

*FILE ORIGINAL FOR CHAPTERS 7 and 11, IN DUPLICATE FOR CHAPTER 13, FOR DATE-STAMPED COPY, SEE #9 BELOW

United States Bankruptcy Court Northern District of Illinois, Eastern Division		<input type="checkbox"/> CH 7 <input type="checkbox"/> CH 13 <input checked="" type="checkbox"/> CH 11 PLEASE CHECK CHAPTER
Name of Debtor Kmart Corporation		Case Number 02-02474
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503		PROOF OF CLAIM
Name of Creditor (The person or other entity to whom the debtor owes money or property) FORD & HARRISON LLP	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	File Claim Form With: United States Bankruptcy Court P. O. Box A3613 Chicago, Illinois 60690-3612 Creditor # _____ THIS SPACE IS FOR COURT USE ONLY
Name and Address Where Notices Should be Sent N. Victoria, Esq. Ford & Harrison LLP 6750 Poplar Avenue, Ste. 600 Memphis, TN 38138 Telephone No. (901) 291-1500	<input checked="" type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Account or other number by which creditor identifies debtor:	Check here if this claim <input type="checkbox"/> amends <input type="checkbox"/> replaces a previously filed claim dated: _____	
1. BASIS FOR CLAIM		
<input type="checkbox"/> Goods sold	<input checked="" type="checkbox"/> Services performed	<input type="checkbox"/> Wages, salaries, and compensation (Fill out below)
<input type="checkbox"/> Money loaned	<input type="checkbox"/> Personal injury/wrongful death	Your social security number _____
<input type="checkbox"/> Taxes	<input checked="" type="checkbox"/> Other <u>Expenses incurred during litigation</u>	Unpaid compensation for services performed from _____ to _____ (date) (date)
<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 541(4)(B)		
2. DATE DEBT WAS INCURRED: 10-1-01/1-11-02		3. IF COURT JUDGMENT, DATE OBTAINED:
4. Total Amount of Claim at Time Case Filed: <u>\$33,301.12</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.		
<input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		
5. Secured claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff). Brief Description of Collateral: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of collateral: \$ _____ Amount of arrearage and other charges at time case filed included in secured claim above, if any: \$ _____		6. Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim: <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300), *earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier-11 U.S.C. § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan-11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,950* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child -11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 U.S.C. § 507(a)(8) <input type="checkbox"/> Other—Specify applicable paragraph of 11 U.S.C. § 507(a) _____ <small>*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>
7. CREDITS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.		THIS SPACE IS FOR COURT USE ONLY 2/27/02 402 sm
8. SUPPORTING DOCUMENTS: <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. ANY ATTACHMENT MUST BE 8-1/2" BY 11"		
9. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and an additional copy of this proof of claim.		
Date: 2/15/02	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any) N. Victoria Holladay, atty. <i>N. Victoria Holladay</i>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

November 1, 2001

PRIVILEGED AND CONFIDENTIAL

Bradley R. Johnson, Esquire
 Foley & Larder
 200 Laura Street
 Post Office Box 240
 Jacksonville, FL 32201-0240

TAX I.D. 58-1314995

Invoice #: 117594

For services rendered in connection with our file number 017756-0001:

K-MART CORPORATION - SANDRA COCHRAN V.

FEES:

<u>Date</u>	<u>Atty</u>	<u>Hours</u>	<u>Description</u>
10/01/01	NVH	2.50	Correspondence from Dr. Scott-Cox, psychologist for plaintiff, regarding her records; review same; memo to file regarding analysis and create calendar of plaintiff's psychologist appointment records and work schedule; e-mail to DAP regarding other medical records/employer records for plaintiff's deposition.
10/01/01	TMB	1.60	Continue to obtain records of plaintiffs' employment and medical history; telephone conferences to providers and former employers for updates of same.
10/02/01	DAP	0.60	Telephone conference with S. Jefferson regarding witness interview.
10/02/01	TMB	0.90	Continue to obtain records of plaintiff's medical and employment history; telephone conferences with medical providers and former employers regarding same.
10/03/01	DAP	8.00	Prepare for and conference with M. Pomeroy regarding factual analysis/deposition prep.
10/03/01	NVH	5.80	Prepare for and meet with M. Pomeroy regarding deposition preparation; correspondence from and to plaintiff's attorney regarding discovery responses and depositions; review client documents and prepare for deposition; pull exhibits for depositions.

10/04/01	DAP	8.10	Correspondence to plaintiff's attorney, K. Caraway, regarding discovery responses; correspondence to J. Ball regarding Fifth Amendment waiver and attorney client privilege cases; review documents from K-Mart for purposes of supplementing discovery; prepare documents for plaintiff's deposition; prepare calendar of events in preparation for deposition of plaintiff; telephone conference with M. Pomeroy regarding personnel files; conference with J. Ball and J. J. Juntila.
10/04/01	NVH	8.80	Prepare for and interview J. J. Juntila with his attorney; review client documents regarding deposition preparation and exhibits; correspondence from client regarding Foley & Lardner's engagement; e-mail to R. J. Foley regarding scheduled depositions.
10/05/01	DAP	1.90	Telephone conference with P. Nunnally regarding witness interview; arrange for delivery of records from Community Behavioral Hospital and Family Dollar; telephone conference with plaintiff's attorney, K. Caraway, regarding discovery responses; review correspondence from K. Caraway regarding discovery responses; telephone conference with M. Pomeroy regarding location of A. Mickel.
10/05/01	SKF	3.50	Research names of employees working on the date of the incident for discovery responses.
10/05/01	TMB	1.60	Continue to assist with preparation of plaintiff's deposition; telephone conferences (3) with A. McLean of Family Dollar Stores regarding plaintiff's employment records; telephone conferences (4) with Community Behavioral Hospital regarding subpoena and authorization for psychiatric records of plaintiff; prepare subpoena, request for records and attachment with letter to Community Behavioral Hospital; conferences (2) with DAP regarding same.
10/06/01	TMB	1.70	Telephone conference with A. McLean of Family Dollar regarding plaintiff's employment records; telephone conferences (2) with Keith, manager of Family Dollar Store, regarding copying plaintiff's personnel file; travel to and from Family Dollar to obtain plaintiff's employment records.
10/07/01	NVH	3.00	Prepare for plaintiff's deposition.
10/08/01	DAP	9.00	Deposition preparation; attendance at plaintiff's deposition; conference with K. Caraway, plaintiff's attorney.
10/08/01	NVH	12.00	Prepare for and depose plaintiff; conference with plaintiff's attorney regarding cancellation of K-Mart employee depositions.
10/08/01	TMB	1.70	Telephone conferences (6) with administrative personnel at Community Behavioral Hospital regarding plaintiff's records; travel to and from Community Behavioral Hospital to pick up plaintiff's psychiatric records.

10/09/01	DAP	0.40	Telephone conference with J. Lennon regarding rescheduling deposition; telephone conference with M. Pomeroy regarding discovery responses; e-mail to B. Szykula regarding plaintiff's amended discovery requests.
10/09/01	NVH	4.50	Prepare for deposition of S. Greer; correspondence from plaintiff's attorney regarding subpoena for J. LeJuene; correspondence from plaintiff's attorney regarding supplemental discovery responses; correspondence from plaintiff's attorney regarding amended discovery requests as to management personnel files; conference with plaintiff's attorney regarding J. J. Juntala deposition.
10/10/01	DAP	6.50	Preparation and attendance at deposition of S. Greer; conference with NVH regarding deposition of S. Greer; prepare subpoenas of phone records and 911 calls.
10/10/01	NVH	9.00	Prepare for and depose S. Greer; develop strategy regarding follow-up subpoena duces tecum and related tasks; conference with plaintiff's attorney regarding J. J. Juntala's deposition change; e-mail to B. Szykula regarding update of plaintiff's and S. Greer's depositions and follow-up items; review deposition notes regarding 911 subpoena duces tecum.
10/10/01	TMB	0.40	Telephone conferences (2) with TJX Corporation regarding plaintiff's employment application; review file.
10/11/01	DAP	2.50	Research regarding supervisory status under Title VII.
10/11/01	NVH	2.50	E-mail from B. Szykula regarding video tape search regarding recent Sixth Circuit case on sexual harassment/agent status; review correspondence from Foley & Lardner and begin response to same.
10/11/01	TMB	0.20	Telephone conference with TJX Corporation regarding plaintiff's application.
10/12/01	DAP	3.30	Conference with NVH regarding questionnaire; prepare subpoenas; review documents for supplementation of discovery.
10/12/01	NVH	6.30	Prepare Foley & Lardner questionnaire; review pleadings and discovery regarding same.
10/15/01	DAP	2.00	Review personnel files of J. Lennon, M. Pomeroy and J. LeJuene regarding discovery responses.
10/15/01	SKF	2.00	Telephone conferences (6) with Cingular regarding service of subpoena; prepare subpoena.
10/15/01	SKF	1.80	Telephone conferences (4) with Memphis Police Department regarding service of subpoena; prepare subpoena.
10/16/01	SKF	3.00	Telephone conferences (4) with Bell South regarding service of subpoena; prepare subpoena to Bell South; telephone conferences (5) with MCI Worldcom regarding service of subpoena; prepare subpoena to MCI Worldcom.

10/16/01	SKF	0.50	Service of subpoenas on Bell South and MCI Worldcom.
10/16/01	TMB	0.60	Telephone conference with Rhodna, TJX Corporation, regarding plaintiff's application for employment; request check for Community Behavioral Hospital's records of plaintiff; conference with DAP regarding status of same.
10/17/01	SKF	2.50	Travel to and service of subpoena on Cingular Wireless and attempted service of Memphis Police Department.
10/17/01	TMB	0.40	Draft letter with check to Community Behavioral Hospital for medical records.
10/18/01	SKF	1.20	Travel to Justice Center and service of subpoena on Memphis Police Department.
10/19/01	DAP	0.80	Correspondence to K. Carraway regarding discovery response; conference with SKF regarding supplementing discovery.
10/19/01	NVH	2.50	Conference with plaintiff's attorney regarding expert's report; review same; develop strategy regarding issuance of subpoena duces tecum for phone records and cost of same; develop strategy regarding counter expert; conference with B. Johnson of Foley & Lardner regarding settlement potential and strategy and case file retention issues; e-mail to P. Szykula and Mr. Carey regarding expert witness engagement; conference with plaintiff's attorney regarding settlement potential; conference with plaintiff's attorney regarding discovery issues.
10/19/01	SKF	1.50	Review timecard reports for discovery responses.
10/21/01	DAP	0.50	Review and analyze plaintiff's expert report.
10/22/01	DAP	1.00	Research and prepare memo regarding supervisory status.
10/22/01	NVH	1.80	Develop strategy regarding settlement analysis; conference with plaintiff's attorney; correspondence from plaintiff's attorney regarding discovery issues; review correspondence from plaintiff's attorney regarding inadequacies of supplemental discovery responses; review correspondence to plaintiff's attorney regarding defendant's discovery; review legal research memo.
10/22/01	SKF	0.40	Telephone conferences (4) with K. Davis of Cingular Wireless regarding subpoenas.
10/22/01	SKF	6.10	Review timecards records; memo regarding findings and subpoenas.
10/23/01	DAP	1.60	Research regarding subpoena fees; letter to Bell South regarding subpoena; conference with SKF regarding subpoenas; review 911 tape received from Police Department.
10/23/01	NVH	0.30	Listen to 911 call tape.
10/23/01	SKF	2.20	Initial preparation of calendar of days worked and not worked by plaintiff for discovery purposes.

10/23/01	TMB	2.70	Telephone conference with Memphis Police Department regarding instructions on picking up tape of 911 calls; telephone conferences (2) with Bell South regarding subpoena for plaintiff's records; travel to and from Memphis Police Department to pick up tape of 911 calls; conference with DAP and NVH regarding same.
10/24/01	DAP	0.30	Telephone conferences (2) with Bell South regarding subpoenas.
10/24/01	NVH	0.50	Correspondence from plaintiff's attorney regarding settlement demand; develop strategy regarding analysis of same.
10/25/01	DAP	3.70	Correspondence to K. Caraway, attorney for plaintiff, regarding discovery responses; telephone conference with K. Caraway regarding discovery; research regarding jury instructions; review and prepare documents for J. J. Juntila deposition.
10/25/01	NVH	0.50	Develop strategy regarding settlement and follow-up discovery issues; scheduling order issues.
10/26/01	DAP	5.50	Attendance at J. J. Juntila deposition; conference with NVH regarding discovery; telephone conference with J. Ball at Royal Oak Chrysler Jeep, Inc.
10/26/01	NVH	6.00	Prepare for and defend deposition of J. J. Juntila, alleged harasser.
10/26/01	SKF	2.60	Prepare calendar of days worked and not worked by plaintiff for discovery purposes.
10/29/01	DAP	0.60	Review records received from Baptist Hospital and phone records received from Bell South.
10/29/01	NVH	3.00	Correspondence and e-mail to B. Szykula and Foley & Lardner regarding plaintiff's settlement offer, analysis of same and alleged harasser's deposition testimony.
10/30/01	DAP	2.00	Draft motion for admission pro hac vice, corresponding affidavit and proposed order of B. Johnson; review file in preparation for file transfer.
10/30/01	NVH	3.00	E-mails to DAP and TMB regarding transfer of file to B. Johnson at Foley & Lardner in Jacksonville; review file regarding same; e-mail to B. Johnson regarding potential motion to stay case pending criminal trial of January till a conclusion; review and prepare file for transfer; telephone conference with plaintiff's attorney regarding source documents of plaintiff's expert.
10/30/01	TMB	0.60	Conference with NVH regarding preparation of file to send to new counsel; review file to determine which documents will be copied for same.
10/31/01	DAP	3.30	Review plaintiff's responses to defendant's discovery requests and plaintiff's supplemental request for production; review documents in response to plaintiff's supplemental request for production.

10/31/01	NVH	1.50	Review file for transfer; develop strategy regarding amended discovery request from plaintiff; correspondence from plaintiff's attorney regarding request for production of documents; e-mail to B. Johnson regarding same.
10/31/01	TMB	2.30	Assist with preparation of documents to be sent to Foley & Lardner; identify and label documents to be copied; prepare cover sheets for same.

Total Fees: \$ 29,963.50

Attorney Summary

<u>Name</u>	<u>Time</u>	<u>Hourly Rate</u>	<u>Value</u>
David A. Prather	61.60	160	9,856.00
Noel Victoria Holladay	73.50	225	16,537.50
Sandra K. Fugler	27.30	85	2,320.50
Traci M. Boord	14.70	85	1,249.50

EXPENSES:

Description

Photocopy	262.50
Long Distance Telephone	4.34
SKF reimbursement for mileage and parking expense - 10/17-18/01	28.22
TMB reimbursement for mileage expense to serve subpoena - 9/24/01	12.42
TMB reimbursement for mileage expense to serve subpoena - 9/26/01	14.15
TMB reimbursement for mileage expense to serve subpoena - 10/6/01	12.08
TMB reimbursement for mileage expense to serve subpoena - 10/8/01	12.42
TMB reimbursement for mileage expense to serve subpoena - 9/18/01	15.53
Noel Victoria Holladay reimbursement for parking expense - 10/26/01	5.50
Fee for Juntila Deposition	
Court Reporter fee, Morrow Sanders & Associates - 10/24/01; Deposition of S. Cochran	1786.75
Court Reporter fee, Morrow Sanders & Associates - 10/25/01; Deposition of S. Greer	1026.20
Outside Copy Costs, Midtown Mental Health - 9/17/01; Medical Records of Sandra Cochran	15.00

Outside Copy Costs, Memphis Center for Women and Families - 9/28/01; medical records of S. Cochran	25.00
Outside Copy Costs, Community Behavioral Hospital - 10/17/01; Medical Records	55.00
Federal Express to A. Mclean - 10/11/01	5.31
Courier Service, Dynamex Inc - 9/19/01	13.15
Total Expenses:	\$ <u>3,293.57</u>

INVOICE SUMMARY

TOTAL FEES:	\$ 29,963.50
TOTAL EXPENSES:	\$ 3,293.57
TOTAL AMOUNT DUE:	\$ <u>33,257.07</u>

Payments received after date of statement may not be reflected.

LAW OFFICES

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

February 1, 2002

PRIVILEGED AND CONFIDENTIAL

Kmart Corporation
Bradley R. Johnson, Esq.
Foley & Lardner
200 Laura St.
P. O. Box 240
Jacksonville, FL 32201-0240

Attention: Bradley R. Johnson

TAX I.D. 58-1314995

Invoice #: 124319
For services rendered in connection with our file number 017756-0001:

K-MART CORPORATION - SANDRA COCHRAN V.

EXPENSES:

Description

Long Distance Telephone	2.18
Court Costs, Clerk U.S.D Court Western District of Tennessee - photocopies	11.00
Federal Express to Jon DeBardelen - 12/06/01.	17.87
Dynamex, Inc. - courier service to K-Mart - 01/11/02.	13.00
Total Expenses:	\$ <u>44.05</u>

INVOICE SUMMARY

TOTAL EXPENSES:	\$ 44.05
TOTAL AMOUNT DUE:	\$ <u>44.05</u>

LAW OFFICES

FORD & HARRISON^{LLP}

A LIMITED LIABILITY PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS AND INDIVIDUALS

6750 Poplar Avenue, Suite 600, Memphis, Tennessee 38138

Tel 901-291-1500 Fax 901-291-1501

www.fordharrison.com

Writer's Direct Dial:

February 20, 2002

(901) 291-1531
vholladay@fordharrison.com

Wayne E. Nelson, Bankruptcy Clerk
U. S. Bankruptcy Court
Northern District of Illinois
United States Courthouse
219 S. Dearborn Street
Chicago, IL 60604

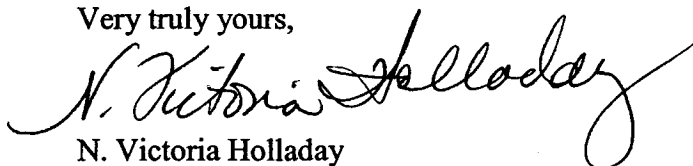
Re: Debtor: Kmart Corporation
Creditor: Ford & Harrison LLP
Case No. 02-02474

Dear Mr. Nelson:

Enclosed is an original and one copy of Proof of Claim of Ford & Harrison in the above-referenced case. Please return a file stamped copy of the claim in the enclosed self-addressed envelope.

Thank you for your attention to this matter and should you have any questions, please give me a call.

Very truly yours,



N. Victoria Holladay

NVH/jc
Encl.

Cc: John Butler, Esq., Skadden, Arps, Slate
The Debtors at Kmart Corporation
The Office of the United States Trustee
Morgan Lewis & Bockins
Simpson, Thatcher & Bartlett
William J. Szykula, Esq.
Bradley R. Johnson, Esq.

MEMPHIS:117861.1