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Annual Report
Filed 3-4-75

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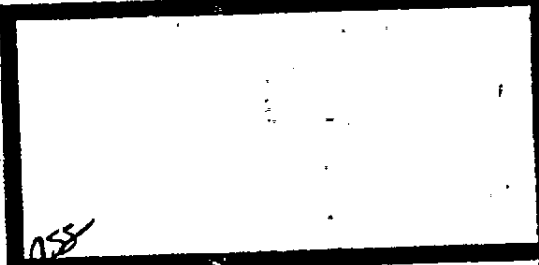
CORPORATION ANNUAL REPORT

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<input type="checkbox"/> 1	004516 <small>CHARTER NUMBER</small>	<input type="checkbox"/> 4	07/01/1936 <small>DATE INC OR REORGAN DATE QUALIFIED BY LA</small>	<input type="checkbox"/> 1 SFC	5399 <small>ENVELOPE PAGE</small>	1974 <small>YEAR OF LAST REPORT FILED IN THIS OFFICE</small>
<input type="checkbox"/> 2		<input type="checkbox"/> 3	36-1750557 <small>FED EMPLOYER ID NO</small>	<input type="checkbox"/> 2a	CHANGE TO	1974 <small>YEAR OF THIS REPORT COVERS</small>
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<input type="checkbox"/> 5		<input type="checkbox"/> 6		<input type="checkbox"/> 4	CHANGE TO	

6 EXACT NAME
SEAFS, POPBUCK & CO.

7 RESIDENT AGENT AND STREET ADDRESS
CY CORPORATION SYSTEM
100 BISCAYNE BLVD
MIAMI, FL 33142



PLEASE READ INSTRUCTIONS ON BACK

8 ADDRESS
804516
SEAFS POPBUCK AND CO
3 TAX DEPT
SEAFS TOWER
CHICAGO 7 ILLINOIS 60644

CHANGE TO _____
NO. AND BOX _____

OFFICERS/DIRECTORS NAMES	STREET ADDRESS	CITY	STATE	TITLE(S)
SWIFT, A DEAN		CHICAGO	IL	PPES
BUTLIN, JAMES W		CHICAGO	IL	V.P.
McCLELLAND, LLOYD S		CHICAGO	IL	SFC
WOOD, ARTHUR H		CHICAGO	IL	DIR
AYERS, THOMAS G		CHICAGO	IL	DIR
BECKS, ILLIAM W		GLENVIEW	IL	DIR

10 CAPITAL STOCK
~~200,000,000 SHARES @ \$1.50~~
200,000,000 SHARES @ \$1.50

I HEREBY DECLARE THAT ALL FLORIDA DOCUMENTARY STAMP TAXES APPLICABLE TO CORPORATE STOCK, BOND, CERTIFICATES OF INTEREST OR PARTICIPATION, TRANSACTIONS DURING THE PREVIOUS YEAR HAVE BEEN PAID AS REQUIRED BY CHAPTER 201, FLORIDA STATUTES. I FURTHER DECLARE THAT I AM THE AUTHORIZED PERSON TO SIGN THE REPORT FOR THIS ENTITY AND THAT IT IS TRUE AND CORRECT.

AUTHORIZED SIGNATURE: *[Signature]*
TITLE: Vice-President
DATE: February 21, 1975

11 CLASS OR TYPE OF STOCK
CLASS OR TYPE _____ PAR VALUE _____ SHARES AUTHORIZED _____
12 IF YOU DO NOT HAVE CAPITAL STOCK, RECORD THE MEMBERS BY WHICH THE PROPERTY RIGHTS AND INTERESTS OF EACH ALLIATE MEMBER BY WHICH THE PROPERTY RIGHTS AND INTERESTS OF EACH ALLIATE MEMBER

CORP-ARTS

SEARS, ROEBUCK AND CO. (New York Corporation)
 February 3, 1975

OFFICERS

Name	Title	Address
*Arthur M. Wood	Chairman of the Board	Sears Tower, Chicago, IL 60684
*A. Dean Swift	President	Sears Tower, Chicago, IL 60684
*James W. Button	Senior Vice President	Sears Tower, Chicago, IL 60684
Robert H. Anderson	Vice President	Sears Tower, Chicago, IL 60684
Charles F. Bacon	Vice President	Sears Tower, Chicago, IL 60684
Raymond P. Bilger	Vice President	Sears Tower, Chicago, IL 60684
*Sidney L. Boyar	Vice President	Sears Tower, Chicago, IL 60684
*Alfred I. Davies	Vice President	Sears Tower, Chicago, IL 60684
John F. Gallagher	Vice President	Sears Tower, Chicago, IL 60684
Vincent J. Graham	Vice President	1000 Bellevue St., Dallas, TX 75295
Charles W. Harper	Vice President	Sears Tower, Chicago, IL 60684
Robert K. Herrmann	Vice President	Sears Tower, Chicago, IL 60684
*Richard M. Jones	Vice President	1633 Broadway, New York, NY 10019
John B. Kelly, Jr.	Vice President	Sears Tower, Chicago, IL 60684
*Jack F. Kincannon	Vice President	555 E. Lancaster Ave., St. Davids, PA 19087
Phillip M. Knox, Jr.	Senior Vice President	Sears Tower, Chicago, IL 60684
*John G. Lowe	Vice President	Sears Tower, Chicago, IL 60684
Lloyd S. McClelland	Vice President	1211 Connecticut Ave., NW, Wash., DC 20036
William F. McCurdy	Vice President & Secretary	900 S. Fremont Ave., Alhambra, CA 91802
*Charles A. Meyer	Vice President	Sears Tower, Chicago, IL 60684
Mumford Miller	Vice President	Sears Tower, Chicago, IL 60684
*A. M. Prado	Vice President	Sears Tower, Chicago, IL 60684
Warren G. Skoning	Vice President	Sears Tower, Chicago, IL 60684
*Edward R. Telling	Vice President	675 Ponce de Leon Ave., NE, Atlanta, GA 30395
*Thomas F. Wands	Vice President	Sears Tower, Chicago, IL 60684
Linden E. Wheeler	Vice President	7447 Skokie Blvd., Skokie, IL 60076
Clayton H. Banzhaf	Treasurer	Sears Tower, Chicago, IL 60684
W. Clayton Hicks	Comptroller	Sears Tower, Chicago, IL 60684
Clarence H. Krohn	Asst. Comptroller	Sears Tower, Chicago, IL 60684
Stuart C. Sadler	Asst. Comptroller	7447 Skokie Blvd., Skokie, IL 60076
Robert A. Schmitt	Asst. Comptroller	900 S. Fremont Ave., Alhambra, CA 91802
R. Ben Skelton	Asst. Comptroller	675 Ponce de Leon Ave., NE, Atlanta, GA 30395
Cecil W. Van Tilburg	Asst. Comptroller	1000 Bellevue St., Dallas, TX 75295
John B. Armistead	Asst. Treasurer	555 East Lancaster Ave., St. Davids, PA 19087
Ernest L. Burland, Jr.	Asst. Treasurer	675 Ponce de Leon Ave., NE, Atlanta, GA 30395
Ernest W. Patten	Asst. Treasurer	900 S. Fremont Ave., Alhambra, CA 91802
Oren T. Pollock	Asst. Treasurer	555 East Lancaster Ave., St. Davids, PA 19087
Paul H. Thomas	Asst. Treasurer	7447 Skokie Blvd., Skokie, IL 60076
John H. Woodall, Jr.	Asst. Treasurer	Sears Tower, Chicago, IL 60684
John G. Cashman	Asst. Secretary	1000 Bellevue St., Dallas, TX 75295
Alan Griswood	Asst. Secretary	7447 Skokie Blvd., Skokie, IL 60076
Vincent W. Jones	Asst. Secretary	1000 Bellevue St., Dallas, TX 75295
Lillian Krumes	Asst. Secretary	900 S. Fremont Ave., Alhambra, CA 91802
Robert F. Maxwell	Asst. Secretary	Sears Tower, Chicago, IL 60684
Joseph J. Skinner	Asst. Secretary	555 E. Lancaster Ave., St. Davids, PA 19087
Richard G. Wilkins	Asst. Secretary	1633 Broadway, New York, NY 10019
Robert M. Wood	Asst. Secretary	675 Ponce de Leon Ave., NE, Atlanta, GA 30395

Directors

Arthur M. Wood	Chairman of the Board, Sears Tower, Chicago, IL 60684
Thomas G. Ayers	Commonwealth Edison Co., P. O. Box 767, Chicago, IL 60690
William O. Beers	Kraftco Corporation, Kraftco Court, Glenview, IL 60025
Archie R. Boe	Allstate Insurance Company, Allstate Plaza, Northbrook, IL 60062
Sidney L. Boyar	Sears Tower, Chicago, IL 60684
James W. Button	Sears Tower, Chicago, IL 60684
Alfred I. Davies	1000 Bellevue St., Dallas, TX 75295
Luther H. Foster	Tuskegee Institute, Tuskegee Institute, AL 36088
Richard M. Jones	555 E. Lancaster Ave., St. Davids, PA 19087
George E. Keck	Columbia Corporation, 2300 S.W. First Ave., Portland, OR 97201
Jack F. Kincannon	Sears Tower, Chicago, IL 60684
John G. Lowe	900 S. Fremont Ave., Alhambra, CA 91802
Gordon M. Metcalf	Sears Tower, Chicago, IL 60684
Charles A. Meyer	Sears Tower, Chicago, IL 60684
Norma Pace	Sears Tower, Chicago, IL 60684
A. M. Prado	American Paper Institute, 260 Madison Ave., New York, NY 10015
Julius Rosenwald II	675 Ponce de Leon Ave., N.E., Atlanta, GA 30395
George P. Shultz	P. O. Box 8873, Elkins Park, PA 19117
William I. Spencer	Bechtel Corporation, 50 Beale Street, San Francisco, CA 94105
Edgar B. Stern, Jr.	First National City Bank, 399 Park Ave., New York, NY 10022
A. Dean Swift	Box JJ, Aspen, CO 81611
Edward R. Telling	Sears Tower, Chicago, IL 60684
W. Wallace Tudor	7447 Skokie Blvd., Skokie, IL 60076
Thomas F. Wands	Sears Tower, Chicago, IL 60684
	Sears Tower, Chicago, IL 60684

*Also Director of Company