

EXHIBIT 2

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS

In re:)
) Case No. 02 B 02474
K MART CORPORATION,)
) Chapter 11
Debtor.) Hon. Susan Pierson Sonderby

~~FOURTH~~FIFTH AMENDED AND RESTATED CASE MANAGEMENT ORDER

Upon the Motion of Kmart Corporation ("Kmart") to amend that ~~Third~~Fourth Amended and Restated Order pursuant to 11 U.S.C. §§ 102 and 105(a), Bankruptcy Rules 2002(m) and 9007, and Local Rules 104, 400 and 402 establishing Omnibus Hearing Dates and certain Notice, Case Management and Administrative Procedures (the "Second Case Management Orders")Case Management Order, and it appearing to the Court that (i) it has jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Motion is in the best interests of Kmart and its creditors; (iv) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and (v) upon the record herein, after due deliberation thereon, the relief should be granted as set forth below and it is hereby ordered that,

Omnibus Hearing Dates.

1. The Court shall conduct ~~the following omnibus hearings in these cases (the~~
"Omnibus Hearings in this case at which any motion or other request for relief filed in this
case or in any adversary hearing filed under this case shall be heard. Kmart shall file with

the Court a "Notice of Omnibus Hearing(s)": Date Schedule" whenever a hearing date is set.

~~July 11, 2006 at 10:00 a.m. (Central Time); and
October 17, 2006 at 10:00 a.m. (Central Time)~~

~~2. In addition to the Omnibus Hearings, the Court shall conduct the following hearings ("Claims Hearing(s)") at which Kmart or any creditor may present a motion concerning the allowance or disallowance of a claim, or discovery on a claim, or a distribution on a claim (the foregoing being "Claim Matters"):~~

~~May 24, 2006 at 11:00 a.m. (Central Time), and
August 30, 2006 at 11:00 a.m. (Central Time).~~

~~3. Omnibus Hearing Dates and Claims Hearing Dates will occur thereafter as may be scheduled by the Court.~~

~~4. All matters except for Claim Matters requiring a hearing in these cases shall be set for an Omnibus Hearing unless alternative hearing dates are approved by the Court for good cause shown. Claims Matters may be set for either an Omnibus Hearing or a Claim Hearing. Any motion noticed for a Claims Hearing date that does not concern a Claim Matter shall be reset for the next Omnibus Hearing.~~

~~2. Any person seeking the date of a future Omnibus Hearing may contact Kmart's counsel at: Mark Mackowiak, 312-629-5187, mark.mackowiak@bfkn.com.~~

Proof of Claims.

~~3. Any proof of claim or amendment to an existing proof of claim shall be filed~~

with:

Kmart Bankruptcy Claims
c/o BMC Group

444 N Nash Street
El Segundo, CA 90245

Provided that no party shall have any duty to take notice of any proof of claim, or amendment to proof of claim, filed after the date of this Fifth Amended and Restated Case Management Order unless the claimant has obtained, by motion in accordance with the procedures set forth below, an order allowing the late filing of the claim or amendment to claim.

Notice Procedures.

~~5.4. Every filing made with the Court in these cases ("Filings") shall be subject to the notice procedures described herein. All Filings shall be filed with the Court in accordance with and to the Local Rules (as amended effective June 1, 2003) of this Court. All Filings shall be served on the parties listed below and on any entity with a particularized pecuniary/economic interest in the subject of the specific Filing. All motions, pleadings, or other Filings seeking affirmative relief ("Motions") shall also be served upon the list maintained by Kmart of parties requesting service of all pleadings (the "2002 Service List", which Kmart's Chicago Counsel shall make available upon request) and on the following parties (the "Core Parties"):~~

~~Wilmer Cutler & Pickering~~Hale
Attn. Andrew Goldman
399 Park Ave.
New York, NY 10022
Facsimile No. 212-230-8888
Email: andrew.goldman@~~wilmer~~wilmerhale.com

Barack Ferrazzano Kirschbaum ~~Perlman &~~
Nagelberg LLP
Attn. William Barrett
~~333 West Wacker Dr.~~200 W. Madison, Suite
~~2700~~3900
Chicago, IL 60606
Facsimile No. 312-984-3150
Email: William.barrett@~~bfk~~pubfkn.com
(this firm is "Kmart's Chicago counsel" as used in this Order)

Office of the United States Trustee
Attn. Kathryn Gleason

~~227 West Monroe~~219 S. Dearborn St., Suite
~~3350873~~
Chicago, IL ~~60606~~60604
Facsimile No. 312-886-5794
Email Kathryn.M.Gleason@usdoj.gov

~~6.5.~~ All Filings, complaints and other pleadings filed as part of ~~the commencement of~~ any adversary proceeding shall be served on ~~the Core Parties and on any parties~~party required to be served under any applicable Bankruptcy Rule or Local Rule, in the manner provided by the Bankruptcy Rules that govern adversary proceedings. ~~Subsequent pleadings filed in any adversary proceeding shall be served on parties to the adversary proceeding in the manner provided by the Bankruptcy Rules that govern adversary proceedings.~~

~~7.~~ Notice of other matters for which the Bankruptcy Rules specifically require notice to all parties in interest shall be served on all creditors and equity security holders of Kmart and parties in interest except as otherwise authorized by this Court.

~~8.~~ Parties who file notices of appearance and who desire to be added to the 2002 Service List should make a written request to that effect to Kmart's Chicago counsel.

~~6.~~ Except as set forth herein, nothing in this Order modifies any notice or other requirement set forth in the Bankruptcy Rules, the Local Rules or the Bankruptcy Code.

Responses to Motions.

~~9.7.~~ For any ~~Motion~~motion (other than a motion under Bankruptcy Rules 7012 or 7056 in a adversary proceeding or contested matter (a "Dispositive Motion")), the objection deadline shall be (a) the seventh (7th) calendar date before the ~~Applicable Hearing Date~~hearing.

date set for the motion if the ~~Motion~~motion was filed and served at least twenty (20) days prior to the ~~Applicable Hearing Date~~hearing date (“Twenty-Day Filings”); (b) the fifth (5th) calendar date before the ~~Applicable Hearing Date~~hearing date set for the motion if the ~~Motion~~motion was filed and served less than twenty (20) but at least fourteen (14) days prior to the ~~Applicable Hearing Date~~hearing date (“Fourteen Day Filings”); or (c) otherwise as ordered by the Court. Response dates for Dispositive Motions shall be set by agreement of the parties or by the Court at the hearing at which the motion is first presented.

~~10.8.~~ The relief requested in any ~~Motion~~motion may be granted without a hearing if no objection is timely filed.

~~11.9.~~ In the event that a Filing is a reply (a “Reply”) to an objection to a Twenty Day Filing, such Reply shall be filed and served so as to be received by the Court, Kmart and affected parties by Noon (Central Time) on the second business day prior to the ~~Applicable Hearing Date~~hearing date set for the motion. In the event that a Filing is a Reply to an objection to a Fourteen Day Filing, such Reply shall be filed and served so as to be received by the Court, Kmart and affected parties by Noon (Central Time) on the business day prior to the ~~Applicable Hearing Date~~. ~~In the event that a Filing is an omnibus reply (an “Omnibus Reply”) to multiple objections, such Omnibus Reply shall be filed and served so as to be received by the Court, Kmart and affected parties by Noon (Central Time) on the business day prior to the~~ Applicable Hearing Datehearing date set for the motion.

Method of service.

~~12.10.~~ Unless otherwise specified herein, all ~~Motions, including any motion concerning a claim matter,~~motions shall be served along with a notice of motion by regular and electronic mail on the parties specified in the ~~“notice procedures”~~ section of this order. Any ~~Motion~~motion for which the ~~Applicable Hearing Date~~hearing date is less than twenty (20) days from the day on which the ~~Motion~~motion is filed shall also be served by overnight mail on ~~the Core Parties and on~~ any party with a particular or pecuniary interest in the subject of the ~~Motion~~motion.

~~13.11.~~ All objections or responses to or statements in support of Filings as well as any replies thereto (collectively “Responses”) need only be served on counsel who served such Filings, ~~the Core Parties, and on chambers,~~ provided that all such Responses shall be served so as to be actually received by such parties by the applicable objection deadline.

~~14.12.~~ If any person makes any Filing in contravention of this Order ~~by, among other things, failing to comply with the notice provisions of this Order or any applicable Rule or setting a hearing on such Filing for a date and time other than an Omnibus Hearing Date without an order from this Court authorizing such hearing for cause,~~ Kmart shall notify the person of the error in the Filing and shall set the Filing for the next applicable Omnibus Hearing ~~or Claim Hearing, as applicable.~~

Hearings.

~~15.13.~~ Evidentiary hearings on Contested Matters (as defined in Bankruptcy Rule 9014) shall be held at the times set by the Court by separate order, except that evidence may be offered

