SEARS HOLDINGS CORP
Form 10-Q
August 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED AUGUST 3, 2013

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 000-51217
SEARS HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	20-1920798
(State of Incorporation)	(I.R.S. Employer Identification No.)
3333 BEVERLY ROAD, HOFFMAN ESTATES, ILLINOIS	60179
(Address of principal executive offices)	(Zip Code)

Registrant’s Telephone Number, Including Area Code: (847) 286-2500

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).
Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.
Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No x

As of August 16, 2013, the registrant had 106,469,847 common shares, $0.01 par value, outstanding.

SEARS HOLDINGS CORPORATION
INDEX TO QUARTERLY REPORT ON FORM 10-Q
13 and 26 Weeks Ended August 3, 2013 and July 28, 2012

SEARS HOLDINGS CORPORATION
Condensed Consolidated Statements of Operations
(Unaudited)
PART I. FINANCIAL INFORMATION
Item 1. Financial Statements

millions, except per share data	13 Weeks Ended August 3, 2013	13 Weeks Ended July 28, 2012	26 Weeks Ended August 3, 2013	26 Weeks Ended July 28, 2012
REVENUES				
Merchandise sales and services	$8,871	$9,467	$17,323	$18,737
COSTS AND EXPENSES				
Cost of sales, buying and occupancy	6,685	6,936	12,981	13,639
Selling and administrative	2,291	2,437	4,509	4,882
Depreciation and amortization	187	212	378	414
Impairment charges	—	—	8	—
Gain on sales of assets	(241)	(15)	(255)	(410)
Total costs and expenses	8,922	9,570	17,621	18,525
Operating income (loss)	(51)	(103)	(298)	212
Interest expense	(59)	(65)	(120)	(131)
Interest and investment income	14	9	21	21
Other income (loss)	(1)	1	(1)	1
Income (loss) before income taxes	(97)	(158)	(398)	103
Income tax (expense) benefit	(30)	25	(21)	(42)
Net income (loss)	(127)	(133)	(419)	61
(Income) loss attributable to noncontrolling interests	(67)	1	(54)	(4)
NET INCOME (LOSS) ATTRIBUTABLE TO HOLDINGS' SHAREHOLDERS	$(194)	$(132)	$(473)	$57
NET INCOME (LOSS) PER COMMON SHARE ATTRIBUTABLE TO HOLDINGS' SHAREHOLDERS				
Basic earnings (loss) per share	$(1.83)	$(1.25)	$(4.46)	$0.54
Diluted earnings (loss) per share	$(1.83)	$(1.25)	$(4.46)	$0.54
Basic weighted average common shares outstanding	106.1	105.9	106.1	105.9
Diluted weighted average common shares outstanding	106.1	105.9	106.1	106.1

See accompanying notes.

SEARS HOLDINGS CORPORATION
Condensed Consolidated Statements of Comprehensive Income (Loss)
(Unaudited)

millions	13 Weeks Ended August 3, 2013	13 Weeks Ended July 28, 2012	26 Weeks Ended August 3, 2013	26 Weeks Ended July 28, 2012
Net income (loss)	$(127)	$(133)	$(419)	$61
Other comprehensive income				
Pension and postretirement adjustments, net of tax	48	46	94	92
Deferred gain on derivatives, net of tax	—	3	—	5
Currency translation adjustments, net of tax	(20)	6	(27)	—
Total other comprehensive income	28	55	67	97
Comprehensive income (loss)	(99)	(78)	(352)	158
Comprehensive (income) loss attributable to noncontrolling interests	(61)	1	(47)	(5)
Comprehensive income (loss) attributable to Holdings' shareholders	$(160)	$(77)	$(399)	$153

See accompanying notes.

SEARS HOLDINGS CORPORATION
Condensed Consolidated Balance Sheets

millions	(Unaudited) August 3, 2013	July 28, 2012	February 2, 2013
ASSETS			
Current assets			
Cash and cash equivalents	$671	$730	$ 609
Restricted cash	10	8	9
Accounts receivable	641	569	635
Merchandise inventories	7,708	8,653	7,558
Prepaid expenses and other current assets	470	385	454
Total current assets	9,500	10,345	9,265
Property and equipment, net	5,786	6,341	6,053
Goodwill	379	841	379
Trade names and other intangible assets	2,864	2,907	2,881
Other assets	749	749	762
TOTAL ASSETS	$19,278	$21,183	$ 19,340
LIABILITIES			
Current liabilities			
Short-term borrowings(1)	$1,756	$1,176	$ 1,094
Current portion of long-term debt and capitalized lease obligations	75	154	83
Merchandise payables	2,903	3,088	2,761
Other current liabilities	2,435	2,742	2,683
Unearned revenues	925	962	931
Other taxes	484	535	480
Short-term deferred tax liabilities	382	515	382
Total current liabilities	8,960	9,172	8,414
Long-term debt and capitalized lease obligations(2)	1,911	1,970	1,943
Pension and postretirement benefits	2,539	2,582	2,730
Other long-term liabilities	2,081	2,124	2,126
Long-term deferred tax liabilities	963	839	955
Total Liabilities	16,454	16,687	16,168
Commitments and contingencies			
EQUITY			
Total Equity	2,824	4,496	3,172
TOTAL LIABILITIES AND EQUITY	$19,278	$21,183	$ 19,340

(1) Includes $235 million, $150 million and $285 million at August 3, 2013, July 28, 2012 and February 2, 2013, respectively, of unsecured commercial paper held by ESL and its affiliates.
(2) Includes $95 million of senior secured notes and $3 million of subsidiary notes held by ESL and its affiliates at both August 3, 2013 and February 2, 2013. Includes $95 million of senior secured notes and $14 million of subsidiary notes held by ESL and its affiliates at July 28, 2012.

See accompanying notes.

SEARS HOLDINGS CORPORATION
Condensed Consolidated Statements of Cash Flows
(Unaudited)

millions	26 Weeks Ended August 3, 2013	26 Weeks Ended July 28, 2012
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	$(419)	$61
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Depreciation and amortization	378	414
Impairment charges	8	—
Gain on sales of assets	(255)	(410)
Pension and postretirement plan contributions	(176)	(164)
Settlement of Canadian dollar hedges	—	6
Change in operating assets and liabilities (net of acquisitions and dispositions):		
Deferred income taxes	12	32
Merchandise inventories	(183)	(248)
Merchandise payables	157	178
Income and other taxes	(12)	14
Mark-to-market adjustments on Sears Canada foreign exchange forward contracts	(1)	—
Other operating assets	(43)	91
Other operating liabilities	(181)	(46)
Net cash used in operating activities	(715)	(72)
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sales of property and investments	287	456
Net increase in investments and restricted cash	(1)	(1)
Purchases of property and equipment	(116)	(161)
Net cash provided by investing activities	170	294
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from debt issuances	2	2
Repayments of long-term debt	(46)	(231)
Increase in short-term borrowings, primarily 90 days or less	662	1
Purchase of Sears Canada shares	—	(10)
Net cash provided by (used in) financing activities	618	(238)
Effect of exchange rate changes on cash and cash equivalents	(11)	(1)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	62	(17)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	609	747
CASH AND CASH EQUIVALENTS, END OF PERIOD	$671	$730
Supplemental Cash Flow Data:		
Income taxes paid, net of refunds	$32	$20
Cash interest paid	98	100
Unpaid liability to acquire equipment and software	43	50

See accompanying notes.

SEARS HOLDINGS CORPORATION
Condensed Consolidated Statements of Equity
(Unaudited)

millions	Equity Attributable to Holdings' Shareholders: Number of Shares	Common Stock	Treasury Stock	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Noncontrolling Interests	Total
Balance at January 28, 2012	106	$ 1	$ (5,981)	$ 10,005	$ 1,865	$ (1,609)	$ 60	$ 4,341
Comprehensive income								
Net income	—	—	—	—	57	—	4	61
Pension and postretirement adjustments, net of tax	—	—	—	—	—	91	1	92
Deferred gain on derivatives, net of tax	—	—	—	—	—	5	—	5
Total Comprehensive Income								158
Stock awards	—	—	10	(5)	—	—	—	5
Purchase of Sears Canada shares	—	—	—	(3)	—	(1)	(6)	(10)
Associate stock purchase	—	—	2	—	—	—	—	2
Balance at July 28, 2012	106	$ 1	$ (5,969)	$ 9,997	$ 1,922	$ (1,514)	$ 59	$ 4,496
Balance at February 2, 2013	106	$ 1	$ (5,970)	$ 9,298	$ 885	$ (1,459)	$ 417	$ 3,172
Comprehensive loss								
Net loss	—	—	—	—	(473)	—	54	(419)
Pension and postretirement adjustments, net of tax	—	—	—	—	—	89	5	94
Currency translation adjustments, net of tax	—	—	—	—	—	(15)	(12)	(27)
Total Comprehensive Loss								(352)
Stock awards	—	—	3	(1)	—	—	—	2
Associate stock purchase	—	—	2	—	—	—	—	2
Balance at August 3, 2013	106	$ 1	$ (5,965)	$ 9,297	$ 412	$ (1,385)	$ 464	$ 2,824

See accompanying notes.

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements
(Unaudited)

NOTE 1 – BASIS OF PRESENTATION

Sears Holdings Corporation (“Holdings”) is the parent company of Kmart Holding Corporation (“Kmart”) and Sears, Roebuck and Co. (“Sears”). Holdings (together with its subsidiaries, “we,” “us,” “our,” or the “Company”) was formed as a Delaware corporation in 2004 in connection with the merger of Kmart and Sears (the “Merger”), on March 24, 2005. We are an integrated retailer with 2,036 full-line and specialty retail stores in the United States, operating through Kmart and Sears, and 461 full-line and specialty retail stores in Canada operating through Sears Canada Inc. (“Sears Canada”), a 51%-owned subsidiary. We have three reportable segments: Kmart, Sears Domestic and Sears Canada.

These interim unaudited Condensed Consolidated Financial Statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (“SEC”). Accordingly, they do not include all of the information and footnotes required in annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments (which include normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the interim period are not necessarily indicative of the results that may be expected for the full fiscal year. The retail business is seasonal in nature, and we generate a high proportion of our revenues and operating cash flows during the fourth quarter of our fiscal year, which includes the holiday season. These interim financial statements and related notes should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended February 2, 2013.

Depreciation Expense

Depreciation expense included within depreciation and amortization expense reported on the Condensed Consolidated Statements of Operations was $181 million, $361 million, $199 million and $388 million for the 13- and 26- week periods ended August 3, 2013 and July 28, 2012, respectively.

Separation of Sears Hometown and Outlet Businesses

On October 11, 2012, we completed the separation of our Sears Hometown and Outlet businesses through a rights offering transaction. We accounted for this separation in accordance with accounting standards applicable to common control transactions as ESL Investments, Inc. (together with its affiliated funds, "ESL"), at the completion of the separation, was a majority shareholder of Holdings and was a majority shareholder of Sears Hometown and Outlet Stores, Inc. ("SHO") as a result of exercising subscription rights pursuant to the rights offering. Accordingly, we classified the difference between the proceeds received and carrying value of net assets contributed to SHO as a reduction of capital in excess of par value in the Consolidated Statement of Equity for the period ended February 2, 2013.

In connection with the separation, Holdings and certain of its subsidiaries entered into various agreements with SHO under the terms described in Note 14. Because of the various agreements with SHO, the Company has determined that it has significant continuing cash flows with SHO. Accordingly, the operating results for the Sears Hometown and Outlet businesses through the date of the separation are presented within the consolidated operations of Holdings and the Sears Domestic segment in the accompanying Condensed Consolidated Financial Statements. Additionally, the Company has guaranteed lease obligations for certain SHO store leases that were assigned as a result of the separation. See Note 14 to the Condensed Consolidated Financial Statements for further information related to the agreements with SHO.

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

NOTE 2 – BORROWINGS

Total borrowings were as follows:

millions	August 3, 2013	July 28, 2012	February 2, 2013
Short-term borrowings:			
Unsecured commercial paper	$247	$235	$345
Secured borrowings	1,509	941	749
Long-term debt, including current portion:			
Notes and debentures outstanding	1,582	1,668	1,593
Capitalized lease obligations	404	456	433
Total borrowings	$3,742	$3,300	$3,120

The fair value of long-term debt, excluding capitalized lease obligations, was $1.5 billion at August 3, 2013 and $1.4 billion at both July 28, 2012 and February 2, 2013. The fair value of our debt was estimated based on quoted market prices for the same or similar issues or on current rates offered to us for debt of the same remaining maturities. Our long-term debt instruments are valued using Level 2 measurements as defined in Note 4 to the Condensed Consolidated Financial Statements.

Unsecured Commercial Paper

We borrow through the commercial paper markets. At August 3, 2013, July 28, 2012 and February 2, 2013, we had outstanding commercial paper borrowings of $247 million, $235 million and $345 million, respectively. ESL held $235 million, $150 million and $285 million, respectively, of our commercial paper at August 3, 2013, July 28, 2012 and February 2, 2013, including $143 million, $85 million and $169 million, respectively, held by Edward S. Lampert. See Note 14 for further discussion of these borrowings.

Domestic Credit Agreement

During the first quarter of 2011, we entered into a $3.275 billion amended credit agreement (the “Domestic Credit Agreement”) which expires in April 2016. We view this credit facility as our most cost efficient funding mechanism and therefore use it as a primary source of funding.

Advances under the Domestic Credit Agreement bear interest at a rate equal to, at the election of the Borrowers, either the London Interbank Offered Rate (“LIBOR”) or a base rate, in either case plus an applicable margin. The Domestic Credit Agreement’s interest rates for LIBOR-based borrowings vary based on leverage in the range of LIBOR plus 2.0% to 2.5%. Interest rates for base rate-based borrowings vary based on leverage in the range of the applicable base rate plus 1.0% to 1.5%. Commitment fees are in a range of 0.375% to 0.625% based on usage.

The Domestic Credit Agreement includes a $1.5 billion letter of credit sub-limit and an uncommitted accordion feature that provides us the flexibility, subject to certain terms and conditions, to use the existing collateral under the credit facility to obtain an aggregate amount of up to $1.0 billion in additional borrowing capacity if we so choose. The Domestic Credit Agreement permits aggregate second lien indebtedness of up to $2.0 billion, of which $1.2 billion second lien notes were outstanding at August 3, 2013, providing the Company the capacity to issue up to an additional $760 million in second lien indebtedness. The Domestic Credit Agreement is in place as a funding source for general corporate purposes and is an asset based revolving credit facility under which Sears Roebuck Acceptance Corp. (“SRAC”) and Kmart Corporation are the borrowers. The Domestic Credit Agreement is secured by a first lien on most of our domestic inventory and credit card and pharmacy receivables, and is subject to a borrowing base formula to determine availability.

The Domestic Credit Agreement limits our ability to make restricted payments, including dividends and share repurchases, subject to specified exceptions that are available if, in each case, no event of default under the credit facility exists immediately before or after giving effect to the restricted payment. These include exceptions that require that projected availability under the credit facility, as defined, is at least 15% and an exception that requires

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

that the restricted payment is funded from cash on hand and not from borrowings under the credit facility. The Domestic Credit Agreement also imposes various other requirements, which take effect if availability falls below designated thresholds, including a cash dominion requirement and a requirement that the fixed charge ratio at the last day of any quarter be not less than 1.0 to 1.0.

At August 3, 2013, July 28, 2012 and February 2, 2013, we had $1.5 billion, $941 million and $749 million, respectively, of borrowings and $680 million, $744 million and $754 million, respectively, of letters of credit outstanding under the Domestic Credit Agreement. As a result, our availability under the agreement was $1.1 billion at August 3, 2013, $1.6 billion at July 28, 2012 and $1.8 billion at February 2, 2013. The majority of the letters of credit outstanding are used to provide collateral for our insurance programs.

Senior Secured Notes

In October 2010, we sold $1 billion aggregate principal amount of senior secured notes (the “Notes”), which bear interest at 6 5/8% per annum and mature on October 15, 2018. Concurrent with the closing of the sale of the Notes, the Company sold $250 million aggregate principal amount of Notes to the Company’s domestic pension plan in a private placement, of which approximately $110 million remains in the domestic pension plan. The Notes are guaranteed by certain subsidiaries of the Company and are secured by a security interest in certain assets consisting primarily of domestic inventory and credit card receivables (the “Collateral”). The lien that secures the Notes is junior in priority to the lien on such assets that secures obligations under the Domestic Credit Agreement, as well as certain other first priority lien obligations. The Company used the net proceeds of this offering to repay borrowings outstanding under our domestic credit facility on the settlement date and to fund the working capital requirements of our retail businesses, capital expenditures and for general corporate purposes. The indenture under which the Notes were issued contains restrictive covenants that, among other things, (1) limit the ability of the Company and certain of its domestic subsidiaries to create liens and enter into sale and leaseback transactions and (2) limit the ability of the Company to consolidate with or merge into, or sell other than for cash or lease all or substantially all of its assets to, another person. The indenture also provides for certain events of default, which, if any were to occur, would permit or require the principal and accrued and unpaid interest on all the then outstanding notes to be due and payable immediately. Generally, the Company is required to offer to repurchase all outstanding Notes at a purchase price equal to 101% of the principal amount if the borrowing base (as calculated pursuant to the indenture) falls below the principal value of the notes plus any other indebtedness for borrowed money that is secured by liens on the Collateral for two consecutive quarters or upon the occurrence of certain change of control triggering events. The Company may call the Notes at a premium based on the “Treasury Rate” as defined in the indenture, plus 50 basis points. On September 6, 2011, we completed our offer to exchange the Notes held by nonaffiliates for a new issue of substantially identical notes registered under the Securities Act of 1933, as amended.

Sears Canada Credit Agreement

In September 2010, Sears Canada entered into a five-year, $800 million Canadian senior secured revolving credit facility (the “Sears Canada Facility”). The Sears Canada Facility is available for Sears Canada’s general corporate purposes and is secured by a first lien on inventory and credit card receivables. Availability under the Sears Canada Facility is determined pursuant to a borrowing base formula based on inventory and account and credit card receivables, subject to certain limitations. At August 3, 2013, July 28, 2012 and February 2, 2013, we had no borrowings outstanding under the Sears Canada Facility. Availability under this agreement was approximately $530 million ($551 million Canadian), $542 million ($545 million Canadian) and $503 million ($502 million Canadian), respectively, at August 3, 2013, July 28, 2012 and February 2, 2013. The current availability may be reduced by reserves currently estimated by the Company to be approximately $262 million which may be applied by the lenders at their discretion pursuant to the Credit Facility agreement. As a result of judicial developments relating to the priorities of pension liability relative to certain secured obligations, Sears Canada has executed an amendment to the Sears Canada Credit Facility which would provide additional security to lenders, with respect to the Company's unfunded pension liability by pledging certain real estate assets as collateral thereby partially reducing the potential reserve amounts by up to $150 million. The potential additional reserve amount may increase or decrease in the future based on estimated net pension liabilities.

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SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Wholly owned Insurance Subsidiary and Intercompany Securities
We have numerous types of insurable risks, including workers' compensation, product and general liability, automobile, warranty, asbestos and environmental claims and the extended service contracts we sell to our customers. In addition, we provide credit insurance to third party creditors of the Company to mitigate their credit risk with the Company. The associated risks are managed through Holdings' wholly owned insurance subsidiary, Sears Reinsurance Company Ltd. ("Sears Re"), a Bermuda Class 3 insurer.
In accordance with applicable insurance regulations, Sears Re holds marketable securities to support the insurance coverage it provides. Sears utilizes two securitization structures to issue specific securities in which Sears Re invests its capital to fund its insurance obligations. In November 2003, Sears formed a Real Estate Mortgage Investment Conduit, or REMIC. The real estate associated with 125 full-line stores was contributed to indirect wholly owned subsidiaries of Sears, and then leased back to Sears. The contributed stores were mortgaged and the REMIC issued securities that are secured by the mortgages and collateral assignments of the store leases. Sears Re and two other indirect wholly owned subsidiaries of Holdings own $1.3 billion (par value) of these mortgage-backed securities. Payments to Sears Re on these securities are funded by the lease payments. In May 2006, a subsidiary of Holdings contributed the rights to use the Kenmore®, Craftsman® and DieHard® trademarks in the U.S. and its possessions and territories to KCD IP, LLC, an indirect wholly owned subsidiary of Holdings. KCD IP, LLC has licensed the use of the trademarks to subsidiaries of Holdings, including Sears and Kmart. Asset-backed securities with a par value of $1.8 billion were issued by KCD IP, LLC and subsequently purchased by Sears Re, the collateral for which includes the trademark rights and royalty income. Payments to Sears Re on these asset-backed securities are funded by the royalty payments. The issuers of these mortgage-backed and asset-backed securities and the owners of these real estate and trademark assets are bankruptcy remote, special purpose entities that are indirect wholly owned subsidiaries of Holdings. Cash flows received from rental streams and licensing fee streams paid by Sears, Kmart, other affiliates and third parties, are used for the payment of fees and interest on these securities. Since the inception of the REMIC and KCD IP, LLC, these mortgage-backed and asset-backed securities have been entirely held by our wholly owned consolidated subsidiaries in support of our insurance activities. At August 3, 2013, July 28, 2012 and February 2, 2013, the net book value of the securitized trademark rights was approximately $1.0 billion. The net book value of the securitized real estate assets was approximately $0.7 billion at August 3, 2013, and approximately $0.8 billion at both July 28, 2012 and February 2, 2013.
Trade Creditor Matters
We have ongoing discussions concerning our liquidity and financial position with the vendor community and third parties that offer various credit protection services to our vendors. The topics discussed have included such areas as pricing, payment terms and ongoing business arrangements. As of the date of this report, we have not experienced any significant disruption in our access to merchandise or our operations.
NOTE 3 – DERIVATIVE FINANCIAL INSTRUMENTS
We primarily use derivatives as a risk management tool to decrease our exposure to fluctuations in the foreign currency market, and do not use derivative financial instruments for trading or speculative purposes. Sears Canada is exposed to fluctuations in foreign currency exchange rates due to inventory purchase contracts denominated in U.S. dollars.
During the second quarter of 2013, Sears Canada entered into $165 million notional amount of foreign exchange forward contracts. These forward contracts are used to reduce the foreign exchange risk with respect to U.S. dollar denominated assets and liabilities and purchases of goods or services.
Sears Canada has merchandise purchase contracts denominated in U.S. currency. The merchandise purchase contracts are considered embedded derivatives under relevant accounting rules.
We record mark-to-market adjustments for the fair value of forward contracts and embedded derivatives at the end of each period. Changes in the fair value of any derivatives that are not designated as hedges are recorded in earnings each period. Sears Canada mitigates the risk of foreign currency exchange rates by entering into foreign exchange

forward contracts. Since the Company's functional currency is the U.S. dollar, we are not directly exposed

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

to the risk of exchange rate changes due to Sears Canada's contracts, and therefore we do not account for these instruments as a hedge of our foreign currency exposure risk.

NOTE 4 – FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

We determine fair value of financial assets and liabilities based on the following fair value hierarchy, which prioritizes the inputs to valuation techniques used to measure fair value into three levels:

Level 1 inputs – unadjusted quoted prices in active markets for identical assets or liabilities that we have the ability to access. An active market for the asset or liability is one in which transactions for the asset or liability occur with sufficient frequency and volume to provide ongoing pricing information.

Level 2 inputs – inputs other than quoted market prices included in Level 1 that are observable, either directly or indirectly, for the asset or liability. Level 2 inputs include, but are not limited to, quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active and inputs other than quoted market prices that are observable for the asset or liability, such as interest rate curves and yield curves observable at commonly quoted intervals, volatilities, credit risk and default rates.

Level 3 inputs – unobservable inputs for the asset or liability.

Accounts receivable, merchandise payables, short-term borrowings, accrued liabilities and domestic cash and cash equivalents are reflected in the Condensed Consolidated Balance Sheets at cost, which approximates fair value due to the short-term nature of these instruments. The fair value of our debt is disclosed in Note 2 to the Condensed Consolidated Financial Statements. The following tables provide the fair value measurement amounts for other financial assets and liabilities recorded in our Condensed Consolidated Balance Sheets at fair value at August 3, 2013, July 28, 2012 and February 2, 2013:

millions	Total Fair Value Amounts at August 3, 2013	Level 1	Level 2	Level 3
Cash equivalents[1]	$211	$211	$—	$—
Restricted cash[2]	10	10	—	—
Foreign currency derivative assets[3]	1	—	1	—
Foreign currency derivative liabilities[4]	(1)	—	(1)	—
Total	$221	$221	$—	$—

millions	Total Fair Value Amounts at July 28, 2012	Level 1	Level 2	Level 3
Cash equivalents[1]	$274	$274	$—	$—
Restricted cash[2]	8	8	—	—
Total	$282	$282	$—	$—

millions	Total Fair Value Amounts at February 2, 2013	Level 1	Level 2	Level 3
Cash equivalents[1]	$181	$181	$—	$—
Restricted cash[2]	9	9	—	—
Total	$190	$190	$—	$—

(1) Included within Cash and cash equivalents on the Condensed Consolidated Balance Sheets.
(2) Included within Restricted cash on the Condensed Consolidated Balance Sheets.
(3) Included within Prepaid expenses and other current assets on the Condensed Consolidated Balance Sheets.
(4) Included within Accrued expenses and other current liabilities on the Condensed Consolidated Balance Sheets.

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

The fair values of derivative assets and liabilities traded in the over-the-counter market are determined using quantitative models that require the use of multiple inputs including interest rates, prices and indices to generate pricing and volatility factors. The predominance of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. Our derivative instruments are valued using Level 2 measurements.

NOTE 5 – SEARS CANADA

Sears Holdings Ownership of Sears Canada

At both August 3, 2013 and February 2, 2013, Sears Holdings was the beneficial holder of approximately 52 million, or 51%, of the common shares of Sears Canada. At July 28, 2012, Sears Holdings was the beneficial holder of approximately 97 million, or 96%, of the common shares of Sears Canada.

Partial Spin-Off

On November 13, 2012, we completed a partial spin-off (the “spin-off”) of our interest in Sears Canada. Prior to the spin-off, Holdings beneficially owned approximately 96% of the issued and outstanding common shares of Sears Canada. In connection with the spin-off, we distributed approximately 45 million common shares of Sears Canada held by Holdings on a pro rata basis to holders of Holdings' common stock. Following the spin-off, Holdings was the beneficial holder of approximately 51% of the issued and outstanding common shares of Sears Canada, and as such, Holdings has maintained control of Sears Canada and will continue to consolidate the results of Sears Canada. We accounted for the spin-off as an equity transaction in accordance with accounting standards applicable to noncontrolling interests. Accordingly, we reclassified a portion of our ownership interest in Sears Canada and accumulated other comprehensive loss to noncontrolling interest in the Consolidated Statement of Equity for the period ended February 2, 2013.

Sears Canada Share Repurchases

During the second quarter of 2013, Sears Canada renewed its Normal Course Issuer Bid with the Toronto Stock Exchange that permits it to purchase for cancellation up to 5% of its issued and outstanding common shares, representing approximately 5.1 million common shares. The purchase authorization expires on May 23, 2014 or on such earlier date as Sears Canada may complete its purchases pursuant to the Normal Course Issuer bid. There were no share purchases during the 13- and 26-week periods ended August 3, 2013. As part of a Normal Course Issuer Bid in place for the period from May 25, 2011 to May 24, 2012, and canceled, Sears Canada purchased and canceled approximately 0.7 million common shares for $7 million and approximately 0.9 million common shares for $10 million during the 13- and 26-week periods ended July 28, 2012, respectively.

NOTE 6 – STORE CLOSING COSTS, IMPAIRMENTS AND REAL ESTATE TRANSACTIONS

Store Closing Costs and Severance

In accordance with accounting standards governing costs associated with exit or disposal activities, expenses related to future rent payments for which we no longer intend to receive any economic benefit are accrued for when we cease to use the leased space and have been reduced for any income that we believe can be realized through sub-leasing the leased space. During the second quarter of 2013 we closed 16 stores in our Kmart segment and 10 stores in our Sears Domestic segment we previously announced would close. During the first half of 2013, we closed 27 stores in our Kmart segment and 10 stores in our Sears Domestic segment we previously announced would close, and recorded charges for the related lease obligations of $1 million for 4 of these stores at Kmart.

During the second quarter of 2012, we closed 29 stores in our Kmart segment and 41 stores in our Sears Domestic segment we previously announced would close, and recorded charges for the related lease obligations of $8 million for 22 of these stores at Kmart and $8 million for 29 of these stores at Sears Domestic. During the first half of 2012 we closed 52 stores in our Kmart segment and 125 stores in our Sears Domestic segment we previously announced would close, and recorded charges for the related lease obligations of $11 million for 36 of these stores at Kmart and $39 million for 46 of these stores at Sears Domestic.

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We made the decision to close 12 stores in our Kmart segment and 6 stores in our Sears Domestic segment during the second quarter of 2013, and 25 stores in our Kmart segment and 12 stores in our Sears Domestic segment during the first half of 2013.
Store closing costs recorded for the 13- and 26- week periods ended August 3, 2013 and July 28, 2012 were as follows:

millions	Markdowns[1]	Severance Costs[2]	Lease Termination Costs[2]	Other Charges[2]	Impairment and Accelerated Depreciation[3]	Total Store Closing Costs
Kmart	$4	$1	$—	$3	$—	$8
Sears Domestic	3	1	(3)	1	1	3
Total for the 13-week period ended August 3, 2013	$7	$2	$(3)	$4	$1	$11
Kmart	$—	$—	$8	$—	$1	$9
Sears Domestic	—	—	8	—	6	14
Sears Canada	—	2	—	—	—	2
Total for the 13-week period ended July 28, 2012	$—	$2	$16	$—	$7	$25
Kmart	$9	$2	$(1)	$6	$1	$17
Sears Domestic	6	2	(6)	3	9	14
Sears Canada	—	2	—	—	—	2
Total for the 26-week period ended August 3, 2013	$15	$6	$(7)	$9	$10	$33
Kmart	$—	$—	$11	$—	$1	$12
Sears Domestic	—	—	39	—	6	45
Sears Canada	—	2	—	—	—	2
Total for the 26-week period ended July 28, 2012	$—	$2	$50	$—	$7	$59

(1) Recorded within Cost of sales, buying and occupancy on the Condensed Consolidated Statements of Operations.

(2) Recorded within Selling and administrative on the Condensed Consolidated Statements of Operations. Lease termination costs are net of estimated sublease income, and include the reversal of closed store reserves for which the lease agreement has been terminated and the reversal of deferred rent balances related to closed stores.

(3) Costs for the 26- week period ended August 3, 2013 include $8 million recorded within Impairment charges and $2 million recorded within Depreciation and amortization on the Condensed Consolidated Statements of Operations. Costs for the 13- week period ended August 3, 2013 and the 13- week and 26- week periods ended July 28, 2012 are recorded within Depreciation and amortization on the Condensed Consolidated Statements of Operations.

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Store closing cost accruals of $157 million, $165 million and $193 million at August 3, 2013, July 28, 2012 and February 2, 2013, respectively, were as follows:

millions	Severance Costs	Lease Termination Costs	Other Charges	Total
Balance at July 28, 2012	$21	$123	$21	$165
Store closing costs	29	25	7	61
Payments/utilizations	(9)	(10)	(14)	(33)
Balance at February 2, 2013	41	138	14	193
Store closing costs	6	(7)	9	8
Payments/utilizations	(24)	(12)	(8)	(44)
Balance at August 3, 2013	$23	$119	$15	$157

Real Estate Transactions

During the second quarter of 2013, we recorded gains on the sales of assets of $235 million in connection with real estate transactions which included a gain of $180 million recognized on the amendment and early termination of the leases on two properties operated by Sears Canada for which Sears Canada received $191 million Canadian in cash proceeds. Gains on sales of assets recorded in the second quarter of 2013 also included gains of $55 million related to the sale of a store previously operated under The Great Indoors format, two Sears Full-line stores and one Kmart store.

During the first quarter of 2012, we recorded gains on the sales of assets of $386 million in connection with real estate transactions which included a gain of $223 million recognized on the sale of 11 (six owned and five leased) Sears Full-line store locations to General Growth Properties for $270 million in cash proceeds, and a gain of $163 million recognized on the surrender and early termination of the leases on three properties operated by Sears Canada, under an agreement with The Cadillac Fairview Corporation Limited for which Sears Canada received $170 million Canadian in cash proceeds.

In connection with these transactions, we surrendered substantially all of our rights and obligations under our preexisting lease agreements and agreed to surrender each of the premises in periods ranging up to 23 months from the date of closing.

NOTE 7 – EQUITY

Accumulated Other Comprehensive Loss

The following table displays the components of accumulated other comprehensive loss:

millions	August 3, 2013	July 28, 2012	February 2, 2013
Pension and postretirement adjustments (net of tax of $(441), $(489) and $(443), respectively)	$(1,319)	$(1,485)	$(1,408)
Currency translation adjustments (net of tax of $(40), $(27) and $(39), respectively)	(66)	(29)	(51)
Accumulated other comprehensive loss	$(1,385)	$(1,514)	$(1,459)

Pension and postretirement adjustments relate to the net actuarial loss on our pension and postretirement plans recognized as a component of accumulated other comprehensive loss.

Accumulated other comprehensive loss attributable to noncontrolling interests at August 3, 2013, July 28, 2012, and February 2, 2013 was $71 million, $7 million and $64 million, respectively.

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Income Tax Expense Allocated to Each Component of Other Comprehensive Income (Loss)
Income tax expense allocated to each component of other comprehensive income (loss) was as follows:

	13 Weeks Ended August 3, 2013			13 Weeks Ended July 28, 2012		
millions	Before Tax Amount	Tax Expense	Net of Tax Amount	Before Tax Amount	Tax Expense	Net of Tax Amount
Other comprehensive income (loss)						
Pension and postretirement adjustments[1]	$49	$(1)	$48	$47	$(1)	$46
Deferred gain on derivatives	—	—	—	3	—	3
Currency translation adjustments	(20)	—	(20)	5	1	6
Total other comprehensive income (loss)	$29	$(1)	$28	$55	$—	$55

	26 Weeks Ended August 3, 2013			26 Weeks Ended July 28, 2012		
millions	Before Tax Amount	Tax Expense	Net of Tax Amount	Before Tax Amount	Tax Expense	Net of Tax Amount
Other comprehensive income (loss)						
Pension and postretirement adjustments[1]	$97	$(3)	$94	$95	$(3)	$92
Deferred gain on derivatives	—	—	—	5	—	5
Currency translation adjustments	(28)	1	(27)	(1)	1	—
Total other comprehensive income (loss)	$69	$(2)	$67	$99	$(2)	$97

(1) Included in the computation of net periodic benefit expense. See Note 8 to the Condensed Consolidated Financial Statements.

Share Repurchase Program

During the 13- and 26- week periods ended August 3, 2013 and July 28, 2012, we repurchased no shares of our common stock under our common share repurchase program. At August 3, 2013, we had approximately $504 million of remaining authorization under our common share repurchase program.

The share repurchase program has no stated expiration date and share repurchases may be implemented using a variety of methods, which may include open market purchases, privately negotiated transactions, block trades, accelerated share repurchase transactions, the purchase of call options, the sale of put options or otherwise, or by any combination of such methods.

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NOTE 8 – BENEFIT PLANS

Pension and Postretirement Benefit Plans

We provide benefits to certain associates who are eligible under various defined benefit pension plans, contributory defined benefit pension plans and other postretirement plans, primarily retiree medical benefits. For purposes of determining the periodic expense of our defined benefit plans, we use the fair value of plan assets as the market related value. The following table summarizes the components of total net periodic benefit expense, recorded within Selling and administrative on the Condensed Consolidated Statements of Operations, for our retirement plans:

	13 Weeks Ended		26 Weeks Ended	
millions	August 3, 2013	July 28, 2012	August 3, 2013	July 28, 2012
Components of net periodic expense:				
Interest cost	$75	$96	$150	$192
Expected return on plan assets	(77)	(93)	(154)	(186)
Amortization of experience losses	49	47	97	95
Net periodic expense	$47	$50	$93	$101

Contributions

During the 13- and 26- week periods ended August 3, 2013, we made total contributions of $87 million and $176 million, respectively, to our pension and postretirement plans. During the 13- and 26- week periods ended July 28, 2012, we made total contributions of $78 million and $164 million, respectively, to our pension and postretirement plans. We anticipate making aggregate contributions to our domestic and Canadian defined benefit and postretirement plans of approximately $244 million over the remainder of 2013.

NOTE 9 – INCOME TAXES

We had gross unrecognized tax benefits of $142 million at August 3, 2013, and $161 million at both July 28, 2012 and February 2, 2013. Of the amount at August 3, 2013, $86 million, would, if recognized, impact our effective tax rate, with the remaining amount being comprised of unrecognized tax benefits related to gross temporary differences or any other indirect benefits. During the 13- and 26- week periods ended August 3, 2013, gross unrecognized tax benefits decreased by $9 million and $19 million, respectively, due to foreign and state audit activity. During the 26-week period ended July 28, 2012, gross unrecognized tax benefits decreased by $31 million due to federal, foreign, and state audit activity. We expect that our unrecognized tax benefits could decrease by as much as $22 million over the next 12 months for tax audit settlements and the expiration of the statute of limitations for certain jurisdictions.

We classify interest expense and penalties related to unrecognized tax benefits and interest income on tax overpayments as components of income tax expense. At August 3, 2013, July 28, 2012, and February 2, 2013, the total amount of interest and penalties included in our tax accounts in our Condensed Consolidated Balance Sheet was $51 million ($35 million net of federal benefit), $58 million ($39 million net of federal benefit), and $57 million ($39 million net of federal benefit), respectively. The total amount of net interest income recognized as part of income tax benefit in our Condensed Consolidated Statements of Operations was $2 million and $4 million (net of federal benefit) for the 13- and 26- week periods ended August 3, 2013, respectively.

We file income tax returns in the United States, as well as various foreign jurisdictions. The IRS has completed its examination of Holdings' federal income tax returns through 2009, and all matters have been resolved except one issue in the 2008 and 2009 returns for which we are currently working with the IRS Appeals. In addition, Holdings and Sears are under examination by various state, local and foreign income tax jurisdictions for the years 2002 through 2011, and Kmart is under examination by such jurisdictions for the years 2003 through 2011.

At the end of 2012, we had a federal and state net operating loss ("NOL") deferred tax asset of $722 million, which will expire predominately between 2019 and 2033. We have federal credit carryforwards of $605 million, which will expire between 2015 and 2033.

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At February 2, 2013, we had a valuation allowance of $2.7 billion to record only the portion of the deferred tax asset that more likely than not will be realized. The amount of the deferred tax asset considered realizable, however, could be adjusted in the future if estimates of future taxable income during the carryforward period are reduced or increased, or if objective negative evidence in the form of cumulative losses is no longer present and additional weight may be given to subjective evidence such as our projections for growth. We will continue to evaluate our valuation allowance as the year progresses for any change in circumstances that causes a change in judgment about the realizability of the deferred tax asset. At the end of 2012, we had a state separate entity deferred tax asset of $145 million. In the event the Company does not achieve its forecasted results for the remainder of 2013, an additional valuation allowance may be required.

The application of the requirements for accounting for income taxes in interim periods, after consideration of our valuation allowance, causes a significant variation in the typical relationship between income tax expense and pretax accounting income. For the second quarter of 2013, our effective income tax rate was an expense of 30.9% primarily due to not recognizing the benefit of current period losses in certain domestic jurisdictions where it is not more likely than not that such benefits would be realized. In addition, the second quarter of 2013 benefited from favorable audit settlements and the lower tax on the Sears Canada gain on sales of assets.

NOTE 10 – SUMMARY OF SEGMENT DATA

These reportable segment classifications are based on our business formats, as described in Note 1. The Kmart and Sears Canada formats each represent both an operating and reportable segment. The Sears Domestic reportable segment consists of the aggregation of several business formats. These formats are evaluated by our Chief Operating Decision Maker ("CODM") to make decisions about resource allocation and to assess performance.

Each of these segments derives its revenues from the sale of merchandise and related services to customers, primarily in the United States and Canada. The merchandise and service categories are as follows:

(i) Hardlines—consists of appliances, consumer electronics, lawn & garden, tools & hardware, automotive parts, household goods, toys, housewares and sporting goods;

(ii) Apparel and Soft Home—includes women’s, men’s, kids, footwear, jewelry, accessories and soft home;

(iii) Food and Drug—consists of grocery & household, pharmacy and drugstore; and

(iv) Service and Other—includes repair, installation and automotive service and extended contract revenue as well as revenues earned in connection with our agreements with SHO.

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	13 Weeks Ended August 3, 2013			
millions	Kmart	Sears Domestic	Sears Canada	Sears Holdings
Merchandise sales and services				
Hardlines	$977	$2,458	$484	$3,919
Apparel and Soft Home	1,003	1,120	387	2,510
Food and Drug	1,169	3	—	1,172
Service and Other	19	1,202	49	1,270
Total merchandise sales and services	3,168	4,783	920	8,871
Costs and expenses				
Cost of sales, buying and occupancy	2,459	3,544	682	6,685
Selling and administrative	747	1,301	243	2,291
Depreciation and amortization	33	129	25	187
Gain on sales of assets	(15)	(45)	(181)	(241)
Total costs and expenses	3,224	4,929	769	8,922
Operating income (loss)	$(56)	$(146)	$151	$(51)
Total assets	$4,291	$12,602	$2,385	$19,278
Capital expenditures	$4	$47	$5	$56

	13 Weeks Ended July 28, 2012			
millions	Kmart	Sears Domestic	Sears Canada	Sears Holdings
Merchandise sales and services				
Hardlines	$1,033	$3,129	$577	$4,739
Apparel and Soft Home	1,024	1,195	406	2,625
Food and Drug	1,297	12	—	1,309
Service and Other	20	726	48	794
Total merchandise sales and services	3,374	5,062	1,031	9,467
Costs and expenses				
Cost of sales, buying and occupancy	2,586	3,611	739	6,936
Selling and administrative	763	1,389	285	2,437
Depreciation and amortization	38	149	25	212
Gain on sales of assets	(9)	(5)	(1)	(15)
Total costs and expenses	3,378	5,144	1,048	9,570
Operating loss	$(4)	$(82)	$(17)	$(103)
Total assets	$4,637	$13,736	$2,810	$21,183
Capital expenditures	$35	$26	$20	$81

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	26 Weeks Ended August 3, 2013			
millions	Kmart	Sears Domestic	Sears Canada	Sears Holdings
Merchandise sales and services				
Hardlines	$1,875	$4,641	$925	$7,441
Apparel and Soft Home	1,996	2,285	741	5,022
Food and Drug	2,359	6	—	2,365
Service and Other	41	2,358	96	2,495
Total merchandise sales and services	6,271	9,290	1,762	17,323
Costs and expenses				
Cost of sales, buying and occupancy	4,857	6,837	1,287	12,981
Selling and administrative	1,460	2,556	493	4,509
Depreciation and amortization	66	262	50	378
Impairment charges	—	8	—	8
Gain on sales of assets	(28)	(46)	(181)	(255)
Total costs and expenses	6,355	9,617	1,649	17,621
Operating income (loss)	$(84)	$(327)	$113	$(298)
Total assets	$4,291	$12,602	$2,385	$19,278
Capital expenditures	$25	$76	$15	$116

	26 Weeks Ended July 28, 2012			
millions	Kmart	Sears Domestic	Sears Canada	Sears Holdings
Merchandise sales and services				
Hardlines	$2,001	$6,104	$1,071	$9,176
Apparel and Soft Home	2,086	2,452	772	5,310
Food and Drug	2,659	23	—	2,682
Service and Other	43	1,421	105	1,569
Total merchandise sales and services	6,789	10,000	1,948	18,737
Costs and expenses				
Cost of sales, buying and occupancy	5,151	7,098	1,390	13,639
Selling and administrative	1,515	2,804	563	4,882
Depreciation and amortization	71	292	51	414
Gain on sales of assets	(14)	(233)	(163)	(410)
Total costs and expenses	6,723	9,961	1,841	18,525
Operating income	$66	$39	$107	$212
Total assets	$4,637	$13,736	$2,810	$21,183
Capital expenditures	$67	$58	$36	$161

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NOTE 11 – SUPPLEMENTAL FINANCIAL INFORMATION

Other long-term liabilities at August 3, 2013, July 28, 2012 and February 2, 2013 consisted of the following:

millions	August 3, 2013	July 28, 2012	February 2, 2013
Unearned revenues	$858	$791	$843
Self-insurance reserves	705	735	714
Other	518	598	569
Total	$2,081	$2,124	$2,126

NOTE 12 – LEGAL PROCEEDINGS

We are a defendant in several lawsuits containing class or collective action allegations in which the plaintiffs are current and former hourly and salaried associates who allege violations of various wage and hour laws, rules and regulations pertaining to alleged misclassification of certain of our employees and the failure to pay overtime and/or the failure to pay for missed meal and rest periods. The complaints generally seek unspecified monetary damages, injunctive relief, or both. Further, certain of these proceedings are in jurisdictions with reputations for aggressive application of laws and procedures against corporate defendants. We also are a defendant in several putative or certified class action lawsuits in California relating to alleged failure to comply with California laws pertaining to certain operational, marketing and payroll practices. The California laws alleged to have been violated in each of these lawsuits provide the potential for significant statutory penalties. At this time, the Company is not able to either predict the outcome of these lawsuits or reasonably estimate a potential range of loss with respect to the lawsuits.

We are subject to various other legal and governmental proceedings and investigations, including some involving the practices and procedures in our more highly regulated businesses and many involving litigation incidental to those and other businesses. Some matters contain class action allegations, environmental and asbestos exposure allegations and other consumer-based, regulatory or qui tam claims, each of which may seek compensatory, punitive or treble damage claims (potentially in large amounts), as well as other types of relief.

In accordance with accounting standards regarding loss contingencies, we accrue an undiscounted liability for those contingencies where the incurrence of a loss is probable and the amount can be reasonably estimated, and we disclose the amount accrued and the amount of a reasonably possible loss in excess of the amount accrued, if such disclosure is necessary for our financial statements to not be misleading. We do not record liabilities when the likelihood that the liability has been incurred is probable but the amount cannot be reasonably estimated, or when the liability is believed to be only reasonably possible or remote.

Because litigation outcomes are inherently unpredictable, our evaluation of legal proceedings often involves a series of complex assessments by management about future events and can rely heavily on estimates and assumptions. If the assessments indicate that loss contingencies that could be material to any one of our financial statements are not probable, but are reasonably possible, or are probable, but cannot be estimated, then we disclose the nature of the loss contingencies, together with an estimate of the range of possible loss or a statement that such loss is not reasonably estimable. While the consequences of certain unresolved proceedings are not presently determinable, and an estimate of the probable and reasonably possible loss or range of loss in excess of amounts accrued for such proceedings cannot be reasonably made, an adverse outcome from such proceedings could have a material effect on our earnings in any given reporting period. However, in the opinion of our management, after consulting with legal counsel, and taking into account insurance and reserves, the ultimate liability related to current outstanding matters is not expected to have a material effect on our financial position, liquidity or capital resources.

NOTE 13 – RECENT ACCOUNTING PRONOUNCEMENTS

Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists

In July 2013, the Financial Accounting Standards Board (“FASB”) issued an accounting standards update which requires an unrecognized tax benefit to be presented as a reduction to a deferred tax asset for a net operating loss

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carryforward, a similar tax loss or a tax credit carryforward that the entity intends to use and is available for settlement at the reporting date. The update will be effective for the Company in the first quarter of 2014 and is not expected to have a material impact on the Company's condensed consolidated financial position, results of operations or cash flows.

Disclosures about Reclassification Adjustments out of Accumulated Other Comprehensive Income

In February 2013, the FASB issued an accounting standards update which adds new disclosure requirements for items reclassified out of accumulated other comprehensive income. The update requires entities to disclose additional information about reclassification adjustments, including changes in accumulated other comprehensive income balances by component and significant items reclassified out of accumulated other comprehensive income. The update was effective and adopted by the Company in the first quarter of 2013 and impacted the Company’s disclosures, but otherwise did not have a material impact on the Company’s condensed consolidated financial position, results of operations or cash flows.

Testing Indefinite-Lived Intangible Assets for Impairment

In July 2012, the FASB issued an accounting standards update which provides, subject to certain conditions, the option to perform a qualitative, rather than quantitative, assessment to determine whether it is more likely than not that the fair value of an indefinite-lived intangible asset is less than its carrying amount. This update was effective and adopted by the Company in the first quarter of 2013 and did not have a material impact on the Company’s condensed consolidated financial position, results of operations or cash flows.

Disclosures about Offsetting Assets and Liabilities

In December 2011, the FASB issued an accounting standards update which requires disclosures of gross and net information about financial derivative instruments eligible for offset in the statement of financial position or subject to a master netting agreement. In January 2013, the FASB issued an accounting standards update which narrows the scope of the disclosure requirements to derivatives, securities borrowings, and securities lending transactions that are either offset or subject to a master netting arrangement. This update was effective for and adopted by the Company in the first quarter of 2013 and impacted the Company’s disclosures, but otherwise did not have a material impact on the Company’s condensed consolidated financial position, results of operations or cash flows.

NOTE 14 – RELATED PARTY DISCLOSURE

Investment of Surplus Cash

Our Board has delegated authority to direct investment of our surplus cash to Edward S. Lampert, subject to various limitations that have been or may be from time to time adopted by the Board of Directors and/or the Finance Committee of the Board of Directors. Mr. Lampert is Chairman of our Board of Directors and its Finance Committee and is the Chairman and Chief Executive Officer of ESL. Additionally, on February 1, 2013, Mr. Lampert became our Chief Executive Officer, in addition to his role as Chairman of the Board. Neither Mr. Lampert nor ESL will receive compensation for any such investment activities undertaken on our behalf, other than Mr. Lampert's compensation as our Chief Executive Officer. ESL beneficially owned approximately 55% of our outstanding common stock at August 3, 2013.

Further, to clarify the expectations that the Board of Directors has with respect to the investment of our surplus cash, the Board has renounced, in accordance with Delaware law, any interest or expectancy of the Company associated with any investment opportunities in securities that may come to the attention of Mr. Lampert or any employee, officer, director or advisor to ESL and its affiliated investment entities (each, a “Covered Party”) who also serves as an officer or director of the Company other than (a) investment opportunities that come to such Covered Party’s attention directly and exclusively in such Covered Party’s capacity as a director, officer or employee of the Company, (b) control investments in companies in the mass merchandising, retailing, commercial appliance distribution, product protection agreements, residential and commercial product installation and repair services and automotive repair and maintenance industries and (c) investment opportunities in companies or assets with a significant role in our retailing business, including investment in real estate currently leased by the Company or in

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suppliers for which the Company is a substantial customer representing over 10% of such companies' revenues, but excluding investments of ESL that were existing as of May 23, 2005.

Unsecured Commercial Paper

During the first half of 2013 and 2012, ESL and its affiliates purchased unsecured commercial paper issued by Sears Roebuck Acceptance Corp. ("SRAC"), an indirect wholly owned subsidiary of Sears Holdings. For the commercial paper outstanding to ESL, the weighted average of each of maturity, annual interest rate, and principal amount outstanding was 30.6 days, 2.78% and $273 million and 27.4 days, 1.82% and $197 million, respectively, in the first half of 2013 and 2012. The largest aggregate amount of principal outstanding to ESL at any time since the beginning of 2013 was $305 million and the aggregate amount of interest paid by SRAC to ESL during the first half of 2013 was $4 million. ESL held $235 million, $150 million and $285 million, respectively, in principal amount of commercial paper at August 3, 2013, July 28, 2012 and February 2, 2013, which included $143 million, $85 million and $169 million, respectively, held by Mr. Lampert. The commercial paper purchases were made in the ordinary course of business on substantially the same terms, including interest rates, as terms prevailing for comparable transactions with other persons, and did not present features unfavorable to the Company.

Senior Secured Notes

In 2011, Mr. Lampert and ESL purchased an aggregate of $95 million of principal amount of the Company's 6 5/8% Senior Secured Notes due 2018 (the "6 5/8% Notes") and $10 million of principal amount of unsecured notes issued by SRAC and another indirect wholly owned subsidiary of Sears Holdings, Sears DC Corp. (the "Subsidiary Notes"). The Subsidiary Notes issued by Sears DC Corp. matured in 2012. At both August 3, 2013 and February 2, 2013, Mr. Lampert and ESL held an aggregate of $95 million of principal amount of 6 5/8% Notes and $1 million and $2 million, respectively, of principal amount of Subsidiary Notes. At July 28, 2012, Mr. Lampert and ESL held an aggregate of $95 million of principal amount of 6 5/8% Notes and $4 million and $10 million, respectively, of principal amount of Subsidiary Notes.

Trade Receivable Put Agreements

On January 26, 2012, ESL entered into an agreement with a financial institution to acquire from the financial institution an undivided participating interest in a certain percentage of its rights and obligations under trade receivable put agreements that were entered into with certain vendors of the Company. These agreements generally provide that, in the event of a bankruptcy filing by the Company, the financial institution will purchase such vendors' accounts receivable arising from the sale of goods or services to the Company. ESL may from time to time choose to purchase an 80% undivided participating interest in the rights and obligations primarily arising under future trade receivable put agreements that the financial institution enters into with our vendors during the term of its agreement. The Company is neither a party nor will it become a party to any of these agreements. At August 3, 2013, July 28, 2012 and February 2, 2013, ESL held a participation interest totaling $97 million, $180 million and $234 million, respectively, in the financial institution's agreements relating to the Company.

Sears Canada

ESL directly owns approximately 28% of the outstanding common shares of Sears Canada.

SHO

Holdings, and certain of its subsidiaries, engage in transactions with SHO pursuant to various agreements with SHO which, among other things, (1) govern the principal transactions relating to the rights offering and certain aspects of our relationship with SHO following the separation, (2) establish terms under which Holdings and certain of its subsidiaries will provide SHO with services, and (3) establish terms pursuant to which Holdings and certain of its subsidiaries will obtain merchandise for SHO. ESL owns approximately 48% of the outstanding common stock of SHO (based on publicly available information as of June 10, 2013).

These agreements were made in the context of a parent-subsidiary relationship and were negotiated in the overall context of the separation. The Company believes that the methods by which costs are allocated are reasonable and

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

are based on prorated estimates of costs expected to be incurred by the Company. A summary of the nature of related party transactions involving SHO is as follows:

- SHO obtains a significant amount of its merchandise from the Company. We have also entered into certain agreements with SHO to provide logistics, handling, warehouse and transportation services. SHO also pays a royalty related to the sale of Kenmore, Craftsman and DieHard products and fees for participation in the Shop Your Way program.
- SHO receives commissions from the Company for the sale of merchandise made through www.sears.com, extended service agreements, delivery and handling services and credit revenues.
- The Company provides SHO with shared corporate services. These services include accounting and finance, human resources, information technology and real estate.

Amounts due to or from SHO are non-interest bearing, settled on a net basis, and have payment terms of 10 days after the invoice date. The Company invoices SHO on a weekly basis. At August 3, 2013 and February 2, 2013, Holdings reported a net amount receivable from SHO of $77 million and $79 million, respectively, in the Accounts receivable line of the Condensed Consolidated Balance Sheets. Amounts related to the sale of inventory and related services, royalties, and corporate shared services were $451 million and $885 million, respectively, and the net amounts SHO earned related to commissions were $24 million and $63 million, respectively, for the 13- and 26- week periods ended August 3, 2013. Additionally, the Company has guaranteed lease obligations for certain SHO store leases that were assigned as a result of the separation. See Note 4 of our Annual Report on Form 10-K for the fiscal year ended February 2, 2013 for further information related to these guarantees.

Also in connection with the separation, the Company entered into an agreement with SHO and the agent under SHO's secured credit facility, whereby the Company committed to continue to provide services to SHO in connection with a realization on the lender's collateral after default under the secured credit facility, notwithstanding SHO's default under the underlying agreement with us, and to provide certain notices and services to the agent, for so long as any obligations remain outstanding under the secured credit facility.

NOTE 15 – GUARANTOR/NON-GUARANTOR SUBSIDIARY FINANCIAL INFORMATION

At August 3, 2013, the principal amount outstanding of the Company’s 6 5/8% senior secured notes due 2018 was $1.24 billion. These notes were issued in 2010 by Sears Holdings Corporation (“Parent”). The notes are guaranteed by certain of our 100% owned domestic subsidiaries that own the collateral for the notes, as well as by SRAC (the “guarantor subsidiaries”). The following condensed consolidated financial information presents the Condensed Consolidating Balance Sheets at August 3, 2013, July 28, 2012 and February 2, 2013, the Condensed Consolidating Statements of Operations and the Condensed Consolidating Statements of Comprehensive Income (Loss) for the 13-and 26- week periods ended August 3, 2013 and July 28, 2012, and the Condensed Consolidating Statements of Cash flows for the 26-week periods ended August 3, 2013 and July 28, 2012 of (i) Parent; (ii) the guarantor subsidiaries; (iii) the non-guarantor subsidiaries; (iv) eliminations and (v) the Company on a consolidated basis.

The following condensed consolidated financial statements had total assets and total liabilities of approximately $670 million and $125 million, respectively, at July 28, 2012 attributable to the Sears Hometown and Outlet businesses. Merchandise sales and services included revenues of approximately $645 million and $1.3 billion, respectively, from the Sears Hometown and Outlet businesses for the 13- and 26- week periods ended July 28, 2012. Net income (loss) attributable to Holdings' shareholders included net income of approximately $21 million and $42 million, respectively, from the Sears Hometown and Outlet businesses for the 13- and 26- week periods ended July 28, 2012. The financial information for the Sears Hometown and Outlet businesses is reflected within the guarantor subsidiaries balances for this period. The condensed consolidated financial information at and for the period ended August 3, 2013 reflects the effects of the separation of SHO.

The principal elimination entries relate to investments in subsidiaries and intercompany balances and transactions including transactions with our wholly-owned non-guarantor insurance subsidiary. The Company has accounted for investments in subsidiaries under the equity method. The guarantor subsidiaries are 100% owned directly or indirectly by the Parent and all guarantees are joint, several and unconditional. Additionally, the notes are secured by a security interest in certain assets consisting primarily of domestic inventory and credit card receivables of the guarantor subsidiaries, and consequently may not be available to satisfy the claims of the Company's general

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

creditors. Certain investments primarily held by non-guarantor subsidiaries are recorded by the issuers at historical cost and are recorded at fair value by the holder.

Condensed Consolidating Balance Sheet
August 3, 2013

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Current assets					
Cash and cash equivalents	$—	$336	$335	$—	$671
Intercompany receivables	—	—	26,087	(26,087)	—
Accounts receivable	—	530	111	—	641
Merchandise inventories	—	6,856	852	—	7,708
Prepaid expenses and other current assets	92	1,093	470	(1,175)	480
Total current assets	92	8,815	27,855	(27,262)	9,500
Total property and equipment, net	—	4,241	1,545	—	5,786
Goodwill and intangible assets	—	955	2,288	—	3,243
Other assets	15	227	2,905	(2,398)	749
Investment in subsidiaries	15,822	25,301	—	(41,123)	—
TOTAL ASSETS	$15,929	$39,539	$34,593	$(70,783)	$19,278
Current liabilities					
Short-term borrowings	$—	$1,756	$—	$—	$1,756
Current portion of long-term debt and capitalized lease obligations	—	60	15	—	75
Merchandise payables	—	2,530	373	—	2,903
Intercompany payables	12,442	13,645	—	(26,087)	—
Short-term deferred tax liabilities	3	412	—	(33)	382
Other current liabilities	26	2,405	2,555	(1,142)	3,844
Total current liabilities	12,471	20,808	2,943	(27,262)	8,960
Long-term debt and capitalized lease obligations	1,237	2,923	101	(2,350)	1,911
Pension and postretirement benefits	—	2,150	389	—	2,539
Long-term deferred tax liabilities	—	8	889	66	963
Other long-term liabilities	—	826	1,508	(253)	2,081
Total Liabilities	13,708	26,715	5,830	(29,799)	16,454
EQUITY					
Shareholder’s equity	2,221	12,824	28,763	(41,448)	2,360
Noncontrolling interest	—	—	—	464	464
Total Equity	2,221	12,824	28,763	(40,984)	2,824
TOTAL LIABILITIES AND EQUITY	$15,929	$39,539	$34,593	$(70,783)	$19,278

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Balance Sheet
July 28, 2012

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Current assets					
Cash and cash equivalents	$—	$359	$371	$—	$730
Intercompany receivables	—	—	25,527	(25,527)	—
Accounts receivable	—	405	164	—	569
Merchandise inventories	—	7,819	834	—	8,653
Prepaid expenses and other current assets	81	620	471	(779)	393
Total current assets	81	9,203	27,367	(26,306)	10,345
Total property and equipment, net	—	4,660	1,681	—	6,341
Goodwill and intangible assets	—	1,155	2,593	—	3,748
Other assets	21	308	2,420	(2,000)	749
Investment in subsidiaries	17,178	25,890	—	(43,068)	—
TOTAL ASSETS	$17,280	$41,216	$34,061	$(71,374)	$21,183
Current liabilities					
Short-term borrowings	$—	$1,176	$—	$—	$1,176
Current portion of long-term debt and capitalized lease obligations	—	138	16	—	154
Merchandise payables	—	2,695	393	—	3,088
Intercompany payables	11,942	13,585	—	(25,527)	—
Short-term deferred tax liabilities	5	540	—	(30)	515
Other current liabilities	24	2,752	2,212	(749)	4,239
Total current liabilities	11,971	20,886	2,621	(26,306)	9,172
Long-term debt and capitalized lease obligations	1,237	2,828	104	(2,199)	1,970
Pension and postretirement benefits	—	2,139	443	—	2,582
Long-term deferred tax liabilities	—	—	772	67	839
Other long-term liabilities	—	830	1,525	(231)	2,124
Total Liabilities	13,208	26,683	5,465	(28,669)	16,687
EQUITY					
Shareholder's equity	4,072	14,533	28,596	(42,764)	4,437
Noncontrolling interest	—	—	—	59	59
Total Equity	4,072	14,533	28,596	(42,705)	4,496
TOTAL LIABILITIES AND EQUITY	$17,280	$41,216	$34,061	$(71,374)	$21,183

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Balance Sheet
February 2, 2013

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Current assets					
Cash and cash equivalents	$—	$320	$289	$—	$609
Intercompany receivables	—	—	25,553	(25,553)	—
Accounts receivable	—	506	129	—	635
Merchandise inventories	—	6,709	849	—	7,558
Prepaid expenses and other current assets	92	970	461	(1,060)	463
Total current assets	92	8,505	27,281	(26,613)	9,265
Total property and equipment, net	—	4,412	1,641	—	6,053
Goodwill and intangible assets	—	968	2,292	—	3,260
Other assets	17	223	3,147	(2,625)	762
Investment in subsidiaries	16,413	24,988	—	(41,401)	—
TOTAL ASSETS	$16,522	$39,096	$34,361	$(70,639)	$19,340
Current liabilities					
Short-term borrowings	$—	$1,094	$—	$—	$1,094
Current portion of long-term debt and capitalized lease obligations	—	66	17	—	83
Merchandise payables	—	2,392	369	—	2,761
Intercompany payables	12,594	12,959	—	(25,553)	—
Short-term deferred tax liabilities	3	412	—	(33)	382
Other current liabilities	26	2,640	2,455	(1,027)	4,094
Total current liabilities	12,623	19,563	2,841	(26,613)	8,414
Long-term debt and capitalized lease obligations	1,237	3,081	135	(2,510)	1,943
Pension and postretirement benefits	—	2,310	420	—	2,730
Long-term deferred tax liabilities	—	—	914	41	955
Other long-term liabilities	—	861	1,513	(248)	2,126
Total Liabilities	13,860	25,815	5,823	(29,330)	16,168
EQUITY					
Shareholder’s equity	2,662	13,281	28,538	(41,726)	2,755
Noncontrolling interest	—	—	—	417	417
Total Equity	2,662	13,281	28,538	(41,309)	3,172
TOTAL LIABILITIES AND EQUITY	$16,522	$39,096	$34,361	$(70,639)	$19,340

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Operations
For the 13 Weeks Ended August 3, 2013

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Merchandise sales and services	$—	$8,030	$1,780	$(939)	$8,871
Cost of sales, buying and occupancy	—	6,121	1,037	(473)	6,685
Selling and administrative	1	2,219	537	(466)	2,291
Depreciation and amortization	—	142	45	—	187
Gain on sales of assets	—	(60)	(181)	—	(241)
Total costs and expenses	1	8,422	1,438	(939)	8,922
Operating income (loss)	(1)	(392)	342	—	(51)
Interest expense	(55)	(90)	(22)	108	(59)
Interest and investment income	—	10	112	(108)	14
Other loss	—	—	(1)	—	(1)
Income (loss) before income taxes	(56)	(472)	431	—	(97)
Income tax (expense) benefit	—	37	(67)	—	(30)
Equity (deficit) in earnings in subsidiaries	(71)	281	—	(210)	—
Net income (loss)	(127)	(154)	364	(210)	(127)
Income attributable to noncontrolling interests	—	—	—	(67)	(67)
NET INCOME (LOSS) ATTRIBUTABLE TO HOLDINGS' SHAREHOLDERS	$(127)	$(154)	$364	$(277)	$(194)

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Operations
For the 13 Weeks Ended July 28, 2012

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Merchandise sales and services	$—	$8,422	$1,944	$(899)	$9,467
Cost of sales, buying and occupancy	—	6,276	1,103	(443)	6,936
Selling and administrative	1	2,287	605	(456)	2,437
Depreciation and amortization	—	163	49	—	212
Gain on sales of assets	—	(14)	(1)	—	(15)
Total costs and expenses	1	8,712	1,756	(899)	9,570
Operating income (loss)	(1)	(290)	188	—	(103)
Interest expense	(56)	(95)	(27)	113	(65)
Interest and investment income	—	9	113	(113)	9
Other income	—	—	1	—	1
Income (loss) before income taxes	(57)	(376)	275	—	(158)
Income tax (expense) benefit	20	53	(48)	—	25
Equity (deficit) in earnings in subsidiaries	(96)	144	—	(48)	—
Net income (loss)	(133)	(179)	227	(48)	(133)
Loss attributable to noncontrolling interests	—	—	—	1	1
NET INCOME (LOSS) ATTRIBUTABLE TO HOLDINGS' SHAREHOLDERS	$(133)	$(179)	$227	$(47)	$(132)

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SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Operations
For the 26 Weeks Ended August 3, 2013

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Merchandise sales and services	$—	$15,608	$3,475	$(1,760)	$17,323
Cost of sales, buying and occupancy	—	11,888	1,949	(856)	12,981
Selling and administrative	1	4,306	1,106	(904)	4,509
Depreciation and amortization	—	286	92	—	378
Impairment charges	—	8	—	—	8
Gain on sales of assets	—	(74)	(181)	—	(255)
Total costs and expenses	1	16,414	2,966	(1,760)	17,621
Operating income (loss)	(1)	(806)	509	—	(298)
Interest expense	(110)	(184)	(48)	222	(120)
Interest and investment income	—	19	224	(222)	21
Other loss	—	—	(1)	—	(1)
Income (loss) before income taxes	(111)	(971)	684	—	(398)
Income tax (expense) benefit	—	86	(107)	—	(21)
Equity (deficit) in earnings in subsidiaries	(308)	408	—	(100)	—
Net income (loss)	(419)	(477)	577	(100)	(419)
Income attributable to noncontrolling interests	—	—	—	(54)	(54)
NET INCOME (LOSS) ATTRIBUTABLE TO HOLDINGS' SHAREHOLDERS	$(419)	$(477)	$577	$(154)	$(473)

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Operations
For the 26 Weeks Ended July 28, 2012

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Merchandise sales and services	$—	$16,732	$3,770	$(1,765)	$18,737
Cost of sales, buying and occupancy	—	12,375	2,133	(869)	13,639
Selling and administrative	1	4,570	1,207	(896)	4,882
Depreciation and amortization	—	316	98	—	414
Gain on sales of assets	—	(247)	(163)	—	(410)
Total costs and expenses	1	17,014	3,275	(1,765)	18,525
Operating income (loss)	(1)	(282)	495	—	212
Interest expense	(112)	(191)	(54)	226	(131)
Interest and investment income	—	20	227	(226)	21
Other income	—	—	1	—	1
Income (loss) before income taxes	(113)	(453)	669	—	103
Income tax (expense) benefit	39	35	(116)	—	(42)
Equity in earnings in subsidiaries	135	388	—	(523)	—
Net income (loss)	61	(30)	553	(523)	61
Income attributable to noncontrolling interests	—	—	—	(4)	(4)
NET INCOME (LOSS) ATTRIBUTABLE TO HOLDINGS' SHAREHOLDERS	$61	$(30)	$553	$(527)	$57

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SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income (Loss)
For the 13 Weeks Ended August 3, 2013

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss)	$(127)	$(154)	$364	$(210)	$(127)
Other comprehensive income (loss)					
Pension and postretirement adjustments, net of tax	—	42	6	—	48
Currency translation adjustments, net of tax	—	—	(20)	—	(20)
Unrealized net loss, net of tax	—	(3)	(100)	103	—
Total other comprehensive income (loss)	—	39	(114)	103	28
Comprehensive income (loss)	(127)	(115)	250	(107)	(99)
Comprehensive income attributable to noncontrolling interests	—	—	—	(61)	(61)
Comprehensive income (loss) attributable to Holdings' shareholders	$(127)	$(115)	$250	$(168)	$(160)

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income (Loss)
For the 13 Weeks Ended July 28, 2012

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss)	$(133)	$(179)	$227	$(48)	$(133)
Other comprehensive income (loss)					
Pension and postretirement adjustments, net of tax	—	42	4	—	46
Deferred gain on derivatives, net of tax	3	—	—	—	3
Currency translation adjustments, net of tax	23	—	(17)	—	6
Unrealized net loss, net of tax	—	(269)	(96)	365	—
Total other comprehensive income (loss)	26	(227)	(109)	365	55
Comprehensive income (loss)	(107)	(406)	118	317	(78)
Comprehensive loss attributable to noncontrolling interests	—	—	—	1	1
Comprehensive income (loss) attributable to Holdings' shareholders	$(107)	$(406)	$118	$318	$(77)

SEARS HOLDINGS CORPORATION
Notes to Condensed Consolidated Financial Statements — (Continued)
(Unaudited)

Condensed Consolidating Statement of Comprehensive Income (Loss)
For the 26 Weeks Ended August 3, 2013

millions	Parent	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Net income (loss)	$(419)	$(477)	$577	$(100)	$(419)
Other comprehensive income (loss)					
Pension and postretirement adjustments, net of tax	—	84	10	—	94
Currency translation adjustments, net of tax	—	—	(27)	—	(27)
Unrealized net loss, net of tax	—	(2)	(44)	46	—
Total other comprehensive income (loss)	—	82	(61)	46	67
Comprehensive income (loss)	(419)	(395)	516	(54)	(352)
Comprehensive income attributable to noncontrolling interests	—	—	—	(47)	(47)
Comprehensive income (loss) attributable to Holdings' shareholders	$(419)	$(395)	$516	$(101)	$(399)

SEARS HOLDINGS CORPORATION
Notes to Conde