

Signed, sealed and delivered, as to Federated, in the presence of

Nancy Marcano
Witness

Esther Uhlmanick
Witness

Signed, sealed and delivered, as to Sears, in the presence of

M. Lynn Sullivan
Witness

Sue R. Harris
Witness

"FEDERATED"

FEDERATED DEPARTMENT STORES, INC., a Delaware corporation

By:

Senior Vice President

Attest:

SECRETARY

"SEARS"

SEARS, ROEBUCK AND CO., a New York corporation

By:

Executive Vice President

Attest:

SECRETARY

T9
D766

