

**United States Bankruptcy Court**  
**NORTHERN DISTRICT OF ILLINOIS ( E. DIV.)**

**PROOF OF CLAIM**

In re (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.

Name of Creditor  
 (The person or other entity to whom the debtor owes money or property)  
**The Continental CASUALTY Company As Agent For:  
 GENERATION2 WORLDWIDE**

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.

Name and Address Where Notices Should be Sent  
**GENERATION 2 WORLDWIDE  
 c/o The Continental CASUALTY Company  
 P.O. Box 905  
 Monmouth Junction, NJ 08852-0905  
 ATTN: DAVID J. MILLER  
 Telephone No. (732) 398-4522**

Check box if you have never received any notices from the Bankruptcy court in this case.  
 Check box if the address differs from the address on the envelope sent to you by the Court.

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:  
**008965873**

Check here if this claim amends a previously filed claim dated: \_

1. BASIS FOR CLAIMS
- Goods sold
  - Services performed
  - Money loaned
  - Personal injury/wrongful death
  - Taxes
  - Other (Describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)  
 Your social security number \_\_\_\_\_  
 Unpaid compensation for services performed  
 from \_\_\_\_\_ to \_\_\_\_\_  
 (date) (date)

2. DATE DEBT WAS INCURRED  
**2/18/01 TO 2/17/02**

3. IF COURT JUDGMENT, DATE OBTAINED:

4. CLASSIFICATION OF CLAIM. Under the Bankruptcy Code all claims are classified as one or more of the following: (1) Unsecured nonpriority, (2) Unsecured Priority, (3) Secured. It is possible for part of a claim to be in one category and part in another.

CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED.

SECURED CLAIM \$ \_\_\_\_\_  
 Attach evidence of perfection of security interest  
 Brief Description of Collateral:  
 Real Estate  Motor Vehicle  Other (Describe briefly)

Specify the priority of the claim.  
 Wages, salaries, or commissions (up to \$2000), earned not more than 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)  
 Contributions to an employee benefit plan--11 U.S.C. § 507(a)(4)  
 Up to \$1,800\* of deposits toward purchase, lease, or rental of property or services for Personal, family, or household use--11 U.S.C. § 507(a)(6)  
 Alimony, maintenance, or support owed to a spouse, former spouse, or child - U.S.C. § 507 (a)(7)  
 Taxes or penalties of governmental units--11 U.S.C § 507(a)(7)  
 Other- Specify applicable paragraph of 11 U.S.C. § 507 (a) \_\_\_\_\_

\*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.

Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ \_\_\_\_\_

UNSECURED NONPRIORITY CLAIMS: **\$418,247.99**

A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim.

UNSECURED PRIORITY CLAIM \$ \_\_\_\_\_

CLAIM AT TIME CASE FILED: **\$418,247.99** (Unsecured) (Priority) **\$ 418,247.99** (Total)

Check this box if claim includes charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this Proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.
7. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.
8. TIME-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

THIS SPACE IS FOR COURT USE ONLY

RECEIVED  
 TRUMBULL SERVICES  
 COMPANY  
**3-8-02**  
 2002 MAR -8 AM 9:50  
 BANKRUPTCY  
**421 8m**

DATE **3/5/02** 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)  
**David J. Miller**  
 DAVID J. MILLER  
 CLAIMS TECHNICIAN

## ACCOUNTS RECEIVABLE AGING REPORT

Sequence by Customer: ACCOUNT NUMBER Aged By: DUE DATE Current Customers: INCLUDED  
 Customer Range: D12555 thru D12555 Aging Date: 2/27/2002 Paid Invoices: EXCLUDED  
 \*AR = AR over limit (COP open orders excluded) Update Agings: YES Current Invoices: INCLUDED

Cust No	Customer Information			Amount	up to 0	1 to 31	32 to 61	62 to 91	92+
Apply-to	Due Date	Typ	Doc Number						
D12555	KMART CORPORATION PRE-PETITION TROY			MI					
1120689-00	2/01/2002	INV	1120689-00	5,942.55		5,942.55			
1160100-00	2/18/2001	INV	1160100-00	54,340.06					54,340.06
1160100-00	2/19/2001	INV	1160100-00	3,534.00					3,534.00
1160100-00	2/24/2001	PMT	74478724-00	54,340.06-					54,340.06-
1160100-00	3/01/2001	PMT	117173-00	5,545.49-					5,545.49-
3050100-00	4/12/2001	INV	3050100-00	36,080.00					36,080.00
3050100-00	5/30/2001	PMT	129949-00	30,520.16-					30,520.16-
3050100-00	6/11/2001	PMT	131682-00	4,891.59-					4,891.59-
3150100-00	4/15/2001	INV	3150100-00	29,304.01					29,304.01
3150100-00	5/22/2001	PMT	128848-00	29,181.25-					29,181.25-
3190100-00	4/23/2001	INV	3190100-00	22,832.00					22,832.00
3190100-00	6/14/2001	PMT	132451-00	14,828.84-					14,828.84-
3190100-00	6/20/2001	PMT	1335200-00	7,669.53-					7,669.53-
4090100-00	5/13/2001	INV	4090100-00	14,170.01					14,170.01
4090100-00	7/02/2001	PMT	134808-00	8,061.70-					8,061.70-
4090100-00	7/05/2001	PMT	135172-00	5,918.23-					5,918.23-
4160100-00	5/19/2001	INV	4160100-00	10,678.00					10,678.00
4160100-00	7/02/2001	PMT	134520-00	6,478.42-					6,478.42-
4160100-00	7/05/2001	PMT	135172-00	3,744.18-					3,744.18-
6140100-00	7/15/2001	INV	6140100-00	20,311.75					20,311.75
6140100-00	8/29/2001	PMT	143528-00	7,800.38-					7,800.38-
6140100-00	8/29/2001	PMT	143528-00	3,069.00-					3,069.00-
6140100-00	9/02/2001	PMT	143830-00	8,598.89-					8,598.89-
6180100-00	7/21/2001	INV	6180100-00	7,893.21					7,893.21
6180100-00	9/04/2001	PMT	144268-00	5,199.22-					5,199.22-
6180100-00	9/15/2001	PMT	145474-00	2,636.52-					2,636.52-
6180100-00	9/28/2001	DM	2555-00	33.61					33.61
7160100-00	9/16/2001	INV	7160100-00	14,227.80					14,227.80
7160100-00	10/07/2001	PMT	148214-00	8,464.22-					8,464.22-
7160100-00	10/15/2001	PMT	149181-00	5,717.10-					5,717.10-
8200100-00	10/22/2001	INV	8200100-00	18,290.80					18,290.80
8200100-00	11/06/2001	PMT	153100-00	4,098.60-					4,098.60-
8200100-00	11/12/2001	PMT	153837-00	4,674.78-					4,674.78-
8200100-00	11/18/2001	PMT	154660-00	1,998.66-					1,998.66-
8200100-00	11/28/2001	PMT	156463-00	4,694.53-					4,694.53-
8200100-00	12/07/2001	PMT	2568-00	182.91-					182.91-
8200100-00	12/28/2001	PMT	158657-00	455.40-					455.40-
9030100-00	11/06/2001	INV	9030100-00	11,640.25					11,640.25
9030100-00	12/07/2001	PMT	157882-00	7,163.22-					7,163.22-
9030100-00	12/28/2001	PMT	158657-00	4,276.21-					4,276.21-
9100100-00	11/12/2001	INV	9100100-00	9,971.15					9,971.15
9100100-00	12/07/2001	PMT	157882-00	3,424.13-					3,424.13-
9100100-00	12/07/2001	PMT	157662-00	4,827.24-					4,827.24-
9100100-00	12/28/2001	PMT	158657-00	1,626.82-					1,626.82-
9170100-00	11/18/2001	INV	9170100-00	9,689.30					9,689.30

Cust No Apply-to	Customer Due Date	Information Typ Doc Number	Amount	up to 0	1 to 31	32 to 61	62 to 91	92+
9170100-00	12/18/2001	PMT 159242-00	6,632.87-					6,632.87-
9170100-00	12/28/2001	PMT 158657-00	1,754.97-					1,754.97-
11100201-00	12/03/2001	INV 11100201-00	2,890.00				2,890.00	
11103101-00	12/17/2001	INV 11103101-00	10,509.45				10,509.45	
11120604-00	12/28/2001	INV 11120604-00	5,397.60			5,397.60		
11120604-00	1/10/2002	PMT 4027108-00	3,005.60-			3,005.60-		
11120606-00	12/28/2001	INV 11120606-00	600.85			600.85		
11120607-00	12/28/2001	INV 11120607-00	1,017.70			1,017.70		
11120607-00	1/10/2002	PMT 4027108-00	736.00-			736.00-		
11120622-00	12/28/2001	INV 11120622-00	1,634.95			1,634.95		
11120622-00	1/10/2002	PMT 4027108-00	1,588.00-			1,588.00-		
11120626-00	1/01/2002	INV 11120626-00	697.80			697.80		
11120626-00	1/08/2002	INV 11120626-00	2,720.65			2,720.65		
11120626-00	1/10/2002	PMT 4027108-00	650.85-			650.85-		
11120627-00	1/01/2002	INV 11120627-00	3,023.25			3,023.25		
11120627-00	1/08/2002	INV 11120627-00	3,471.85			3,471.85		
11120627-00	1/22/2002	PMT 4031837-00	3,023.25-			3,023.25-		
11120628-00	1/08/2002	INV 11120628-00	2,730.15			2,730.15		
11120630-00	1/08/2002	INV 11120630-00	3,436.30			3,436.30		
11120633-00	1/08/2002	INV 11120633-00	2,917.95			2,917.95		
11120634-00	1/08/2002	INV 11120634-00	5,631.00			5,631.00		
11120639-00	1/08/2002	INV 11120639-00	2,598.80			2,598.80		
11120640-00	1/11/2002	INV 11120640-00	10,438.35			10,438.35		
11120641-00	1/12/2002	INV 11120641-00	8,934.60			8,934.60		
11120642-00	1/11/2002	INV 11120642-00	5,098.00			5,098.00		
11120643-00	1/11/2002	INV 11120643-00	6,243.25			6,243.25		
11120644-00	1/11/2002	INV 11120644-00	8,087.60			8,087.60		
11120645-00	1/08/2002	INV 11120645-00	10,731.45			10,731.45		
11120646-00	1/14/2002	INV 11120646-00	12,285.95			12,285.95		
11120647-00	1/12/2002	INV 11120647-00	19,787.35			19,787.35		
11120648-00	1/11/2002	INV 11120648-00	10,312.15			10,312.15		
11120649-00	1/11/2002	INV 11120649-00	7,625.15			7,625.15		
11120651-00	1/11/2002	INV 11120651-00	920.00			920.00		
11120652-00	1/11/2002	INV 11120652-00	15,383.55			15,383.55		
11120653-00	1/11/2002	INV 11120653-00	7,590.15			7,590.15		
11120654-00	1/18/2002	INV 11120654-00	3,128.00			3,128.00		
11120655-00	1/15/2002	INV 11120655-00	422.55			422.55		
11120656-00	1/14/2002	INV 11120656-00	1,408.50			1,408.50		
11120657-00	1/14/2002	INV 11120657-00	5,948.25			5,948.25		
11120659-00	1/18/2002	INV 11120659-00	276.00			276.00		
11120660-00	1/14/2002	INV 11120660-00	2,987.70			2,987.70		
11120661-00	1/15/2002	INV 11120661-00	8,045.80			8,045.80		
11120662-00	1/15/2002	INV 11120662-00	2,676.15			2,676.15		
11120663-00	1/14/2002	INV 11120663-00	1,113.50			1,113.50		
11120664-00	1/14/2002	INV 11120664-00	6,148.00			6,148.00		
11120665-00	1/14/2002	INV 11120665-00	3,618.40			3,618.40		
11120666-00	1/27/2002	INV 11120666-00	6,789.55		6,789.55			
11120667-00	1/25/2002	INV 11120667-00	1,767.00			1,767.00		
11120668-00	1/25/2002	INV 11120668-00	1,932.00			1,932.00		
11120669-00	1/25/2002	INV 11120669-00	7,291.35			7,291.35		
11120670-00	1/25/2002	INV 11120670-00	8,449.35			8,449.35		
11120671-00	1/28/2002	INV 11120671-00	1,492.90		1,492.90			
11120672-00	1/25/2002	INV 11120672-00	1,656.00			1,656.00		
11120673-00	1/25/2002	INV 11120673-00	3,381.75			3,381.75		

Cust No Apply-to	Customer Information Due Date Typ Doc Number	Amount	up to 0	1 to 31	32 to 61	62 to 91	92+
11120674-00	1/26/2002 INV 11120674-00	7,932.90			7,932.90		
11120675-00	1/26/2002 INV 11120675-00	469.50			469.50		
11120676-00	1/25/2002 INV 11120676-00	1,348.25			1,348.25		
11120677-00	1/26/2002 INV 11120677-00	6,021.80			6,021.80		
11120678-00	1/25/2002 INV 11120678-00	1,821.55			1,821.55		
11120678-00	1/10/2002 PMT 4027108-00	1,774.60-			1,774.60-		
11120679-00	2/01/2002 INV 11120679-00	1,160.45		1,160.45			
11120680-00	2/03/2002 INV 11120680-00	6,908.15		6,908.15			
11120681-00	2/01/2002 INV 11120681-00	1,896.45		1,896.45			
11120682-00	2/01/2002 INV 11120682-00	2,300.00		2,300.00			
11120683-00	2/01/2002 INV 11120683-00	7,642.25		7,642.25			
11120684-00	1/29/2002 INV 11120684-00	4,565.00		4,565.00			
11120685-00	2/04/2002 INV 11120685-00	5,676.05		5,676.05			
11120686-00	2/01/2002 INV 11120686-00	10,411.75		10,411.75			
11120687-00	2/01/2002 INV 11120687-00	4,438.80		4,438.80			
11120688-00	2/01/2002 INV 11120688-00	7,000.15		7,000.15			
11120690-00	2/01/2002 INV 11120690-00	2,127.40		2,127.40			
11120691-00	2/01/2002 INV 11120691-00	8,186.65		8,186.65			
11120692-00	2/01/2002 INV 11120692-00	1,714.35		1,714.35			
11120693-00	2/08/2002 INV 11120693-00	1,152.85		1,152.85			
11120694-00	2/10/2002 INV 11120694-00	4,472.45		4,472.45			
11120695-00	2/08/2002 INV 11120695-00	2,024.00		2,024.00			
11120696-00	2/08/2002 INV 11120696-00	4,140.00		4,140.00			
11120697-00	2/08/2002 INV 11120697-00	1,258.15		1,258.15			
11120698-00	2/05/2002 INV 11120698-00	5,674.15		5,674.15			
11120699-00	2/11/2002 INV 11120699-00	1,126.80		1,126.80			
11120700-00	2/09/2002 INV 11120700-00	1,104.00		1,104.00			
11120701-00	2/08/2002 INV 11120701-00	368.00		368.00			
11120702-00	2/08/2002 INV 11120702-00	1,440.25		1,440.25			
11120703-00	2/08/2002 INV 11120703-00	1,656.00		1,656.00			
11120704-00	2/08/2002 INV 11120704-00	644.00		644.00			
11120705-00	2/12/2002 INV 11120705-00	2,219.40		2,219.40			
11120706-00	2/15/2002 INV 11120706-00	3,662.10		3,662.10			
11120707-00	2/15/2002 INV 11120707-00	1,986.55		1,986.55			
11120708-00	2/12/2002 INV 11120708-00	2,730.15		2,730.15			
11120709-00	2/11/2002 INV 11120709-00	4,408.95		4,408.95			
11120710-00	2/17/2002 INV 11120710-00	2,638.15		2,638.15			
11120711-00	2/12/2002 INV 11120711-00	828.00		828.00			
11120712-00	2/12/2002 INV 11120712-00	892.05		892.05			
11120713-00	2/15/2002 INV 11120713-00	7,283.20		7,283.20			
11120714-00	2/15/2002 INV 11120714-00	1,808.25		1,808.25			
11120715-00	2/12/2002 INV 11120715-00	657.30		657.30			
11120716-00	2/12/2002 INV 11120716-00	1,549.35		1,549.35			
11120717-00	2/12/2002 INV 11120717-00	460.00		460.00			
11501001-00	2/22/2001 INV 11501001-00	15,734.00					15,734.00
11501001-00	4/27/2001 PMT 124925-00	4,928.16-					4,928.16-
20701001-00	3/12/2001 INV 20701001-00	27,412.01					27,412.01
32801001-00	4/29/2001 INV 32801001-00	15,009.00					15,009.00
32801001-00	6/09/2001 PMT 131533-00	3,865.95-					3,865.95-
32801001-00	6/11/2001 PMT 132041-00	210.48-					210.48-
32801001-00	6/14/2001 PMT 132451-00	10,991.97-					10,991.97-
Crđ Rem: 1,583,102.32							
Crđ Lmt: 2,000,000.00							
Totals:		416,897.68	.00	134,436.55	226,382.40	13,399.45	42,679.28

ACCOUNTS RECEIVABLE AGING REPORT  
Generation 2 Worldwide - gtw

Cust No            Customer Information  
Apply-to        Due Date   Typ Doc Number

Amount        up to 0        1 to 31        32 to 61        62 to 91        92+

                         Grand Totals:            416,897.68            134,436.55            13,399.45  
(All Grand Totals in Home Currency)            .00            226,382.40            42,679.28

ACCOUNTS RECEIVABLE AGING REPORT

Sequence by Customer: ACCOUNT NUMBER      Aged By:      DUE DATE      Current Customers: INCLUDED  
 Customer Range:      D12556 thru D12556      Aging Date:      2/27/2002      Paid Invoices:      EXCLUDED  
 \*AR = AR over limit      (COP open orders excluded)      Update Agings: YES      Current Invoices:      INCLUDED

Cust No	Customer Information	Amount	up to 0	1 to 31	32 to 61	62 to 91	92+
D12556	KMART INTERNATIONAL HDQT TROY MI TRACY BOWDEN						
19911-00	3/09/2001 INV 19911-00	72.10					72.10
20012-00	3/17/2001 INV 20012-00	329.18					329.18
20013-00	3/17/2001 INV 20013-00	109.39					109.39
20046-00	3/18/2001 INV 20046-00	256.41					256.41
20300-00	4/01/2001 INV 20300-00	109.50					109.50
20327-00	4/05/2001 INV 20327-00	208.00					208.00
21311-00	5/13/2001 INV 21311-00	88.94					88.94
21749-00	6/06/2001 INV 21749-00	71.86					71.86
25376-00	11/25/2001 INV 25376-00	104.93					104.93
Crd Rem: 248,649.69		-----					
Crd Lmt: 250,000.00      Totals:		1,350.31	.00	.00	.00	.00	1,350.31
Grand Totals:		1,350.31		.00		.00	
(All Grand Totals in Home Currency)			.00		.00		1,350.31



INSURANCE IN TOUCH WITH BUSINESS

PO Box 905 Monmouth Junction NJ 08852-0905

**David J. Miller**

Bankruptcy Claims  
CNA Credit Department

Telephone 732-398-4522

Facsimile 732-398-5232

Internet David J. MILLER@CNA.COM

MARCH 5, 2002

KMART CORPORATION  
CREDIT MANAGER  
C/O TRUMBULL SERVICES  
P.O. BOX 426  
WINDSOR, CT 06095

**RE: DEBTOR: KMART CORPORATION**  
**CREDITOR: THE CONTINENTAL CASUALTY COMPANY AS AGENT FOR: GENERATION**  
**2 WORLDWIDE**  
**CASE # 02- 02474**

Dear Sir or Madam:

We insure the accounts receivable of the captioned creditor by virtue of a Policy of Credit Insurance. We are enclosing our insured's executed proof of claim in duplicate together with supporting documentation. Please acknowledge receipt of this filing by stamping & returning the duplicate claim form in the enclosed postage paid envelope. Our address should be used in all future correspondence.

Thank you for your cooperation.

Sincerely yours,

David J. Miller