

2010

Company: **Sears, Roebuck and Co.**
Plan: Sears Holdings 401k Savings Plan
Form 5500 Data

Report Date: September 6, 2010
Based on Data Through: December 31, 2008

Plan Information	
Plan Year	01/01/2007 — 12/31/2007
Effective Date of Plan	07/01/1916
Net Assets as of 12/31/2007	\$4,002,102,258
Plan Number	1
Plan Type	Single Employer
Is the plan collectively bargained?	No
Did the plan file for an extension of time or the DFVC Program?	Yes

Participant Information as of 12/31/2007	
Active (Eligible) Participants	333,895
Retired or separated participants receiving benefits	0
Other retired or separated participants entitled to future benefits	54,847
Subtotal	388,742
Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	1,172
Total	389,914
Total number of participants as of 01/01/2007	322,700
Number of participants with account balances	143,105
Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	108
Number of participants required to be reported on Schedule SSA	8,244

Plan Sponsor Information	
Address	3333 Beverly Road Hoffman Estates, IL
Telephone	(847) 286-2500
EIN	36-1750680
Industry Code	452900
Named Administrator	Colleen Helker-Mbr, Admin Committee
Named Plan Sponsor	Karl J.Koenig-Vp, Associate Benefits

Plan Administrator Information	
Administrator Name	SAME

Audit Information	
Audit Status	Audited
Auditor	Deloitte & Touche LLP
Auditor EIN	13-3891517
Audit Opinion	Unqualified
Audit Type	Full Audit

Benefits Provided Under the Plan		
Code	Benefit	Description
2E	Profit-sharing	A defined contribution plan that allows employer discretionary contributions. These plans often contain a 401(k) feature.
2F	ERISA section 404(c) Plan	This plan, or any part of it is intended to meet the conditions of 29 CFR 2550.404c-1.
2H	Partial participant-directed account plan	Participants have the opportunity to direct the investment of a portion of the assets allocated to their individual accounts, regardless of whether 29 CFR 2550.404c-1 is intended to be met.
2I	Stock bonus	A stock bonus plan is a type of profit-sharing by which a corporation uses its own stock to make contributions and distributions.
2J	Code section 401(k) feature	A cash or deferred arrangement described in Code section 401(k) that is part of a qualified defined contribution plan that provides for an election by employees to defer part of their compensation or receive these amounts in cash.
2K	Code section 401(m) arrangement	Employee contributions are allocated to separate accounts under the plan or employer contributions are based, in whole or in part, on employee deferrals or contributions to the plan. Not applicable if plan is 401(k) plan with only QNECs and/or QMACs. Also not applicable if Code section 403(b)(1), 403(b)(7) or 408 arrangements/accounts/annuities.
2O	ESOP other than a leveraged ESOP	An Employee Stock Ownership Plan (ESOP) is a type of employee benefit plan designed to invest primarily in employer stock.

Benefits Provided Under the Plan		
2P	Leveraged ESOP	An Employee Stock Ownership Plan (ESOP) that acquires employer securities with borrowed money or other debt-financing techniques.
2R	Brokerage Window	Participant-directed brokerage accounts provided as an investment option under the plan.
3H	Controlled Group	Plan sponsor(s) is (are) a member(s) of a controlled group (Code sections 414(b), (c), or (m)).

Question	Answer	Amount
1. During the plan year did the employer fail to transmit to the plan any participant contributions within the time period described in 29 CFT 2510.3-102?	No	
2. Were any loans by the plan or fixed income obligations due the plan in default as of the close of plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance.	No	
3. Were any leases to which the plan was a party in default or classified during the year as uncollectible?	No	
4. Were there any nonexempt transactions with any party-in-interest?	No	
5. Was this plan covered by a fidelity bond?	Yes	\$20,000,000
6. Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	No	
7. Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	No	
8. Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	No	
9. Did the plan have assets held for investment?	Yes	
10. Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets?	No	
11. Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	No	

Income and Expense Statement

Income	\$-698,924,674
Contributions	\$271,383,627
Total Cash Contributions	\$271,383,627
Cash from Employers	\$82,266,741
Cash from Participants	\$185,758,791
Others (including rollovers)	\$3,358,095
Noncash Contributions	\$0
Total Earnings on Investments	\$-970,308,301
Total Interest	\$4,790,172
Interest-Bearing Cash	\$0
U.S. Government Securities	\$0
Corporate Debt Instruments	\$0
Loans (other than to participants)	\$0
Participant Loans	\$4,790,172
Interest from Other Investments	\$0
Total Dividends	\$0
Preferred Stock	\$0
Common Stock	\$0
Rents	\$0
Net gain (loss) on sale of assets	\$0
Aggregate Proceeds	\$0
Aggregate Carrying Amount	\$0
Total Unrealized Appreciation (depreciation) of assets	\$0
Real Estate	\$0
Other	\$0
Net investment gain (loss) from common/collective trusts	\$0
Net investment gain (loss) from pooled separate accounts	\$0
Net investment gain (loss) from master trust investment accounts	\$-975,098,473
Net investment gain (loss) from 103-12 investment entities	\$0
Net investment gain (loss) from registered investment companies	\$0
Other Income	\$0
Expenses	\$487,648,298
Total Benefit Payments	\$486,239,309
Directly to participants or beneficiaries, including direct rollovers	\$486,239,309
To insurance carriers for the provision of benefits	\$0
Other	\$0
Corrective Distributions	\$0
Certain deemed distributions of participant loans	\$1,408,989
Interest expense	\$0
Total Administrative Expenses	\$0
Professional Fees	\$0
Contract Administrator Fees	\$0
Investment Advisory and management fees	\$0
Other	\$0

Net Income	\$-1,186,572,972
Transfers of Assets to this Plan	\$18,109
Transfers of Assets from this Plan	\$0

Asset and Liability Statement

	12/31/2008	12/31/2007	Change YOY
Total Assets	\$2,815,547,395	\$4,002,102,258	-29.65%
Total noninterest-bearing cash	\$0	\$0	0%
Receivables	\$20,212,843	\$21,951,984	-7.92%
Employer Contributions	\$20,212,843	\$21,951,984	-7.92%
Participant Contributions	\$0	\$0	0%
Other Contributions	\$0	\$0	0%
General Investments	\$0	\$0	0%
Interest-bearing cash	\$0	\$0	0%
U.S. Government Securities	\$0	\$0	0%
Corporate Debt Instruments	\$0	\$0	0%
Preferred	\$0	\$0	0%
All Other	\$0	\$0	0%
Corporate Stocks	\$0	\$0	0%
Preferred	\$0	\$0	0%
Common	\$0	\$0	0%
Partnership/joint venture interests	\$0	\$0	0%
Real estate (other than employer real property)	\$0	\$0	0%
Loans (other than to participants)	\$0	\$0	0%
Participants Loans	\$62,285,461	\$65,770,334	-5.30%
Value of interest in common/collective trusts	\$0	\$0	0%
Value of interest in pooled separate accounts	\$0	\$0	0%
Value of interest in master trust investment accounts	\$2,733,049,091	\$3,914,379,940	-30.18%
Value of interest in 103-12 investment entities	\$0	\$0	0%
Value of interest in registered investment companies	\$0	\$0	0%
Value of funds held in insurance co. general account	\$0	\$0	0%
Other	\$0	\$0	0%
Employer-related investments	\$0	\$0	0%
Employer Securities	\$0	\$0	0%
Employer Real Property	\$0	\$0	0%
Buildings and other property used in plan operation	\$0	\$0	0%
Total Liabilities	\$0	\$0	0%
Benefit Claims Payable (1)	\$0	\$0	0%
Operating Payables (1)	\$0	\$0	0%
Acquisition Indebtedness (1)	\$0	\$0	0%
Other liabilities (1)	\$0	\$0	0%
Net Assets	\$2,815,547,395	\$4,002,102,258	-29.65%

Service Providers

Name	Nature of Service	Relationship to Plan Sponsor	Gross Salary or Allowances Paid by Plan	Fees and Commissions Paid by Plan	Total Salary/ Fees
There are no service providers listed for this plan.					

Investments

Name of Investment	Investment Manager	Type of Investment	Dollar Value
Sears Hldgs 401K Svgs Pln Mstr Tr	Sears, Roebuck and Co.	DFE: Master Trust Investment Account	\$2,733,049,091
Total			\$2,733,049,091

Insurance Coverage Summary

Insurance Carrier	Persons Covered
There are no insurance carriers listed for this plan.	