

**SUMMARY PAGE
OF RECEIPTS AND DISBURSEMENTS**

FEC Form 3X (Rev. 02/2003)

Page 2

Write or Type Committee Name
Sears Holdings Corporation PAC

Report Covering the Period: From:

M	M
0	5

D	D
0	1

Y	Y	Y	Y
2	0	0	9

 To:

M	M
0	5

D	D
3	1

Y	Y	Y	Y
2	0	0	9

	COLUMN A This Period	COLUMN B Calendar Year-to-Date								
6. (a) Cash on Hand January 1 <table border="1" style="display: inline-table; border-collapse: collapse;"><tr><td>Y</td><td>Y</td><td>Y</td><td>Y</td></tr><tr><td>2</td><td>0</td><td>0</td><td>9</td></tr></table>	Y	Y	Y	Y	2	0	0	9		22105.37
Y	Y	Y	Y							
2	0	0	9							
(b) Cash on Hand at Beginning of Reporting Period	25810.12									
(c) Total Receipts (from Line 19)	2555.61	13353.36								
(d) Subtotal (add lines 6(b) and 6(c) for Column A and Lines 6(a) and 6(c) for Column B)	28365.73	35458.73								
7. Total Disbursements (from Line 31)	0.00	7093.00								
8. Cash on Hand at Close of Reporting Period (subtract Line 7 from Line 6(d))	28365.73	28365.73								
9. Debts and Obligations owed TO the committee (Itemize all on Schedule C and/or Schedule D)	0.00									
10. Debts and Obligations owed BY the committee (Itemize all on Schedule C and/or Schedule D)	0.00									

This Committee has qualified as a multicandidate committee. (see FEC FORM 1M)

For further information contact:

Federal Election Commission
999 E street, NW
Washington, DC 20463

Toll Free 800-424-9530
Local 202-694-1100

**DETAILED SUMMARY PAGE
OF RECEIPTS**

Write or Type Committee Name
Sears Holdings Corporation PAC

Report Covering the Period: From: To:

I. Receipts	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
11. Contributions (other than loans) From:		
(a) Individuals/Persons Other Than Political Committees	358.80	417.60
(i) Itemized (use Schedule A)		
(ii) Unitemized	2190.00	12903.90
(iii) TOTAL (add Lines 11(a)(i) and (ii)	2548.80	13321.50
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contributions (add Lines 11(a)(iii),(b) and (c)) (Carry Totals to Line 33, page 5)	2548.80	13321.50
12. Transfers From Affiliated/Other Party Committees	0.00	0.00
13. All Loans Received	0.00	0.00
14. Loan Repayments Received	0.00	0.00
15. Offsets To Operating Expenditures (Refunds, Rebates, etc.) (Carry Totals to Line 37, page 5)	0.00	0.00
16. Refunds of Contributions Made to Federal candidates and Other Political Committees	0.00	0.00
17. Other Federal Receipts (Dividends, Interest, etc.)	6.81	31.86
18. Transfers from Non-Federal and Levin Funds		
(a) Non-Federal Account (from Schedule H3)	0.00	0.00
(b) Levin Funds (from Schedule H5)	0.00	0.00
(c) Total Transfer (add 18(a) and 18(b)).	0.00	0.00
19. Total Receipts (add Lines 11(d), 12, 13, 14, 15, 16, 17, and 18(c))	2555.61	13353.36
20. Total Federal Receipts (subtract Line 18(c) from Line 19)	2555.61	13353.36

DETAILED SUMMARY PAGE

of Disbursements

II. DISBURSEMENTS	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
21. Operating Expenditures:		
(a) Shared Federal/Non-Federal Activity (from Schedule H4)		
(i) Federal Share.....	0.00	0.00
(ii) Non-Federal Share.....	0.00	0.00
(b) Other Federal Operating Expenditures.....	0.00	93.00
(c) Total Operating Expenditures (add 21(a)(i), (a)(ii) and (b)).....	0.00	93.00
22. Transfers to Affiliated/Other Party Committees.....	0.00	0.00
23. Contributions to Federal Candidates/Committees and Other Political Committees.....	0.00	7000.00
24. Independent Expenditure (use Schedule E)	0.00	0.00
25. Coordinated Expenditures Made by Party Committees (2 U.S.C. 441a(d)) (use Schedule F).....	0.00	0.00
26. Loan Repayments Made.....	0.00	0.00
27. Loans Made.....	0.00	0.00
28. Refunds of Contributions To:		
(a) Individuals/Persons Other Than Political Committees	0.00	0.00
(b) Political Party Committees	0.00	0.00
(c) Other Political Committees (such as PACs)	0.00	0.00
(d) Total Contribution Refunds (add Lines 28(a), (b), and (c))	0.00	0.00
29. Other Disbursements.....	0.00	0.00
30. Federal Election Activity (2 U.S.C 431(20))		
(a) Shared Federal Election Activity (from Schedule H6)		
(i) Federal Share	0.00	0.00
(ii) "Levin" Share	0.00	0.00
(b) Federal Election Activity Paid Entirely With Federal Funds	0.00	0.00
(c) Total Federal Election Activity (add Lines 30(a)(i), 30(a)(ii) and 30(b))....	0.00	0.00
31. Total Disbursements (add Lines 21(c), 22, 23, 24, 25, 26, 27, 28(d), 29 and 30(c))..	0.00	7093.00
32. Total Federal Disbursements (subtract Line 21(a)(ii) and Line 30(a)(ii) from Line 31).....	0.00	7093.00

DETAILED SUMMARY PAGE
of Disbursements

III. Net Contributions/Operating Expenditures	COLUMN A Total This Period	COLUMN B Calendar Year-to-Date
33. Total Contributions (other than loans) from Line 11(d), page 3)	2548.80	13321.50
34. Total Contribution Refunds (from Line 28(d))	0.00	0.00
35. Net Contributions (other than loans) (subtract Line 34 from Line 33)	2548.80	13321.50
36. Total Federal Operating Expenditures (add Line 21(a)(i) and Line 21(b)).....	0.00	93.00
37. Offsets to Operating Expenditures (from Line 15, page 3)	0.00	0.00
38. Net Operating Expenditures (subtract Line 37 from Line 36)	0.00	93.00

SCHEDULE A (FEC Form 3X) ITEMIZED RECEIPTS

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: <input type="checkbox"/> 11a <input type="checkbox"/> 11b <input type="checkbox"/> 11c <input type="checkbox"/> 12 (check only one) <input type="checkbox"/> 13 <input type="checkbox"/> 14 <input type="checkbox"/> 15 <input type="checkbox"/> 16 <input type="checkbox"/> 17	PAGE 6 / 8
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Any information copied from such Reports and Statements may not be sold or used by any person for the purpose of soliciting contributions or for commercial purposes, other than using the name and address of any political committee to solicit contributions from such committee.

NAME OF COMMITTEE (In Full)
Sears Holdings Corporation PAC

A.	Full Name (Last, First, Middle Initial) WENDY J CARGES	Date of Receipt MM / DD / YYYY 05 / 31 / 2009
	Mailing Address 39W610 DEERHAVEN TRAIL	Transaction ID: PR378771565
	City State Zip Code ST CHARLES IL 60175-6903	Amount of Each Receipt this Period 50.00
	FEC ID number of contributing federal political committee. C	
	Name of Employer Occupation Sears, Roebuck, & Co. Dir, Business Development-LB	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 250.00	P/R Deduction (\$25.00 Bi-Weekly)

B.	Full Name (Last, First, Middle Initial) WILLIAM T TAYLOR	Date of Receipt MM / DD / YYYY 05 / 31 / 2009
	Mailing Address 3402 SURREY LANE	Transaction ID: PR400111565
	City State Zip Code DEER PARK TX 77536-5292	Amount of Each Receipt this Period 50.00
	FEC ID number of contributing federal political committee. C	
	Name of Employer Occupation Sears, Roebuck, & Co. Store Manager II, FLS	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 250.00	P/R Deduction (\$25.00 Bi-Weekly)

C.	Full Name (Last, First, Middle Initial) WILLIAM K PHELAN	Date of Receipt MM / DD / YYYY 05 / 31 / 2009
	Mailing Address 1450 TEAL COURT	Transaction ID: PR456954565
	City State Zip Code HOFFMAN ESTATES IL 60192-4522	Amount of Each Receipt this Period 50.00
	FEC ID number of contributing federal political committee. C	
	Name of Employer Occupation Sears, Roebuck, & Co. SVP, Controller&ChiefAcctgOff.	
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼	Aggregate Year-to-Date ▼ 250.00	P/R Deduction (\$25.00 Bi-Weekly)

SUBTOTAL of Receipts This Page (optional)	▶	150.00
TOTAL This Period (last page this line number only)	▶	

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER: (check only one)	PAGE 7 / 8
	<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b
	<input type="checkbox"/> 13	<input type="checkbox"/> 14
	<input type="checkbox"/> 11c	<input type="checkbox"/> 12
	<input type="checkbox"/> 15	<input type="checkbox"/> 16
	<input type="checkbox"/> 17	

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NAME OF COMMITTEE (In Full)
Sears Holdings Corporation PAC

A.	Full Name (Last, First, Middle Initial) DANNY G THOMAS		Date of Receipt
	Mailing Address 48 GLENBROOK CIRCLE		<input type="text"/> M M / <input type="text"/> D D / <input type="text"/> Y Y Y Y Y
	City	State	Zip Code
	GILBERTS	IL	60136-4078
	FEC ID number of contributing federal political committee.		<input type="text"/> C <input type="text"/>
Name of Employer Sears, Roebuck, & Co.		Occupation Dir, Facility Management	Transaction ID: PR476641565
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼ <input type="text"/> 250.00	Amount of Each Receipt this Period <input type="text"/> 50.00
			P/R Deduction (\$25.00 Bi-Weekly)

B.	Full Name (Last, First, Middle Initial) GARY C THILTGEN		Date of Receipt
	Mailing Address 549 FARMHILL CIRCLE		<input type="text"/> M M / <input type="text"/> D D / <input type="text"/> Y Y Y Y Y
	City	State	Zip Code
	WAUCONDA	IL	60084-1290
	FEC ID number of contributing federal political committee.		<input type="text"/> C <input type="text"/>
Name of Employer Sears, Roebuck, & Co.		Occupation Sr. Inventory Analyst	Transaction ID: PR497155565
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼ <input type="text"/> 294.00	Amount of Each Receipt this Period <input type="text"/> 58.80
			P/R Deduction (\$29.40 Bi-Weekly)

C.	Full Name (Last, First, Middle Initial) DAVID S RICH		Date of Receipt
	Mailing Address 125 BOULDER DR.		<input type="text"/> M M / <input type="text"/> D D / <input type="text"/> Y Y Y Y Y
	City	State	Zip Code
	LAKE IN THE HILLS	IL	60156-4434
	FEC ID number of contributing federal political committee.		<input type="text"/> C <input type="text"/>
Name of Employer Sears, Roebuck, & Co.		Occupation VP, Retail Operations - SHC	Transaction ID: PR505916565
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼ <input type="text"/> 250.00	Amount of Each Receipt this Period <input type="text"/> 50.00
			P/R Deduction (\$25.00 Bi-Weekly)

SUBTOTAL of Receipts This Page (optional)	<input type="text"/> 158.80
TOTAL This Period (last page this line number only)	<input type="text"/>

**SCHEDULE A (FEC Form 3X)
ITEMIZED RECEIPTS**

Use separate schedule(s) for each category of the Detailed Summary Page	FOR LINE NUMBER:		PAGE 8 / 8	
	(check only one)			
<input checked="" type="checkbox"/> 11a	<input type="checkbox"/> 11b	<input type="checkbox"/> 11c	<input type="checkbox"/> 12	<input type="checkbox"/> 13
<input type="checkbox"/> 13	<input type="checkbox"/> 14	<input type="checkbox"/> 15	<input type="checkbox"/> 16	<input type="checkbox"/> 17

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NAME OF COMMITTEE (In Full)
Sears Holdings Corporation PAC

A.	Full Name (Last, First, Middle Initial) STEVEN G SUNDERLAND		Date of Receipt																					
	Mailing Address 314 GLENWOOD ROAD		<table border="1"> <tr> <td>M</td><td>M</td><td>/</td><td>D</td><td>D</td><td>/</td><td>Y</td><td>Y</td><td>Y</td><td>Y</td> </tr> <tr> <td>0</td><td>5</td><td></td><td>3</td><td>1</td><td></td><td>2</td><td>0</td><td>0</td><td>9</td> </tr> </table>		M	M	/	D	D	/	Y	Y	Y	Y	0	5		3	1		2	0	0	9
	M	M	/	D	D	/	Y	Y	Y	Y														
	0	5		3	1		2	0	0	9														
	City State Zip Code LAKE FOREST IL 60045-3020		Transaction ID: PR509204565																					
	FEC ID number of contributing federal political committee. C		Amount of Each Receipt this Period 50.00																					
Name of Employer Sears, Roebuck, & Co.		Occupation VP, Renewal Team																						
Receipt For: <input type="checkbox"/> Primary <input type="checkbox"/> General <input type="checkbox"/> Other (specify) ▼		Aggregate Year-to-Date ▼ 250.00																						
P/R Deduction (\$25.00 Bi-Weekly)																								

SUBTOTAL of Receipts This Page (optional)	50.00
TOTAL This Period (last page this line number only)	358.80