

SEARS HOLDINGS CORP  
Form SC 13D/A  
November 30, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 18)\*

**Sears Holdings Corporation**  
(Name of Issuer)

**Common Shares**  
(Title of Class of Securities)

**812350106**  
(CUSIP Number)

**Janice V. Sharry, Esq.**

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**Haynes and Boone, LLP**

**2323 Victory Avenue, Suite 700**

**Dallas, Texas 75219**

**(214) 651-5000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**November 28, 2012**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See

§240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 812350106

(1) Names of reporting persons.

ESL Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 29,410,437  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 29,410,437  
(10) Shared dispositive power

with

23,469,942

(11) Aggregate amount beneficially owned by each reporting person

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52,880,379

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

49.7% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

ESL Investors, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 2,478,112  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 2,478,112  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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2,478,112

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

2.3% (1)

(14) Type of reporting person (see instructions)

OO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

SPE I Partners, LP

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7)  Sole voting power

Number of

shares 1,939,872  
(8)  Shared voting power

beneficially

owned by 0  
each (9)  Sole dispositive power

reporting

person 1,939,872  
(10)  Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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1,939,872

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

1.8% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.



CUSIP No. 812350106

(1) Names of reporting persons.

SPE Master I, LP

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 2,494,783  
(8) Shared voting power

beneficially

owned by 0  
(9) Sole dispositive power  
each

reporting

person 2,494,783  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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2,494,783

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

2.3% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

RBS Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 36,323,204  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 36,323,204  
(10) Shared dispositive power

with

23,469,942

(11) Aggregate amount beneficially owned by each reporting person

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59,793,146

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

56.2% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

ESL Institutional Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 10,230  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 10,230  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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10,230

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

0.0% (1)

(14) Type of reporting person (see instructions)

PN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

RBS Investment Management, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 10,230  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 10,230  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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10,230

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

0.0% (1)

(14) Type of reporting person (see instructions)

OO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.



CUSIP No. 812350106

(1) Names of reporting persons.

CRK Partners, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 747  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 747  
(10) Shared dispositive power

with

0

(11) Aggregate amount beneficially owned by each reporting person

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747

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

0.0% (1)

(14) Type of reporting person (see instructions)

OO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

ESL Investments, Inc.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

Delaware

(7) Sole voting power

Number of

shares 36,334,181  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 36,334,181  
(10) Shared dispositive power

with

23,469,942

(11) Aggregate amount beneficially owned by each reporting person

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59,804,123

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

56.2% (1)

(14) Type of reporting person (see instructions)

CO

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

CUSIP No. 812350106

(1) Names of reporting persons.

Edward S. Lampert

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Source of funds (see instructions)

OO

(5) Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

..

(6) Citizenship or place of organization

United States

(7) Sole voting power

Number of

shares 59,804,123  
(8) Shared voting power

beneficially

owned by 0  
each (9) Sole dispositive power

reporting

person 36,334,181  
(10) Shared dispositive power

with

23,469,942

(11) Aggregate amount beneficially owned by each reporting person

Edgar Filing: SEARS HOLDINGS CORP - Form SC 13D/A

59,804,123

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions)

..

(13) Percent of class represented by amount in Row (11)

56.2% (1)

(14) Type of reporting person (see instructions)

IN

(1) Based upon 106,425,638 common shares outstanding as of November 9, 2012, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended October 27, 2012 that was filed by Holdings with the Securities and Exchange Commission on November 16, 2012.

This Amendment No. 18 to Schedule 13D (this Amendment) relates to common shares, par value \$0.01 per share (the Holdings Common Stock), of Sears Holdings Corporation, a Delaware corporation (Holdings). This Amendment amends the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission by ESL Partners, L.P., a Delaware limited partnership (Partners), ESL Investors, L.L.C., a Delaware limited liability company (Investors), SPE I Partners, LP, a Delaware limited partnership (SPE I), SPE Master I, LP, a Delaware limited partnership (SPE Master I), RBS Partners, L.P., a Delaware limited partnership (RBS), ESL Institutional Partners, L.P., a Delaware limited partnership (Institutional), RBS Investment Management, L.L.C., a Delaware limited liability company (RBSIM), CRK Partners, L.L.C., a Delaware limited liability company (CRK LLC), ESL Investments, Inc., a Delaware corporation (ESL), and Edward S. Lampert, a United States citizen, by furnishing the information set forth below. Except as otherwise specified in this Amendment, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as previously amended, filed with the Securities and Exchange Commission.

The Reporting Persons are filing this Amendment to report a distribution of Holdings Common Stock by Partners on a pro rata basis to limited partners that elected to redeem all or a portion of their limited partnership interests in Partners in 2012.

**Item 2. Identity and Background.**

Item 2(c) is hereby amended and restated in its entirety as follows:

(c) The principal business of each of the Reporting Persons is purchasing, holding and selling securities for investment purposes. RBS is the general partner of Partners, SPE I and SPE Master I and the manager of Investors. RBSIM is the general partner of Institutional. ESL is the general partner of RBS, the sole member of CRK LLC and the manager of RBSIM. Mr. Lampert is the Chairman, Chief Executive Officer and Director of ESL. Mr. Lampert is also Chairman of the Board of Directors of Holdings. Each of the Reporting Persons may also serve as general partner or managing member of certain other entities engaged in the purchasing, holding and selling of securities for investment purposes.

**Item 5. Interest in Securities of the Issuer.**

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(b) Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, the beneficial owner of any securities covered by this statement.

Each Reporting Person may be deemed to be a member of a group with respect to Holdings or securities of Holdings for the purposes of Section 13(d) or 13(g) of the Act. Each Reporting Person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) or 13(g) of the Act or any other purpose, (i) acting (or has agreed or is agreeing to act) with any other person as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding, or disposing of securities of Holdings or otherwise with respect to Holdings or any securities of Holdings or (ii) a member of any syndicate or group with respect to Holdings or any securities of Holdings.

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As of November 30, 2012, the Reporting Persons may be deemed to beneficially own the shares of Holdings Common Stock set forth in the table below.

REPORTING PERSON	NUMBER OF SHARES BENEFICIALLY OWNED	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	52,880,379(1)	49.7%	29,410,437	0	29,410,437	23,469,942(1)
ESL Investors, L.L.C.	2,478,112	2.3%	2,478,112	0	2,478,112	0
SPE I Partners, LP	1,939,872	1.8%	1,939,872	0	1,939,872	0
SPE Master I, LP	2,494,783	2.3%	2,494,783	0	2,494,783	0
RBS Partners, L.P.	59,793,146(1)(2)	56.2%	36,323,204(2)	0	36,323,204(2)	23,469,942(1)
ESL Institutional Partners, L.P.	10,230	0.0%	10,230	0	10,230	0
RBS Investment Management, L.L.C.	10,230(3)	0.0%	10,230(3)	0	10,230(3)	0
CRK Partners, L.L.C.	747	0.0%	747	0	747	0
ESL Investments, Inc.	59,804,123(1)(4)	56.2%	36,334,181(4)	0	36,334,181(4)	23,469,942(1)
Edward S. Lampert	59,804,123(1)(5)	56.2%	59,804,123(1)(5)	0	36,334,181(5)	23,469,942(1)

- (1) This number includes 23,469,942 shares of Holdings Common Stock held by Mr. Lampert. Partners has entered into a Lock-Up Agreement with Mr. Lampert that restricts the purchase and sale of securities owned by Mr. Lampert. Pursuant to the Lock-Up Agreement, Partners may be deemed to have shared dispositive power over, and to indirectly beneficially own, securities owned by Mr. Lampert. RBS, ESL and Mr. Lampert may also be deemed to have shared dispositive power over, and to indirectly beneficially own, such securities.
  - (2) This number includes 29,410,437 shares of Holdings Common Stock held by Partners, 2,478,112 shares of Holdings Common Stock held in an account established by the sole investment member of Investors, 1,939,872 shares of Holdings Common Stock held by SPE I and 2,494,783 shares of Holdings Common Stock held by SPE Master I. RBS is the general partner of, and may be deemed to indirectly beneficially own securities owned by, Partners, SPE I and SPE Master I. RBS is the manager of, and may be deemed to indirectly beneficially own securities owned by, Investors.
  - (3) This number includes 10,230 shares of Holdings Common Stock held by Institutional. RBSIM is the general partner of, and may be deemed to indirectly beneficially own securities owned by, Institutional.
  - (4) This number includes 29,410,437 shares of Holdings Common Stock held by Partners, 2,478,112 shares of Holdings Common Stock held in an account established by the sole investment member of Investors, 1,939,872 shares of Holdings Common Stock held by SPE I, 2,494,783 shares of Holdings Common Stock held by SPE Master I, 10,230 shares of Holdings Common Stock held by Institutional and 747 shares of Holdings Common Stock held by CRK LLC. ESL is the general partner of, and may be deemed to indirectly beneficially own securities owned by, RBS. ESL is the manager of, and may be deemed to indirectly beneficially own securities owned by, RBSIM. ESL is the sole member of, and may be deemed to indirectly beneficially own securities owned by, CRK LLC.
  - (5) This number includes 29,410,437 shares of Holdings Common Stock held by Partners, 2,478,112 shares of Holdings Common Stock held in an account established by the sole investment member of Investors, 1,939,872 shares of Holdings Common Stock held by SPE I, 2,494,783 shares of Holdings Common Stock held by SPE Master I, 10,230 shares of Holdings Common Stock held by Institutional, and 747 shares of Holdings Common Stock held by CRK LLC. Mr. Lampert is the Chairman, Chief Executive Officer and Director of, and may be deemed to indirectly beneficially own securities owned by, ESL.
- (c) On November 28, 2012, Partners distributed 5,939,961 shares of Holdings Common Stock on a pro rata basis to limited partners that elected to redeem all or a portion of their limited partnership interests in Partners in 2012. Other than this transaction, there have been no transactions in the class of securities reported on that were effected by the Reporting Persons during the past sixty days or since the most recent filing of Schedule 13D, whichever is less.
- (d) Not applicable.
- (e) Not applicable.



**Item 7. Material to be Filed as Exhibits.**

Item 7 is hereby amended and restated in its entirety as follows:

The following exhibits are filed as exhibits hereto:

<b>Exhibit</b>	<b>Description of Exhibit</b>
<b>99.1</b>	Amendment, dated March 22, 2005, to the Agreement, dated January 31, 2005, among Kmart Holding Corporation, Sears Holdings Corporation, ESL Partners, L.P., ESL Investors, L.L.C., ESL Institutional Partners, L.P. and CRK Partners II, L.P. (incorporated by reference to Exhibit L to the Amendment to Schedule 13D filed on April 1, 2005).
<b>99.2</b>	Acknowledgement, dated as of March 24, 2005, by Sears Holdings Corporation (relating to the assumption of the Registration Rights Agreement) (incorporated by reference to Exhibit K to the Amendment to Schedule 13D filed on April 1, 2005).
<b>99.3</b>	Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and Edward S. Lampert (incorporated by reference to Exhibit 8 to the Amendment to Schedule 13D filed on June 2, 2010).
<b>99.4</b>	Joint Filing Agreement (incorporated by reference to Exhibit 99.5 to the Amendment to Schedule 13D filed on July 5, 2012).

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 30, 2012

**ESL PARTNERS, L.P.**

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**ESL INVESTORS, L.L.C.**

By: RBS Partners, L.P., as its manager

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**SPE I PARTNERS, LP**

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**SPE MASTER I, LP**

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**RBS PARTNERS, L.P.**

By: ESL Investments, Inc., as its general partner

By: /s/ Edward S. Lampert

Name: Edward S. Lampert

Title: Chief Executive Officer

**ESL INSTITUTIONAL PARTNERS, L.P.**

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Edward S. Lampert  
Name: Edward S. Lampert  
Title: Chief Executive Officer

**RBS INVESTMENT MANAGEMENT, L.L.C.**

By: ESL Investments, Inc., as its manager

By: /s/ Edward S. Lampert  
Name: Edward S. Lampert  
Title: Chief Executive Officer

**CRK PARTNERS, L.L.C.**

By: ESL Investments, Inc., as its sole member

By: /s/ Edward S. Lampert  
Name: Edward S. Lampert  
Title: Chief Executive Officer

**ESL INVESTMENTS, INC.**

By: /s/ Edward S. Lampert  
Name: Edward S. Lampert  
Title: Chief Executive Officer

**EDWARD S. LAMPERT**

By: /s/ Edward S. Lampert

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description of Exhibit</b>
<b>99.1</b>	Amendment, dated March 22, 2005, to the Agreement, dated January 31, 2005, among Kmart Holding Corporation, Sears Holdings Corporation, ESL Partners, L.P., ESL Investors, L.L.C., ESL Institutional Partners, L.P. and CRK Partners II, L.P. (incorporated by reference to Exhibit L to the Amendment to Schedule 13D filed on April 1, 2005).
<b>99.2</b>	Acknowledgement, dated as of March 24, 2005, by Sears Holdings Corporation (relating to the assumption of the Registration Rights Agreement) (incorporated by reference to Exhibit K to the Amendment to Schedule 13D filed on April 1, 2005).
<b>99.3</b>	Letter Agreement, dated June 2, 2010, by and between ESL Partners, L.P. and Edward S. Lampert (incorporated by reference to Exhibit 8 to the Amendment to Schedule 13D filed on June 2, 2010).
<b>99.4</b>	Joint Filing Agreement (incorporated by reference to Exhibit 99.5 to the Amendment to Schedule 13D filed on July 5, 2012).