

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
Mar 25 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 821898 (4)
 1. Corporation Name
MONTGOMERY WARD & CO., INCORPORATED



DO NOT WRITE IN THIS SPACE

Principal Place of Business % TAX ACCTG (7-3) 844 N LARRABEE, MONTGOMERY WARD PLAZA CHICAGO ILLINOIS 60671	Mailing Address % TAX ACCTG (7-3) PAYROLL TAX 8-3 CHICAGO ILLINOIS 60671 US
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3. Date Incorporated or Qualified
09/30/1968

2. Principal Place of Business	2a. Mailing Address	4. FEI Number	Applied For
21	26	36-2659374	<input type="checkbox"/> Not Applicable
Suite, Apt. #, etc.	Suite, Apt. #, etc.	5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
22	27	6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
City & State	City & State	8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
23	28		
Zip	Country	29	30
24	25		

8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. Yes No

9. Name and Address of Current Registered Agent
**THE PRENTICE-HALL CORPORATION SYSTEM INC.
 1201 HAYS STREET
 SUITE 105
 TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81	Name
82	Street Address (P.O. Box Number is Not Acceptable)
83	
84	City
85	Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	P <input checked="" type="checkbox"/> DELETE	1.1 TITLE	P <input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SEARLES, MICHAEL	1.2 NAME	Open
STREET ADDRESS	MONTGOMERY WARD PLAZA	1.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL	1.4 CITY - ST - ZIP	
TITLE	EVP <input type="checkbox"/> DELETE	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	WORKMAN, JOHN L	2.2 NAME	
STREET ADDRESS	MONTGOMERY WARD PLAZA	2.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL	2.4 CITY - ST - ZIP	
TITLE	T <input type="checkbox"/> DELETE	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GATHANY, DOUGLAS	3.2 NAME	
STREET ADDRESS	MONTGOMERY WARD PLAZA	3.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL	3.4 CITY - ST - ZIP	
TITLE	VP <input type="checkbox"/> DELETE	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DELK, PHILIP D	4.2 NAME	
STREET ADDRESS	MONTGOMERY WARD PLAZA	4.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL	4.4 CITY - ST - ZIP	
TITLE	CEO <input type="checkbox"/> DELETE	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	GODDU, ROGER V	5.2 NAME	
STREET ADDRESS	MONTGOMERY WARD PLAZA	5.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL	5.4 CITY - ST - ZIP	
TITLE	SDVP <input type="checkbox"/> DELETE	6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SPENCER, HEINE H.	6.2 NAME	
STREET ADDRESS	MONTGOMERY WARD PLAZA	6.3 STREET ADDRESS	
CITY - ST - ZIP	CHICAGO IL	6.4 CITY - ST - ZIP	

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14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

CR2E034 (10/97)

Montgomery Ward & Co., Incorporated

Directors

**Roger Goddu Burnett W. Donoho
Bernard F. Brennan Tommy T. Cato
Edwin G. Pohlmann Gary C. Wendt
Denis J. Nayden Edward D. Stewart
James A. Parke Silas S. Cathcart**

Officers

Roger V. Goddu	Chairman of the Board and Chief Executive Officer
Burnett W. Donoho	Vice Chairman & Chief Operating Officer Resigned 12/31/97
Thomas G. Grince	Executive Vice President - Home
Alan E. DiGangi	Executive Vice President - Appliances, Electronics and Automotive
Spencer H. Heine	Executive Vice President, Secretary and General Counsel and President - Montgomery Ward Properties
Robert A. Kasenter	Executive Vice President - Human Resources and Corporate Communications
Thomas J. Paup	Executive Vice President and Chief Financial Officer
John L. Workman	Executive Vice President - Corporate Restructuring
Thomas Austin	Executive Vice President - Men's and Children's Apparel & Shoes
Louis Caporale	Executive Vice President - Women's Apparel and Fine Jewelry
Kevin Freeman	Executive Vice President - Store Operations
Charles Armstrong	Senior Vice President - Logistics
Robert Baird	Senior Vice President - Electronics & Home Office
Donald Bernheisel	Senior Vice President - Management Information Systems and Chief Information Officer
Donald L. Docken	Senior Vice President - Merchandise Presentation
Don Civitarese	Senior Vice President - Finance
Karl Taylor	Senior Vice President - Strategic & Merchandising Planning

**Montgomery Ward & Co., Incorporated
(Cont'd)**

Daniel Hourigan Regional Vice President - West Region
Howard Parge Regional Vice President - East Region

Anthony Giuliano Assistant Treasurer
G. T. Morgan Assistant Secretary
James R. Butler Assistant Secretary
Ronald L. Glangiorgi Assistant Secretary

All Directors and Officers can be reached at the following address:

**Montgomery Ward Plaza
Chicago, Illinois 60671**

**Montgomery Ward & Co., Incorporated
(Contd.)**

Officers

Bill Bass	Vice President - Store Operating
Mark Burel	Vice President - Product Service
John Bohntinsky	Vice President - Appliances
Robert Clark	Vice President - Construction & Engineering
Rob Claxton	Vice President - Advertising
Patrick Conroy	Vice President - Operations Controller
Phillip D. Delk	Vice President and Deputy General Counsel and Assistant Secretary
Phil Dobias	Vice President - Compensation, Benefits and Human Resources Planning
Douglas V. Gathany	Vice President - Treasurer
Reginald B. Garrett	Vice President - Human Resources - Retail Operations
Irving P. Hammer	Vice President - Management Information Systems
Kathleen Hurley	Vice President and General Merchandise Manager, Intimate and Accessories
Jerome Jordan	Vice President - Merchandise Control
Joseph A. Keifer	Vice President - Gold 'N Gems
Stewart Klein	Vice President - Merchandise Planning - Hardlines
Charles H. Knittle	Vice President - Governmental Affairs
Eric Kyser	Vice President - Product Development
Steven P. McDowell	Vice President and General Merchandise Manager - Auto Express
David J. Myers	Vice President - Asset Protection
George Overholt	Vice President - Credit Services
Linda Pelej	Vice President - Merchandise Distribution and Financial Systems
Karolyn Wangstad	Vice President - Trend Merchandising
Sandra K. Vollman	Vice President - Corporate Controller