

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

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

FIFTH AMENDED AND RESTATED CASE MANAGEMENT ORDER

Upon the Motion of Kmart Corporation ("Kmart") to amend that Fourth Amended and Restated 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 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 Date Schedule" whenever a hearing date is set.

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.

4. Every filing made with the Court in these cases ("Filings") shall be subject to the notice procedures described herein and to the Local Rules 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.

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

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

Office of the United States Trustee
Attn. Kathryn Gleason
219 S. Dearborn St., Suite 873
Chicago, IL 60604
Facsimile No. 312-886-5794
Email Kathryn.M.Gleason@usdoj.gov

5. All Filings, complaints and other pleadings filed as part of any adversary proceeding shall be served on any 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.

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.

7. For any 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 hearing date set for the motion if the motion was filed and served at least twenty (20) days prior to the hearing date ("Twenty-Day Filings"); (b) the fifth (5th) calendar date before the hearing date set for the motion if the motion was filed and served less than twenty (20) but at least fourteen (14) days prior to the 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.

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

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 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 hearing date set for the motion.

Method of service.

10. Unless otherwise specified herein, all 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 for which the hearing date is less than twenty (20) days from the day on which the motion is filed shall also be served by overnight mail on any party with a particular or pecuniary interest in the subject of the motion.

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, provided that all such Responses shall be served so as to be actually received by such parties by the applicable objection deadline.

12. If any person makes any Filing in contravention of this Order, Kmart shall notify the person of the error in the Filing and shall set the Filing for the next applicable Omnibus Hearing.

Hearings.

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 in any hearing set as an emergency hearing in accordance with the Local Rules. Nothing shall preclude any party from presenting proffers in connection with uncontested matters, or agreeing

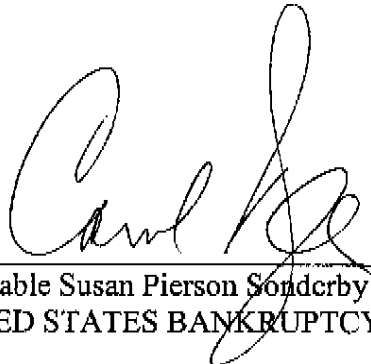
with an opposing party to present proffers in any contested matter in lieu of the direct testimony of any witness or otherwise stipulating to facts or documentary evidence.

14. The initial hearing on any omnibus objection to claims (including general unsecured claims, cure claims, or administrative claims) (a "Claim Objection") shall be a status hearing only, provided that Kmart may seek at such hearing relief as to any claim that was subject to the objection and for which the claimant made no timely response. At any status conference on a Claim Objection, Kmart or the respondent may request an evidentiary hearing on the Claim Objection, which shall be set by the Court for an off-omnibus date.

15. The Court may conduct case status conferences pursuant to 11 U.S.C. § 105 to review these matters from time to time with representatives of Kmart, the United States Trustee, and the Clerk of the Bankruptcy Court.

Chicago, Illinois

Oct 28, 2008



Honorable Susan Pierson Sonderby
UNITED STATES BANKRUPTCY JUDGE