

SEARS HOLDINGS CORP  
Form SC 13D/A  
September 16, 2014

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 24)\***

**Sears Holdings Corporation**

**(Name of Issuer)**

**Common Shares**

**(Title of Class of Securities)**

**812350106**

**(CUSIP Number)**

**Janice V. Sharry, Esq.**

**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)**

**September 15, 2014**

**(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

**21,992,640**

|                                                                                     |                        |
|-------------------------------------------------------------------------------------|------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8. Shared Voting Power |
|                                                                                     | <b>0</b>               |

9. Sole Dispositive Power

**21,992,640**

10. Shared Dispositive Power

**25,213,472**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**47,206,112**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ☐

13. Percent of Class Represented by Amount in Row (11)

**44.3% (1)**

14. Type of Reporting Person (See Instructions)

**PN**

- (1) Based upon 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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**

Number of 7. Sole Voting Power

Shares

Beneficially **1,939,872**

Owned by

8. Shared Voting Power

Each

Reporting

**0**

Person

With 9. Sole Dispositive Power

**1,939,872**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**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 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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**

Number of 7. Sole Voting Power

Shares

Beneficially **2,494,783**

Owned by

8. Shared Voting Power

Each

Reporting

**0**

Person

With 9. Sole Dispositive Power

**2,494,783**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**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 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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

**26,427,295**

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power

**0**

9. Sole Dispositive Power

**26,427,295**

10. Shared Dispositive Power

**25,213,472**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**51,640,767**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**48.5% (1)**

14. Type of Reporting Person (See Instructions)

**PN**

- (1) Based upon 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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**

Number of 7. Sole Voting Power

Shares

Beneficially **10,230**

Owned by

8. Shared Voting Power

Each

Reporting

**0**

Person

With 9. Sole Dispositive Power

**10,230**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**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 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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**

Number of 7. Sole Voting Power

Shares

Beneficially **10,230**

Owned by

8. Shared Voting Power

Each

Reporting

**0**

Person

With 9. Sole Dispositive Power

**10,230**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**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)

**00**

- (1) Based upon 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

CUSIP No. 812350106

1. Names of Reporting Persons.

**CRK Partners, LLC**

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

**747**

|                                                                                     |                        |
|-------------------------------------------------------------------------------------|------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8. Shared Voting Power |
|                                                                                     | <b>0</b>               |

9. Sole Dispositive Power

**747**

10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**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)

**00**

- (1) Based upon 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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**

Number of 7. Sole Voting Power

Shares

Beneficially **26,438,272**

Owned by

8. Shared Voting Power

Each

Reporting

**0**

Person

With 9. Sole Dispositive Power

**26,438,272**

10. Shared Dispositive Power

**25,213,472**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**51,651,744**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**48.5% (1)**

14. Type of Reporting Person (See Instructions)

**CO**

- (1) Based upon 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

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**

Number of 7. Sole Voting Power

Shares

Beneficially **51,651,744**

Owned by

8. Shared Voting Power

Each

Reporting

**0**

Person

With 9. Sole Dispositive Power

**26,438,272**

10. Shared Dispositive Power

**25,213,472**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**51,651,744**

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) "

13. Percent of Class Represented by Amount in Row (11)

**48.5% (1)**

14. Type of Reporting Person (See Instructions)

**IN**

- (1) Based upon 106,472,251 common shares outstanding as of August 15, 2014, as disclosed in Holdings' Quarterly Report on Form 10-Q for the quarter ended August 2, 2014 that was filed by Holdings with the Securities and Exchange Commission on August 21, 2014.

This Amendment No. 24 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), 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, LLC, 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.

## **Item 2. Identity and Background.**

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

(a) This Schedule 13D is being filed by Partners, SPE I, SPE Master I, RBS, Institutional, RBSIM, CRK LLC, ESL and Edward S. Lampert, by furnishing the information set forth below. Partners, SPE I, SPE Master I, RBS, Institutional, RBSIM, CRK LLC, ESL and Mr. Lampert are collectively defined as the Reporting Persons.

Attached as Annex A hereto and incorporated herein by reference is a list containing the (a) name, (b) citizenship, (c) present principal occupation or employment and (d) the name, principal business address of any corporation or other organization in which such employment is conducted, of each director and executive officer of ESL (the ESL Director and Officers). Other than the ESL Director and Officers, there are no persons or corporations controlling or ultimately in control of ESL.

## **Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 is hereby amended and supplemented as follows:

In grants of Holdings Common Stock by Holdings on December 31, 2013, January 31, 2014, February 28, 2014, March 31, 2014, April 30, 2014, May 30, 2014, June 30, 2014, July 31, 2014 and August 29, 2014, pursuant to the Letter between Holdings and Mr. Lampert, Mr. Lampert acquired an aggregate of 86,570 shares of Holdings Common Stock. Mr. Lampert received the Holdings Common Stock as consideration for serving as Chief Executive Officer and no cash consideration was paid by Mr. Lampert in connection with the receipt of such Holdings Common Stock.

Additionally, on April 1, 2014, the Compensation Committee of the Board of Directors of Holdings approved awards (Make-Whole Awards) to holders of outstanding awards, including Mr. Lampert, under Holdings' 2013 Stock Plan (the 2013 Stock Plan). The Make-Whole Awards were approved to preserve the benefit of the underlying equity awards in connection with Holdings' distribution (the Distribution) of all of the issued and outstanding common stock of Lands End, Inc. to the holders of Holdings Common Stock as of 5:30 p.m. Eastern time on March 24, 2014, the record date for the Distribution.

The Make-Whole Award granted to Mr. Lampert is in the form of Holdings Common Stock and will be issued in equal monthly installments on the last business day of each month through January 31, 2015, except that the monthly installment for March 2014 was issued on April 21, 2014, subject to the same terms that govern the issuance of Holdings Common Stock scheduled to be issued to Mr. Lampert under the 2013 Stock Plan.

In grants of Holdings Common Stock by Holdings on April 21, 2014, April 30, 2014, May 30, 2014, June 30, 2014, July 31, 2014 and August 29, 2014, pursuant to the Make Whole Award, Mr. Lampert acquired an aggregate of 13,880 shares of Holdings Common Stock. Mr. Lampert received the Holdings Common Stock pursuant to the Make Whole Award and no cash consideration was paid by Mr. Lampert in connection with the receipt of such Holdings Common Stock.

**Item 4. Purpose of Transaction.**

Item 4 is hereby amended and supplemented as follows:

On September 15, 2014, three subsidiaries of Holdings entered into a \$400 million short term loan (the "Loan") with affiliates of the Reporting Persons that is secured by mortgages on certain real property of Holdings and its subsidiaries. The first \$200 million of the Loan was funded at the closing on September 15, 2014, and, subject to the satisfaction of certain post-closing conditions, \$200 million will be funded on September 30, 2014. The Loan will have an annual base interest rate of 5% and an upfront fee of 1.75% of the principal amount. The Loan is due December 31, 2014, but as long as there is no event of default, may be extended at Holdings' option until February 28, 2015 upon the payment of an extension fee equal to .5% of the principal amount.

Holdings previously announced that it expects to work with its lenders and others to evaluate its capital structure with a goal of achieving more long-term flexibility, and may take other actions as appropriate. The Reporting Persons may engage in discussions with representatives of Holdings regarding such potential actions, including the participation of the Reporting Persons therein.

The foregoing is qualified in its entirety by reference to the Loan Agreement attached hereto as Exhibit 99.7 and incorporated by referenced herein.

#### 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.

As of September 16, 2014, the Reporting Persons may be deemed to beneficially own the shares of Holdings Common Stock set forth in the table below.

| REPORTING PERSON                    | NUMBER<br>OF<br>SHARES |              | PERCENTAGE<br>OF<br>OUTSTANDING |            | SOLE<br>VOTING<br>POWER | SHARED<br>VOTING<br>POWER | SOLE<br>DISPOSITIVE<br>POWER | SHARED<br>DISPOSITIVE<br>POWER |
|-------------------------------------|------------------------|--------------|---------------------------------|------------|-------------------------|---------------------------|------------------------------|--------------------------------|
|                                     | OWNED                  | BENEFICIALLY | SHARES                          | POWER      |                         |                           |                              |                                |
| ESL Partners, L.P.                  | 47,206,112             | (1)          | 44.3%                           | 21,992,640 | 0                       | 21,992,640                |                              | 25,213,472                     |
| 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.                  | 51,640,767             | (1)(2)       | 48.5%                           | 26,427,295 | (2)                     | 0                         | 26,427,295                   | (2)                            |
| ESL Institutional Partners,<br>L.P. | 10,230                 |              | 0.0%                            | 10,230     |                         | 0                         | 10,230                       |                                |
|                                     | 10,230                 | (3)          | 0.0%                            | 10,230     | (3)                     | 0                         | 10,230                       | (3)                            |

RBS Investment

Management, L.L.C.

|                       |                  |       |                  |   |               |               |
|-----------------------|------------------|-------|------------------|---|---------------|---------------|
| CRK Partners, LLC     | 747              | 0.0%  | 747              | 0 | 747           | 0             |
| ESL Investments, Inc. | 51,651,744(1)(4) | 48.5% | 26,438,272(4)    | 0 | 26,438,272(4) | 25,213,472(1) |
| Edward S. Lampert     | 51,651,744(1)(5) | 48.5% | 51,651,744(1)(5) | 0 | 26,438,272(5) | 25,213,472(1) |

- (1) This number includes 25,213,472 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 21,992,640 shares of Holdings Common Stock held by Partners, 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.
- (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 21,992,640 shares of Holdings Common Stock held by Partners, 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 21,992,640 shares of Holdings Common Stock held by Partners, 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) Other than as set forth on Annex B hereto, 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 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 is hereby amended and supplemented as follows:

The information set forth in Items 3 and 4 are incorporated by reference into this Item 6.

**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>                                                                                                                                                                                                                                                                                                                   |
|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1           | 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). |
| 99.2           | 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).                                                                                                  |
| 99.3           | 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).                                                                                                                                                  |
| 99.5           | Joint Filing Agreement (incorporated by reference to Exhibit 99.5 to the Amendment to Schedule 13D filed on March 11, 2013).                                                                                                                                                                                                                    |
| 99.6           | Form of Letter (incorporated by reference to Exhibit 10.30 to Holdings Annual Report on Form 10-K filed on March 20, 2013).                                                                                                                                                                                                                     |
| 99.7           | Loan Agreement, dated September 15, 2014, between Sears, Roebuck and Co., Sears Development Co. and Kmart Corporation, and JPP II, LLC and JPP, LLC (filed herewith).                                                                                                                                                                           |

**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: September 16, 2014

**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

**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, LLC**

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>99.5</b>    | Joint Filing Agreement (incorporated by reference to Exhibit 99.5 to the Amendment to Schedule 13D filed on March 11, 2013).                                                                                                                                                                                                                    |
| <b>99.6</b>    | Form of Letter (incorporated by reference to Exhibit 10.30 to Holdings Annual Report on Form 10-K filed on March 20, 2013).                                                                                                                                                                                                                     |
| <b>99.7</b>    | Loan Agreement, dated September 15, 2014, between Sears, Roebuck and Co., Sears Development Co. and Kmart Corporation, and JPP II, LLC and JPP, LLC (filed herewith).                                                                                                                                                                           |