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**May 09 1997 8:00am
Secretary of State**

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P10958 (7)
1. Corporation Name
MONTGOMERY WARD ENTERPRISES, INC.



Principal Place of Business: **% DAN BLINDAUER 200 N.MARTINGALE RD. SCHAUMBURG IL 60173**
Mailing Address: **% DAN BLINDAUER 200 N.MARTINGALE RD. SCHAUMBURG IL 60173-2040**

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified 07/29/1986	3a. Date of Last Report 02/07/1996
21	Suite, Apt. #, etc.	26	Suite, Apt. #, etc.	4. FEI Number 36-2893441	Applied For Not Applicable
22	City & State	27	City & State	5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
23	Zip	28	Zip	6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
24	Country	29	Country	8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent	
THE PRENTICE-HALL CORPORATION SYSTEM, INC. 1201 HAYS STREET SUITE 105 TALLAHASSEE FL 32301				81	Name
				82	Street Address (P.O. Box Number is Not Acceptable)
				83	City
				84	State

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	D	1.1 TITLE	Exc. VP (Finance + Administration)
NAME	BRENNAN, BERNARD F	1.2 NAME	Alan F. Portelli
STREET ADDRESS	1 MONTGOMERY WARD PLAZA	1.3 STREET ADDRESS	200 N. Martingale Road
CITY-ST-ZIP	CHICAGO IL	1.4 CITY-ST-ZIP	Schaumburg, IL 60173
TITLE	PD	2.1 TITLE	
NAME	GALLAGHER, RICHARD C	2.2 NAME	
STREET ADDRESS	200 N MARTINGALE RD	2.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL	2.4 CITY-ST-ZIP	
TITLE	T	3.1 TITLE	
NAME	CASEY, PATRICK	3.2 NAME	
STREET ADDRESS	200 NORTH MARTINGALE RD	3.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL	3.4 CITY-ST-ZIP	
TITLE	VS	4.1 TITLE	
NAME	EUWEMA, JOHN B	4.2 NAME	
STREET ADDRESS	200 NORTH MARTINGALE RD	4.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	VP + Controller
NAME	SCHULTZ, JACK R.	5.2 NAME	Sandra K. Vollman
STREET ADDRESS	200 NORTH MARTINGALE RD	5.3 STREET ADDRESS	200 N. Martingale Road
CITY-ST-ZIP	SCHAUMBURG IL	5.4 CITY-ST-ZIP	Schaumburg, IL 60173
TITLE	AS	6.1 TITLE	
NAME	MOYER, LYMAN C.	6.2 NAME	
STREET ADDRESS	200 NORTH MARTINGALE RD	6.3 STREET ADDRESS	
CITY-ST-ZIP	SCHAUMBURG IL	6.4 CITY-ST-ZIP	

14. I do 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.

SIGNATURE: _____

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CR2E034 (9/96)