1501 North State Street
Apt. 10A
Chicago, IL 60610

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

1001 Westleigh Road
Lake Forest, IL 60045

Charles A. Carlson, Vice President
Sears Tower, Chicago, IL 60684

908 South Royal Blackheath Court
Naperville, IL 60540

Donald A. Deutsch, Vice President
Sears Tower, Chicago, IL 60684

1515 North Astor, Apt. 5A
Chicago, IL 60610

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

6 Oak Brook Club Drive,
Apt. K-101
Oak Brook, IL 60521

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Residence Address

OFFICERS
5/29/85

Business Address

Merchandise Group (cont'd)

Joseph N. Fisher, Vice President
Sears Tower, Chicago, IL 60684

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

Forrest Haselton, Executive Vice President
900 South Fremont Avenue, Alhambra, CA 91802

Wayne T. Holsinger, Vice President
Sears Tower, Chicago, IL 60684

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

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

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

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

Thomas D. Neal, Executive Vice President
675 Ponce de Leon Avenue, North East,
Atlanta, GA 30395

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

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

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

Richard P. Robinson, Vice President and
General Counsel and Assistant Secretary
Sears Tower, Chicago, IL 60684

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OFFICE OF THE
SECRETARY OF STATE
RESIDENCE ADDRESS

787 Euclid Avenue
Elnhurst, IL 60126

Doral Plaza Apartments
151 North Michigan Avenue
Chicago, IL 60601

1295 Adair Street
San Marino, CA 91108

5 Hunt Club Lane
Oak Brook, IL 60521

1036 Royal Bombay Court
Naperville, IL 60540

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

310 Barton Avenue
Evanston, IL 60202

1340 Wood Hill Lane
Lake Forest, IL 60045

935 Gatewood Court, North West
Atlanta, GA 30327

1440 North State Street
Apt. 15C
Chicago, IL 60610

670 Carriage Hill Drive
Glenview, IL 60025

1330 Maple Avenue
Downers Grove, IL 60515

2 Forest Avenue
Roselle, IL 60172

OFFICERS
5/29/85

Business Address

Merchandise Group (cont'd)

Eric D. Saunders, Executive Vice President
7447 Skokie Boulevard, Skokie, IL 60077

Stanley N. Shewan, Executive Vice President
555 East Lancaster Avenue, St. Davids, PA
19087

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

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

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

George F. Tidmarsh, Vice President
Sears Tower, Chicago, IL 60684

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

• Also Director of the Company

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SECRETARY
Residence Address

575 Turicum Road
Lake Forest, IL 60045

330 Exeter Road
Haverford, PA 19041

27008 Fernview, Tower Lakes
Barrington, IL 60010

1215 Oak Trail Drive
Libertyville, IL 60048

1328 Edgewood Lane
Northbrook, IL 60062

201 Briarwood Loop
Oak Brook, IL 60521

20 Blue Grass Court
Oak Brook, IL 60521

SEARS, ROEBUCK AND CO.
May 29, 1985

JUL 16 10 02 AM '85
FBI - CHICAGO
TEL. ROOM 3-3333

DIRECTORS:

<u>Business Address</u>	<u>Residence Address</u>
*William I. Bass Sears Tower, Chicago, IL 60684	3 Oak Brook Club Drive, Apt. E-301 Oak Brook, IL 60521
William O. Beers One First National Plaza, Suite 2530 Chicago, IL 60603	12156 Turtle Beach Road, Lost Tree Village North Palm Beach, FL 33408
*Edward A. Brennan Sears Tower, Chicago, IL 60684	1101 Burr Ridge Club Drive Burr Ridge, IL 60521
Albert V. Casey 2626 RepublicBank Tower Dallas, TX 75201	4914 Briarwood Place Dallas, TX 75209
Donald F. Craib, Jr. Chairman of the Board Allstate Insurance Group, Allstate Plaza Northbrook, IL 60062	1871 Mission Hills Lane Northbrook, IL 60062
E. Mandell de Windt Chairman of the Board Eaton Corporation, Eaton Center Cleveland, OH 44114	25299 Cedar Road Lyndhurst, OH 44122
Robert M. Gardiner Chairman of the Board and CEO Dean Witter Financial Services Inc. 130 Liberty Street, New York, NY 10006	Lake Road Far Hills, NJ 07931
*Richard M. Jones Sears Tower, Chicago, IL 60684	1205 Burr Ridge Club Drive Burr Ridge, IL 60521
Sybil C. Mobley Dean, School of Business and Industry 1500 Mahan Way Florida A&M University Tallahassee, FL 32307	520 Hampton Avenue Tallahassee, FL 32304
Norma Pace Senior Vice President American Paper Institute, Inc. 260 Madison Avenue, New York, NY 10016	Route 112 Lime Rock, CT 06039

DIRECTORS
5/29/85

Page 2

Business Address

Residence Address

C. Wesley Poulson
Chairman of the Board
Coldwell Banker Real Estate Group
533 Fremont Avenue, Los Angeles, CA 90071

1240 Encino Drive
San Marino, CA 91108

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

4949 Rock Spring Road
Arlington, VA 22207

Clarence B. Rogers, Jr.
Senior Vice President and Group Executive
Information Systems Group
International Business Machines Corporation
900 King Street, Rye Brook, NY 10573

15 Winding Lane
Greenwich, CT 06830

Julius Rosenwald II
University City Science Center
3624 Market Street, Philadelphia, PA 19104

7910 Whitewood Road
Elkins Park, PA 19117

Donald H. Rumsfeld
Chairman of the Board, G. D. Searle & Co.
Post Office Box 1045, Skokie, IL 60076

1274 Tower Road
Winnetka, IL 60093

Edgar B. Stern, Jr.
620 East Hyman Avenue, Aspen, CO 81611

620 East Hyman Avenue
Aspen, CO 81611

Edward R. Telling
Sears Tower, Chicago, IL 60684

1658 East Mission Hills Road
Northbrook, IL 60062

* Also Officer of the Company