

**CHARTER OF THE CORPORATE GOVERNANCE
COMMITTEE OF THE BOARD OF DIRECTORS
OF KMART HOLDING CORPORATION**

Purpose

The Corporate Governance Committee of the Board of Directors (the “Board”) of Kmart Holding Corporation (the “Company”) is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board’s performance; and (4) to recommend to the Board director nominees for each committee.

Committee Membership

The Corporate Governance Committee shall consist of no fewer than three members. The members of the Corporate Governance Committee shall satisfy the independence requirements of the NASDAQ Stock Market with respect to nominating committees.

The members of the Corporate Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

1. The Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Corporate Governance Committee shall actively seek individuals qualified to become board members for recommendation to the Board.
3. The Corporate Governance Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
4. The Corporate Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board’s performance, to be discussed with the full Board following the end of each fiscal year.
5. The Corporate Governance Committee shall initially create and recommend for adoption by the Board corporate governance guidelines for the Company and, on an annual basis

thereafter, review and reassess the adequacy of the se guidelines recommend any proposed changes to the Board for approval.

6. The Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
7. The Corporate Governance Committee shall make regular reports to the Board.
8. The Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Corporate Governance Committee shall annually review its own performance.