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Annual Report
Filed 6-30-80

4 pgs.

DUE DATE ON OR AFTER JANUARY 1 AND ON OR BEFORE JULY 1 OF EACH YEAR

APPROVED

CORPORATION ANNUAL REPORT  1980 <small>THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE</small>	FLORIDA DEPARTMENT OF STATE George Firestone <small>Secretary of State</small> DIVISION OF CORPORATIONS	DO NOT WRITE IN THIS SPACE FILED JUN 30 10 45 AM 1980 FLORIDA DEPARTMENT OF STATE INFORMATIONAL DIVISION TALLAHASSEE, FLORIDA
	READ NOTICE AND INSTRUCTIONS ON OTHER SIDE BEFORE MAKING ENTRIES PLEASE STAPLE CHECK TO ANNUAL REPORT	

1 Name and Address of Corporation Principal Office 804516 SEARS ROEBUCK AND CO 3 TAX DEPT SEARS TOWER CHICAGO 7 ILLINOIS 60684 <small>If above address is incorrect in any way enter the correct address in Item 2. Include Zip Code.</small>	2 Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient. Street Address P.O. Box No. City State Zip Code
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3 Date incorporated or Qualified To Do Business in Florida: 2/01/1936	4 Federal Employer Identification Number (FEIN): 36-1750680	5 Date of Last Report: 1979
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6 Names and Street Addresses of Each Officer and Director			
Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
SWIFT, A DEAN	P/O	21 S. ANNANEE ROAD	LAKE FOREST, ILL
BACON, CHARLES F.	V	3851 N. MISSION HILLS	NORTHBROOK, ILL
MCCLELLAND, LLOYD S.	S/V	72 CANTERBURY EAST	NORTHFIELD, ILL
BANZHAF, CLAYTON H	T/V	1130 LAKE SHORE DR.	CHICAGO, IL
KRUM, JAMES L.	V	9.1 EAST THIRD	MINSDALE, ILL
LOCHNOELLER, WILLIAM C.	V	1000 BELLEVUE ST	DALLAS, TX

7 Registered Agent Information Name CT CORPORATION SYSTEM Street Address (Do NOT Use P.O. Box Number) 100 BISCAYNE BLVD City, State and Zip Code MIAMI, FL 33132	To change the Registered Agent and/or Registered Office a separate statement signed by the new Registered Agent and executed by the President or Vice President of the corporation must be filed with a fee of \$3. <i>T.B. 6/30/80</i>
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8 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 <input type="checkbox"/> NO <input checked="" type="checkbox"/>	9 IMPORTANT - THIS SECTION MUST BE COMPLETED IF ITEM 8 IS YES Has said amendment been filed with this office? YES <input type="checkbox"/> NO <input type="checkbox"/>
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10. I certify that I am an Officer of the Corporation, the Receiver or Trustee Empowered to Execute this Report as Required by Chapter 807 F.S. I further certify that I understand My Signature On This Report Shall Have the Same Legal Effect as if Made Under Oath.

Typed Name of Signing Officer Raymond P. Bilger	Title Vice-President	Telephone Number 804-516-2580
Signature <i>Raymond P. Bilger</i>	Date June 18, 1980	26 266 10.00

SEARS, ROEBUCK AND CO. (New York Corporation)

May 19, 1980

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
*Edward R. Telling	Chairman of the Board	Sears Tower, Chicago, IL 60684
*Jack F. Kincannon	Vice Chairman	Sears Tower, Chicago, IL 60684
*Edward A. Brennan	President	Sears Tower, Chicago, IL 60684
Charles F. Bacon	Vice President	Sears Tower, Chicago, IL 60684
Clayton H. Banzhaf	Vice Pres. & Treasurer	Sears Tower, Chicago, IL 60684
William I. Bass	Executive Vice President	555 E. Lancaster Ave., St. Davids, PA 19087
Raymond P. Bilger	Vice President	Sears Tower, Chicago, IL 60684
Merton E. Burkholder	Executive Vice President	7447 Skokie Blvd., Skokie, IL 60077
John R. Easter	Vice President	Sears Tower, Chicago, IL 60684
Joseph N. Fisher	Vice President	Sears Tower, Chicago, IL 60684
John F. Gallagher	Vice President	Sears Tower, Chicago, IL 60684
Vincent J. Graham	Vice President	Sears Tower, Chicago, IL 60684
Charles W. Harper	Vice President	Sears Tower, Chicago, IL 60684
W. Clayton Hicks	Vice Pres. & Comptroller	Sears Tower, Chicago, IL 60684
Wayne T. Holsinger	Vice President	2 North LaSalle, Chicago, IL 60602
Garland K. Ingraham	Vice President	Sears Tower, Chicago, IL 60684
Claude M. Ireson	Vice President	Sears Tower, Chicago, IL 60684
Leslie J. Johnson	Vice President	Sears Tower, Chicago, IL 60684
Robert L. Johnson	Vice President	Sears Tower, Chicago, IL 60684
Richard M. Jones	Vice President	Sears Tower, Chicago, IL 60684
John E. Kelly, Jr.	Vice President	Sears Tower, Chicago, IL 60684
Philip M. Knox, Jr.	Vice President	1211 Connecticut Ave., NW, Wash., DC 20036
James L. Krum	Vice President	Sears Tower, Chicago, IL 60684
William C. Lochmoeller	Executive Vice President	1000 Bellevue St., Dallas, TX 75295
Lloyd S. McClelland	Vice President & Secretary	Sears Tower, Chicago, IL 60684
*Charles A. Meyer	Senior Vice President	Sears Tower, Chicago, IL 60684
Mumford Miller	Vice President	Sears Tower, Chicago, IL 60684
*Joseph T. Moran, Jr.	Sr. Exec. Vice President	Sears Tower, Chicago, IL 60684
Thomas D. Neal	Executive Vice President	675 Ponce de Leon Ave., NE, Atlanta, GA 30395
John R. Parsons	Vice President	2 North LaSalle, Chicago, IL 60602
Philip J. Purcell	Vice President	Sears Tower, Chicago, IL 60684
Henry D. Sunderland	Executive Vice President	900 S. Fremont Ave., Alhambra, CA 91802
Robert R. Thompson	Vice President	Sears Tower, Chicago, IL 60684
Robert P. Tibor	Vice President	Sears Tower, Chicago, IL 60684
George F. Tidmarsh	Vice President	Sears Tower, Chicago, IL 60684
John F. Waddle	Vice President	Sears Tower, Chicago, IL 60684
Thomas F. Wands	Senior Vice President	Sears Tower, Chicago, IL 60684
Linden E. Wheeler	Vice President	Sears Tower, Chicago, IL 60684
Robert E. Wood II	Vice President	Sears Tower, Chicago, IL 60684
*Charles C. Wurmstedt	Sr. Executive Vice Pres.	Sears Tower, Chicago, IL 60684

*Also Director of Company

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ASSISTANT OFFICERS

John F. Wirth	Senior Asst. Comptroller	Sears Tower, Chicago, IL 60684
John F. Bergin	Asst. Comptroller	Sears Tower, Chicago, IL 60684
Roy R. Harris	Asst. Comptroller	900 S. Fremont Ave., Alhambra, CA 91802
L. Dewitt Fritchard, Jr.	Asst. Comptroller	675 Ponce de Leon Ave., NE, Atlanta, GA 30395
William B. Seitzer	Asst. Comptroller	555 E. Lancaster Ave., St. Davids, PA 19087
R. Ben Skelton	Asst. Comptroller	1000 Belleview St., Dallas, TX 75295
Harry W. Whyte	Asst. Comptroller	7447 Skokie Blvd., Skokie, IL 60077
Paul H. Thomas	Senior Asst. Treasurer	Sears Tower, Chicago, IL 60684
John B. Armistead	Asst. Treasurer	675 Ponce de Leon Ave., NE, Atlanta, GA 30395
Ernest L. Burland, Jr.	Asst. Treasurer	900 S. Fremont Ave., Alhambra, CA 91802
Edward J. Condon, Jr.	Asst. Treasurer	555 E. Lancaster Ave., St. Davids, PA 19087
Robert P. Greer	Asst. Treasurer	Sears Tower, Chicago, IL 60684
Oren T. Pollock	Asst. Treasurer	7447 Skokie Blvd., Skokie, IL 60077
W. Glenn Vidt	Asst. Treasurer	Sears Tower, Chicago, IL 60684
John H. Woodall, Jr.	Asst. Treasurer	1000 Belleview St., Dallas, TX 75295
Alan Griswood	Asst. Secretary	1000 Belleview St., Dallas, TX 75295
Vincent W. Jones	Asst. Secretary	900 S. Fremont Ave., Alhambra, CA 91802
Lillian Krumes	Asst. Secretary	Sears Tower, Chicago, IL 60684
Robert F. Maxwell	Asst. Secretary	555 E. Lancaster Ave., St. Davids, PA 19087
H. Warren Siegel	Asst. Secretary	7447 Skokie Blvd., Skokie, IL 60077
Richard G. Wilkins	Asst. Secretary	675 Ponce de Leon Ave., NE, Atlanta, GA 30395

DIRECTORS

Edward R. Telling	Chairman of the Board, Sears Tower, Chicago, IL 60684
William O. Beers	Suite 2530, One First National Plaza, Chicago, IL 60603
Archie R. Boe	Allstate Insurance Company, Allstate Plaza, Northbrook, IL 60062
Edward A. Brannan	Sears Tower, Chicago, IL 60684
E. Mandell de Windt	Eaton Corporation, 100 Erieview Plaza, Cleveland, OH 44114
Luther H. Foster	Tuskegee Institute, Tuskegee Institute, AL 36088
Jack P. Kincannon	Sears Tower, Chicago, IL 60684
Charles A. Meyer	Sears Tower, Chicago, IL 60684
Joseph T. Moran, Jr.	Sears Tower, Chicago, IL 60684
Norma Pace	American Paper Institute, Inc., 260 Madison Ave., New York, NY 10016
Clarence B. Rogers, Jr.	IBM Corporation, 44 S. Broadway, White Plains, NY 10601
Julius Rosenwald II	P. O. Box 8873, Elkins Park, PA 19117
Donald H. Rumsfeld	G. D. Searle & Co., P. O. Box 1045, Skokie, Illinois 60076
William I. Spencer	Citibank, N.A., 399 Park Ave., New York, NY 10043
Edgar B. Stern, Jr.	Box JJ, Aspen, CO 81611
Arthur M. Wood	The Savings and Profit Sharing Fund of Sears Employees
	Sears Tower, Chicago, IL 60684
Charles C. Wurmstedt	Sears Tower, Chicago, IL 60684

T. B. 4/30/80

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