

Table II -- Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Securities (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

See attached "REMARKS" page.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,
See Instruction 6 for procedure.

James E. Defebaugh by Power of Attorney for
Janet Langford Kelly

** Signature of Reporting Person

9/5/2003

Date

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Exhibit List

Exhibit 24 - Power of Attorney

POWER OF ATTORNEY
For Executing SEC Forms

The undersigned hereby
appoints each of
Harold W. Lueken,
Senior Vice President
and General Counsel and
James E. Defebaugh,
Senior Vice President,
Deputy General Counsel
and Chief Compliance

Officer of Kmart
Holding Corporation
(Kmart), signing singly,
the true and lawful
attorney-in-fact to:

(1) execute for and on
behalf of the undersigned,
with respect to the
undersigned's holdings
of and transactions in
Kmart securities,
Forms 3, 4 or 5
pursuant to Section 16(a)
of the Securities Exchange
Act and the rules thereunder;

(2) do and perform any and
all acts for and on behalf
of the undersigned which
may be necessary or desirable
to complete and execute any
such Form 3, 4 or 5 and timely
file such form with the United
States Securities and Exchange
Commission and any stock
exchange or similar authority
; and

(3) take any other action of
any type whatsoever in
connection with the foregoing
which, in the opinion of
such attorney-in-fact, may be
of benefit to, in the best
interest of, or legally
required by, the undersigned,
it being understood that
the documents executed by
such attorney-in-fact on
behalf of the undersigned
pursuant to this Power of
Attorney shall be in such

form and shall contain such terms and conditions as such attorney-in-fact may approve in her/his discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or her substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in Kmart securities, unless earlier revoked by the undersigned.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of September, 2003.

Janet Langford Kelly / S /

Signature

Janet Langford Kelly
Print Name

EXHIBIT 24