


**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Case No. 02-02474
)	Chapter 11
KMART CORPORATION, et al.,)	Hon. Susan Pierson Sonderby
)	
Debtor)	Hearing Date: December 17, 2003
)	11:00 a.m.
)	

**ORDER AUTHORIZING PAYMENT OF COMPENSATION TO DEWEY BALLANTINE
LLP, SPECIAL COUNSEL TO INDEPENDENT MEMBERS OF KMART
CORPORATION'S BOARD OF DIRECTORS**

Dewey Ballantine LLP, as Special Counsel to Independent Members of Kmart Corporation's Board of Directors, having filed a final fee application (Docket No. 15686) (the "Application"), due and proper notice having been given, and the Court having heard the statements of counsel and being otherwise fully advised in the premises, the Application is hereby allowed in the total amount of \$750,000.00 for services and expenses, as recommended by the Kmart Corporation Joint Fee Review Committee.

DATED: 17 DEC 2003


United States Bankruptcy Judge