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In the United States Bankruptcy Court
For the Northern District of Illinois
Eastern Division

May 20, 2009

Retention of Jurisdiction Article XIV
Notice of Motion

FILED
UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
JUN - 1 2009
KENNETH S. GARDNER, CLERK
PS REP. - MEM

On the behalf of Ilease Bartlett, one of the jointly filed Administered Chapter 11 cases, I humbly approach the Court and on the behalf of each claimholder in the "Plan" seeks the judge Susan Pierson Sanderby's appearance for all matters arising out of, and relating to, the Chapter 11 cases and this Plan including among others, the following matters, of Article XIV.

Pursuant to sections 105 (a) and 1142 of the Bankruptcy Code, The Bankruptcy Court shall have exclusive jurisdiction of all matters arising out of, and related to the Chapter 11 cases and this Plan, including, among others, the following matters.

(a) To hear and determine motions for (i) the assumption or rejection or (ii) the assumption and assignment of executory contracts or unexpired leases to which any of the Debtors are a party or with

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respect to which any of the Debtors may be liable, and to hear and determine the allowance of claims resulting therefrom including the amount of cure, if any, required to be paid.

(b) to adjudicate any and all advisory proceedings, applications and contested matters that may be commenced or maintained pursuant to the Chapter 11 Cases, this Plan or to adjudicate the allowance of Disputed Claims and Disputed Interests, and all controversies and issues arising from or relating to any of the foregoing.

(c) to adjudicate any and all disputes arising from or relating to the distribution or retention of the New Holding Company Stocks or other consideration under this Plan.

(d) to ensure that distributions to Allowed Claimholders and Allowed Interestholders are accomplished as provided herein.

(e) to hear and determine any and all objections to the allowance or estimation of Claims and Interests filed, both before and after the Confirmation Date, including any objections to the classifications of any Claim or Interest, and to allow or disallow any Claim or Interest in whole or in part;

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(E) to enter and implement such order as may be appropriate if the Confirmation Order is for any reason stayed, revoked, modified, and or vacated;

(F) to issue orders in aid of execution, implementation, or consummation of this Plan.

(H) to consider any modification of this Plan, to cure any defect or omission, or to reconcile any inconsistency in any order of the Bankruptcy Court, including, without limitation, the Confirmation Order;

(i) to hear and determine all applications for allowance of compensation and reimbursement of Professional Claims under this Plan or under sections 330, 331, 503 (b), 1103 and 1129 (a) (4) of the Bankruptcy Code;

(j) to determine request for the payments of Claims entitled to priority under section 507 (a) (1) of the Bankruptcy Code, including compensation of and reimbursement of expenses of parties entitled thereto;

(K) to hear and determine disputes arising in connection with the interpretation, implementation or enforcement of this Plan or the Confirmation Order including disputes arising under agreements, documents or instruments executed in connection with this Plan;

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(L) to hear and determine all suits or adversary proceedings to recover assets of any of the Debtors and property of their Estates, wherever located.

(M) to hear and determine matters concerning state, local and federal taxes in accordance with sections 346, 505, and 1146 of the Bankruptcy Code;

(N) to hear any other matter not inconsistent with the Bankruptcy Code;

(O) to hear and determine all disputes involving the existence, nature or scope of the Debtors' discharge, including any dispute relating to any liability arising out of the termination of employment or the termination of any employee or retiree benefit program, regardless of whether such termination occurred prior to or after the Effecture Date;

(P) to hear and determine disputes arising in connection with the interpretation, implementation or enforcement of the Smart Creditors Trust and the Trade Vendors' Lien program;

(Q) to enter final decree closing the Chapter 11 Cases and

(R) to enforce all orders previously entered by the Bankruptcy Court,

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Notwithstanding anything contained herein to the contrary, the Bankruptcy Court retains exclusive jurisdiction to hear and determine disputes concerning Retained Actions and Trust Claims and any motions to compromise or settle such disputes. Despite the foregoing, if the Bankruptcy Court is determined not to have jurisdiction with respect to the foregoing, or if the Reorganized Debtors or the Trustee on behalf of the Kmart Creditors Trust chooses to pursue any Retained Actions or Trust Claims (as applicable) in a other Court of competent jurisdiction, the Reorganized Debtors or the Trustee (as applicable) will have authority to bring such action in any other court of competent jurisdiction.