

SEARS ROEBUCK ACCEPTANCE CORP

Form 10-Q

November 12, 2002

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

X QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 28, 2002

OR

— TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-4040

SEARS ROEBUCK ACCEPTANCE CORP.  
(Exact name of registrant as specified in its charter)

Delaware 51-0080535  
(State of Incorporation) (I.R.S. Employer Identification No.)

3711 Kennett Pike, Greenville, Delaware 19807  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 302/434-3100

Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months, and (2) has been subject to such filing requirements for the past 90 days.

Yes X No\_\_

As of October 31, 2002 the Registrant had 350,000 shares of capital stock outstanding, all of which were held by Sears, Roebuck and Co.

Registrant meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and is therefore filing this Form with a reduced disclosure format.

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SEARS ROEBUCK ACCEPTANCE CORP.

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13 WEEKS AND 39 WEEKS ENDED SEPTEMBER 28, 2002

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## PART I. FINANCIAL INFORMATION ITEM 1. FINANCIAL STATEMENTS

SEARS ROEBUCK ACCEPTANCE CORP.

### STATEMENTS OF FINANCIAL POSITION

| (millions, except share data) | (unaudited)      |                  |                  |
|-------------------------------|------------------|------------------|------------------|
|                               | Sept.28,<br>2002 | Sept.29,<br>2001 | Dec. 29,<br>2001 |
|                               | -----            | -----            | -----            |

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|   |           |           |           |
|---|-----------|-----------|-----------|
| Assets  |           |           |           |
| Cash and cash equivalents   | \$ 377    | \$ 153    | \$ 599    |
| Notes of Sears  | 17,883    | 16,729    | 16,014    |
| Other assets  | 142       | 47        | 125       |
|   | -----     | -----     | -----     |
| Total assets  | \$ 18,402 | \$ 16,929 | \$ 16,738 |
|   | =====     | =====     | =====     |
| Liabilities   |           |           |           |
| Commercial paper (net of unamortized discount of \$6, \$9 and \$9)  | \$ 4,008  | \$ 3,062  | \$ 3,225  |
| Medium-term notes (net of unamortized discount of \$5, \$6 and \$6)                                       | 2,336     | 3,143     | 2,762     |
| Discrete underwritten debt (net of unamortized discount of \$59, \$30 and \$29)                           | 8,541     | 7,320     | 7,321     |
| Accrued interest and other liabilities  | 184       | 199       | 192       |
|   | -----     | -----     | -----     |
| Total liabilities   | 15,069    | 13,724    | 13,500    |
|   | -----     | -----     | -----     |
| Shareholder's Equity  |           |           |           |
| Common share, par value \$100 per share; 500,000 shares authorized; 350,000 shares issued and outstanding | 35        | 35        | 35        |
| Capital in excess of par value  | 1,150     | 1,150     | 1,150     |
| Accumulated other comprehensive loss  | (3)       | -         | -         |
| Retained income   | 2,151     | 2,020     | 2,053     |
|   | -----     | -----     | -----     |
| Total shareholder's equity  | 3,333     | 3,205     | 3,238     |
|   | -----     | -----     | -----     |
| Total liabilities and shareholder's equity  | \$ 18,402 | \$ 16,929 | \$ 16,738 |
|   | =====     | =====     | =====     |

See notes to financial statements.

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SEARS ROEBUCK ACCEPTANCE CORP.

STATEMENTS OF INCOME

(unaudited)

| (millions, except ratios)    | 13 Weeks Ended |               | 39 Weeks Ended |               |
|------------------------------|----------------|---------------|----------------|---------------|
|                              | Sept.28, 2002  | Sept.29, 2001 | Sept.28, 2002  | Sept.29, 2001 |
|                              | -----          | -----         | -----          | -----         |
| Revenues                     |                |               |                |               |
| Earnings on notes of Sears   | \$ 255         | \$ 256        | \$ 729         | \$ 830        |
| Earnings on cash equivalents | 2              | 4             | 10             | 10            |

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|   | ----- | ----- | ----- | -----  |
|---|-------|-------|-------|--------|
| Total revenues  | 257   | 260   | 739   | 840    |
| Expenses  |       |       |       |        |
| Interest expense and amortization<br>of debt discount/premium | 205   | 207   | 588   | 668    |
| Operating expenses  | -     | -     | 1     | 1      |
|   | ----- | ----- | ----- | -----  |
| Total expenses  | 205   | 207   | 589   | 669    |
|   | ----- | ----- | ----- | -----  |
| Income before income taxes                                    | 52    | 53    | 150   | 171    |
| Income taxes  | 18    | 19    | 52    | 60     |
|   | ----- | ----- | ----- | -----  |
| Net income  | \$ 34 | \$ 34 | \$ 98 | \$ 111 |
|   | ===== | ===== | ===== | =====  |
| Ratios of earnings<br>to fixed charges                        | 1.25  | 1.26  | 1.26  | 1.26   |

See notes to financial statements.

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SEARS ROEBUCK ACCEPTANCE CORP.

STATEMENTS OF CASH FLOWS  
(unaudited)

| (millions)  | 39 Weeks Ended   |                  |
|---|------------------|------------------|
|   | Sept.28,<br>2002 | Sept.29,<br>2001 |
|   | -----            | -----            |
| Cash flows from operating activities  |                  |                  |
| Net income  | \$ 98            | \$ 111           |
| Adjustments to reconcile net income<br>to net cash provided by operating<br>activities: |                  |                  |
| Depreciation, amortization and other<br>noncash items                                   | 10               | 10               |
| (Increase)in other assets   | (2)              | (2)              |
| (Decrease)increase in other liabilities   | (8)              | 48               |
|   | -----            | -----            |
| Net cash provided by<br>operating activities  | 98               | 167              |
|   | -----            | -----            |
| Cash flows from investing activities  |                  |                  |
| (Increase)decrease in notes of Sears  | (1,869)          | 150              |
|   | -----            | -----            |
| Net cash(used in)provided by<br>investing activities                                    | (1,869)          | 150              |
|   | -----            | -----            |
| Cash flows from financing activities  |                  |                  |

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|  |         |         |
|--|---------|---------|
| Increase(decrease) in commercial paper,<br>primarily 90 days or less | 783     | (872)   |
| Proceeds from issuance of long-term debt                             | 1,832   | 1,739   |
| Payments for redemption of long-term debt                            | (1,042) | (1,466) |
| Issue costs paid to issue debt                                       | (24)    | (7)     |
|  | -----   | -----   |
| Net cash provided by (used in)<br>financing activities               | 1,549   | (606)   |
|  | -----   | -----   |
| Net decrease in cash and<br>cash equivalents                         | (222)   | (289)   |
| Cash and cash equivalents at beginning<br>of period                  | 599     | 442     |
|  | -----   | -----   |
| Cash and cash equivalents at end of period \$                        | 377     | \$ 153  |
|  | =====   | =====   |

See notes to financial statements.

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### SEARS ROEBUCK ACCEPTANCE CORP.

#### NOTES TO FINANCIAL STATEMENTS (unaudited)

#### 1. Significant Accounting Policies

The unaudited interim financial statements of Sears Roebuck Acceptance Corp. ("SRAC"), a wholly-owned subsidiary of Sears, Roebuck and Co. ("Sears"), reflect all adjustments (consisting only of normal recurring accruals) which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. The significant accounting policies used in the presentation of these financial statements are consistent with the summary of significant accounting policies set forth in SRAC's Annual Report on Form 10-K for the 52 weeks ended December 29, 2001, and these financial statements should be read in conjunction with the financial statements and notes found therein. The results of operations for the interim periods should not necessarily be considered indicative of the results to be expected for the full year.

#### 2. Comprehensive Income (Loss) and Accumulated Other Comprehensive Loss

The following table shows the computation of comprehensive income(loss):

|                                  | 13 Weeks Ended   |                  | 39 Weeks Ended   |                  |
|----------------------------------|------------------|------------------|------------------|------------------|
| (millions)                       | Sept.28,<br>2002 | Sept.29,<br>2001 | Sept.28,<br>2002 | Sept.29,<br>2001 |
|                                  | -----            | -----            | -----            | -----            |
| Net income                       | \$ 34            | \$ 34            | \$ 98            | \$ 111           |
| Other comprehensive income(loss) |                  |                  |                  |                  |
| Losses on cash flow hedge,       |                  |                  |                  |                  |

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|  |       |       |       |        |
|--|-------|-------|-------|--------|
| net of tax                                       | -     | -     | (3)   | -      |
| Amounts amortized into interest expense from OCI | -     | -     | -     | -      |
| Total other comprehensive loss                   | -     | -     | (3)   | -      |
| Total comprehensive income                       | \$ 34 | \$ 34 | \$ 95 | \$ 111 |

The following table displays the components of accumulated other comprehensive loss:

|                                      |                  |                  |                  |
|--------------------------------------|------------------|------------------|------------------|
| (millions)                           | Sept.28,<br>2002 | Sept.29,<br>2001 | Dec. 29,<br>2001 |
| Accumulated cash flow hedge loss     | \$ (3)           | \$ -             | \$ -             |
| Accumulated other comprehensive loss | \$ (3)           | \$ -             | \$ -             |

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3. Back-up Liquidity

SRAC continued to provide support for 100% of its outstanding commercial paper through its investment portfolio and committed credit facilities. SRAC's investment portfolio, which consists of cash and cash equivalents, fluctuated from a low of \$196 million to a high of \$1,144 million in the third quarter of 2002. Credit facilities as of September 28, 2002 were as follows:

|                 |            |
|-----------------|------------|
| Expiration Date | (millions) |
| April 2003      | \$4,360    |

4. Medium-term Notes and Discrete Underwritten Debt

Medium-term notes and discrete underwritten debt are issued with either a floating rate indexed to LIBOR or a fixed rate.

(dollars in millions; terms in years)

ISSUANCE

|                   | 2002<br>Volume | Avg.<br>Rate | Avg.<br>Orig.<br>Term | 2001<br>Volume | Avg.<br>Rate | Avg.<br>Orig.<br>Term |
|-------------------|----------------|--------------|-----------------------|----------------|--------------|-----------------------|
| 13 Weeks Ended:   |                |              |                       |                |              |                       |
| Medium-term notes | \$ -           | -%           | -                     | \$ -           | -%           | -                     |
| Discrete debt     | \$ -           | -%           | -                     | \$ 950         | 6.80%        | 9.9                   |
| 39 Weeks Ended:   |                |              |                       |                |              |                       |
| Medium-term notes | \$ 15          | 4.50%        | 2.6                   | \$ -           | -%           | -                     |
| Discrete debt     | \$1,850        | 7.03%        | 24.9                  | \$ 1,750       | 6.89%        | 10.0                  |

GROSS OUTSTANDING

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|                   | 09/28/02 | Avg.   | Avg.         | 09/29/01 | Avg.   | Avg.         |
|-------------------|----------|--------|--------------|----------|--------|--------------|
|                   | Balance  | Coupon | Remain. Term | Balance  | Coupon | Remain. Term |
| Medium-term notes | \$2,341  | 5.88%  | 1.3          | \$3,149  | 6.30%  | 1.6          |
| Discrete debt     | \$8,600  | 6.97%  | 13.2         | \$7,350  | 6.68%  | 10.2         |

MATURITIES

| Year       | Medium-term notes | Discrete debt |
|------------|-------------------|---------------|
| 2002       | \$ 516            | \$ -          |
| 2003       | 1,246             | 1,250         |
| 2004       | 317               | -             |
| 2005       | 36                | 250           |
| 2006       | 40                | 550           |
| Thereafter | 186               | 6,550         |
| Total      | \$2,341           | \$8,600       |

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INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Directors and Shareholder of  
Sears Roebuck Acceptance Corp.:

We have reviewed the accompanying statements of financial position of Sears Roebuck Acceptance Corp. (a wholly-owned subsidiary of Sears, Roebuck and Co.) as of September 28, 2002 and September 29, 2001, and the related statements of income for the 13 week and 39 week periods then ended and cash flows for the 39 week periods then ended. These financial statements are the responsibility of Sears Roebuck Acceptance Corp.'s management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards generally accepted in the United States of America, the statement of financial position of Sears Roebuck Acceptance Corp. as of December 29, 2001 and the related statements of income, shareholder's equity and cash flows for the year then ended (not presented herein); and in our report dated January 17, 2002, we expressed an unqualified opinion on those financial statements. In our opinion, the information

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set forth in the accompanying statement of financial position as of December 29, 2001 is fairly stated, in all material respects, in relation to the statement of financial position from which it has been derived.

/s/ Deloitte & Touche LLP  
-----  
Deloitte & Touche LLP  
Philadelphia, Pennsylvania  
October 8, 2002

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### SEARS ROEBUCK ACCEPTANCE CORP.

#### Item 2. Analysis of Results of Operations

For the 13 weeks ended September 28, 2002, SRAC revenues decreased to \$257 million from \$260 million in the comparable 2001 period. For the 39 week period of 2002, SRAC's revenues declined to \$739 million from \$840 million for the comparable 2001 period. The decrease in revenue resulted from a reduction in the average rates on earning assets.

SRAC's interest and related expenses decreased to \$205 million from \$207 million and \$588 million from \$668 million for the 13 and 39 week periods ended September 28, 2002, respectively, as compared to the comparable 2001 periods. Interest and related expenses decreased during both periods of 2002 due to decreases in the cost of funds. SRAC's cost of short-term funds averaged 2.13% in the third quarter and 2.27% in the 39 week period of 2002 compared to 4.02% and 5.29% for the same periods in 2001. SRAC's cost of long-term funds averaged 6.53% and 6.54% in the 13 and 39 weeks of 2002 compared to 6.56% and 6.63% for the same periods in 2001. Reductions in interest and related expenses attributed to decreases in the cost of funds were partially offset during these periods by increases in average debt levels. SRAC's average debt increased to \$14.1 billion and \$14.2 billion in the 13 and 39 weeks of 2002, respectively, compared with \$13.7 billion and \$13.8 billion for the same periods in 2001.

SRAC's net income was \$34 million and \$98 million for the 13 and 39 weeks ended September 28, 2002 and \$34 million and \$111 million for the comparable 2001 periods.

SRAC's ratio of earnings to fixed charges for the 13 and 39 weeks of 2002 was 1.25 and 1.26 compared to 1.26 for both 2001 periods.

#### Item 4. Disclosure Controls and Procedures

The Company's management, including Keith E. Trost, President (principal executive officer) and George F. Slook, Vice President, Finance (principal financial officer), have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rules 13a-14 and 15d-14 promulgated under the Securities Exchange Act of 1934, as amended, within 90 days of the filing date of this Quarterly Report on Form 10-Q. Based upon their evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls, since the date the controls were evaluated.



SEARS ROEBUCK ACCEPTANCE CORP.

PART II. OTHER INFORMATION

- Item 6. Exhibits and Reports on Form 8-K
- (a) The exhibits listed in the "Exhibit Index" are filed as part of this report.
- (b) Reports on Form 8-K:  
Registrant filed Current Report on Form 8-K dated June 27, 2002 [Item 5 and 7].

SEARS ROEBUCK ACCEPTANCE CORP.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SEARS ROEBUCK ACCEPTANCE CORP.  
(Registrant)

By: /s/ George F. Slook

-----  
George F. Slook  
Vice President, Finance  
and Assistant Secretary  
(principal financial  
officer and authorized  
officer of Registrant)

November 12, 2002

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SEARS ROEBUCK ACCEPTANCE CORP

CERTIFICATIONS

I, Keith E. Trost, President of Sears Roebuck Acceptance Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sears Roebuck Acceptance Corp.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial

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condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and;
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

By: /s/Keith E. Trost  
-----  
Keith E. Trost  
President (principal executive officer)

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SEARS ROEBUCK ACCEPTANCE CORP

I, George F. Slook, Vice President, Finance of Sears Roebuck Acceptance Corp., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Sears Roebuck Acceptance Corp.
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - (a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - (b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and;
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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Date: November 12, 2002

By: /s/George F. Slook  
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George F. Slook  
Vice President, Finance (principal financial officer)

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EXHIBIT INDEX

- 3(a) Certificate of Incorporation of the Registrant, as in effect at November 13, 1987 [Incorporated by reference to Exhibit 28(c) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1987\*\*].
- 3(b) By-laws of the Registrant, as in effect at October 20, 1999 [Incorporated by reference to Exhibit 3(b) to the Registrant's Quarterly Report on Form 10-Q for the Quarter ended October 2, 1999\*\*].
- 4(a) The Registrant hereby agrees to furnish the Commission, upon request, with each instrument defining the rights of holders of long-term debt of the Registrant with respect to which the total amount of securities authorized does not exceed 10% of the total assets of the Registrant.
- 4(b) Indenture dated as of October 1, 2002 between the Registrant and BNY Midwest Trust Company.\*
- 4(c) Extension Agreement dated July 16, 2002 between Sears, Roebuck and Co. and the Registrant [Incorporated by reference to Exhibit 4(c) of Registration Statement No. 333-92082].
- 4(d) Fixed Charge Coverage and Ownership Agreement dated as of September 24, 2002 between Sears Roebuck Acceptance Corp. and Sears, Roebuck and Co. [Incorporated by reference to Exhibit 4(f) of Registration Statement No. 333-92082].
- 12 Calculation of ratios of earnings to fixed charges.\*
- 15 Acknowledgment of awareness from Deloitte & Touche LLP, dated November 12, 2002 concerning unaudited financial information.\*
- 99(a) Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.1350)\*

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99(b) Certification of Chief Financial Officer Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.1350)\*

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\* Filed herewith.  
\*\* SEC File No. 1-4040.