



Office of the Secretary

UNITED STATES OF AMERICA  
FEDERAL TRADE COMMISSION  
WASHINGTON, D.C. 20580

August 31, 2009

John Butlre

State of New York

**Re: Sears Holdings Management Corporation  
FTC Matter No. 0823099**

Dear Mr. Butlre:

Thank you for your comment regarding the above-referenced matter. Your comment was placed on the public record pursuant to Section 2.34 of the Commission's Rules of Practice, 16 C.F.R. § 2.34, and was given serious consideration by the Commission.

Your comment suggests that the order should require Sears to pay a fine. The Commission's proposed complaint in this matter alleges Sears violated Section 5(a) of the FTC Act, 15 U.S.C. § 45(a). Section 5 does not authorize the Commission to obtain fines or civil penalties based on this allegation. If Sears violates the Commission's final order, however, Section 5(l) of the FTC Act, 15 U.S.C. § 45(l), authorizes the Commission to seek civil penalties for any order violations.

After considering your comments, the Commission has determined that the public interest would best be served by issuing the Decision and Order in final form without modification. A copy of the final Decision and Order, and other relevant materials, are available on the Commission's website at <http://www.ftc.gov>.

Thank you again for your comments. It helps the Commission's analysis to hear from a variety of sources in its work, and we appreciate your interest in this matter.

By direction of the Commission.

Donald S. Clark  
Secretary