

United States Bankruptcy Court Northern District of Illinois

PROOF OF CLAIM

Name of Debtor
K-Mart Corporation Kmart CORPORATION

Case Number
02 B 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 should be filed under 11 U.S.C. § 503.

Name of Creditor (The person or other entity to whom the debtor owes money or property):
LEGAL DEPARTMENT
Thompson Hine LLP

- 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.
- 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.

Name and address where notices should be sent:
Robert C. Folland, Esq.
Thompson Hine LLP
3900 Key Center
127 Public Square
Cleveland, Ohio 44114-1291

Telephone number: **(216) 566-5813**

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:
025461

Check here if this claim replaces amends a previously filed claim, dated: _____

1. Basis for Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other _____

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (fill out below)
Your SS#: ___ - ___ - ___
Unpaid compensation for services performed
From ___ to ___
(date) (date)

2. Date debt was incurred: Between 1994 to Present

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ 7,352.66

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

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.

Check this box if your claim is secured by collateral (including a right of setoff).
Brief Description of Collateral:
 Real Estate Motor Vehicle
 Other _____
Value of Collateral: \$ _____
Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____

6. Unsecured Priority Claim.

Check this box if you have an unsecured priority claim
Amount entitled to priority \$ _____
Specify the priority of the claim:
 Wages, salaries, or commissions (up to \$4,650)* 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).
 Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4).
 Up to \$2,100* 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 - 11 U.S.C. § 507(a)(7).
 Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
 Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).
*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 7. CREDITS:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.
- 8. Supporting Documents:** Attach copies of supporting documents, 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.
- 9. Date-Stamped Copy:** To receive an acknowledgement 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

KP 618

3/18/02

BRANKS, ROY

Date
2-21-02

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):
Robert Folland - Attorney

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

In Re:)	Chapter 11
)	
K-MART CORPORATION, <i>et al</i>)	CASE NO. 02 B—2474
)	(Jointly Administered)
)	
Debtor.)	Hon. Susan Pierson Sonderby
)	

**THOMPSON HINE LLP'S
PROOF OF CLAIM ATTACHMENT**

1. Basis of Claim

Thompson Hine LLP (“Thompson Hine”) has rendered minor legal services for Debtor between 1994 until the present, as more specifically described in the attached supporting documentation.

8. Supporting Documents:

A. Invoices and descriptions.

October 27, 1994

K-MART CORPORATION
John F. Walsh, Esq.
3100 West Big Beaver Road
Troy, Michigan 48084

Invoice No. 17132187

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: GENERAL
OUR FILE NO. 025461.00001

For professional services rendered for your account
through 09/30/94:

Fee for Services\$ 257.50

Disbursements and Charges\$ 8.23

TOTAL DUE FOR THIS INVOICE ...\$ 265.73
=====

Amount Due for Previous Invoices ..\$ 0.00

TOTAL BALANCE DUE\$ 265.73
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>
Stephen L. Pampush	Associate	1.75	110.00
Andrew J. Natale	Partner	.50	130.00

K-MART CORPORATION
October 27, 1994

Invoice No. 17132187
Page 1

Re: GENERAL
Our File No: 025461.00001

For professional services rendered for your account
through 09/30/94:

08/31/94	(Hubach litigation) Reviewing First Request for Production of Documents propounded by plaintiffs; correspondence with Robert Rathke concerning same. Andrew J. Natale	130.00/hr	32.50	.25 hrs.
09/13/94	(Hubach) Telephone conference with Robert Wilson; follow-up conference with Rob Rathke; drafting and revising correspondence to Robert Wilson confirming agreement to indemnify, defend and hold Builders Square harmless from and against the claim of plaintiff Hubach. Andrew J. Natale	130.00/hr	32.50	.25 hrs.
09/17/94	Consideration of correspondence related to indemnification and filing of Answer on behalf of Builder's Square. Stephen L. Pampush	110.00/hr	55.00	.50 hrs.
09/19/94	Consideration of Complaint; reviewing answer prepared by Robert wilson; correspondence to Robert Wilson concerning same. Stephen L. Pampush	110.00/hr	137.50	1.25 hrs.
	FEE FOR PROFESSIONAL SERVICES		\$	257.50

Disbursements and Charges

100 % deductible expenses

Facsimile 7.23
Photocopying 1.00

K-MART CORPORATION

Invoice No. 17132187
Page 2

TOTAL 100 % deductible expenses \$ 8.23

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 8.23

TOTAL DUE FOR THIS INVOICE\$ 265.73
=====

November 28, 1995

K-MART CORPORATION
John F. Walsh, Esq.
3100 West Big Beaver Road
Troy, Michigan 48084

Invoice No. 17209353

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: GENERAL
OUR FILE NO. 025461.00001

For professional services rendered for your account
through 10/31/95:

Fee for Services\$ 86.25

Disbursements and Charges\$ 52.73

TOTAL DUE FOR THIS INVOICE ...\$ 138.98
=====

Amount Due for Previous Invoices ..\$ 265.73

TOTAL BALANCE DUE\$ 404.71
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>
Kent L. Mann	Partner	.25	220.00
Andrew J. Natale	Partner	.25	145.00

K-MART CORPORATION
November 28, 1995

Invoice No. 17209353
Page 1

Re: GENERAL
Our File No: 025461.00001

For professional services rendered for your account
through 10/31/95:

01/02/95	(Builders Square/Hubach) Attention to issues relating to dismissal of claims and release.			
	Andrew J. Natale	145.00/hr	36.25	.25 hrs.
06/06/95	Telephone conference regarding change of plan beneficiary designation by holder of power of attorney.			
	Kent L. Mann	220.00/hr	55.00	.25 hrs.
	FEE FOR PROFESSIONAL SERVICES		\$	86.25

Disbursements and Charges

100 % deductible expenses

Federal Express Corporation: Delivery to: James Defabaugh on 02/20/95, Troy, MI		15.50
John W. Smolen: Copy of tax map for Conn.3-16		.75
Facsimile		17.00
Photocopying		13.00
Telephone		6.48
TOTAL 100 % deductible expenses	\$	<u>52.73</u>

K-MART CORPORATION

Invoice No. 17209353
Page 2

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 52.73

TOTAL DUE FOR THIS INVOICE\$ 138.98
=====

January 25, 2000

K-MART CORPORATION
John F. Walsh, Esq.
3100 West Big Beaver Road
Troy, Michigan 48084

Invoice No. 17530225

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: GENERAL
OUR FILE NO. 025461.00001

For professional services rendered for your account
through 12/31/99:

Fee for Services\$ 202.50

TOTAL DUE FOR THIS INVOICE....\$ 202.50
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
Brett K. Bacon	.50	245.00	122.50
Colleen C. Murnane	.50	160.00	80.00

K-MART CORPORATION
John F. Walsh, Esq.
3100 West Big Beaver Road
Troy, Michigan 48084

January 25, 2000
Invoice 17530225
Page 1

For Services Through December 31, 1999

Our Matter # 025461.00001
GENERAL

01/28/99	Telephone conference with Jim Defebaugh regarding facts and default motion and review of documents. Brett K. Bacon .50 hrs. 245.00/hr	\$	122.50
12/20/99	Telephone conference with Mr. Folland regarding eviction; research regarding jurisdiction for eviction and defeating removal. Colleen C. Murnane .50 hrs. 160.00/hr		80.00
	Total Fees for Professional Services	\$	202.50
	TOTAL DUE FOR THIS INVOICE	\$	202.50 =====

September 30, 1998

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17428975

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: BECKER, MURRY IND.
OUR FILE NO. 025461.00003

For professional services rendered for your account
through 08/31/98:

Fee for Services\$ 500.00

TOTAL DUE FOR THIS INVOICE....\$ 500.00
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
Brett K. Bacon	2.50	200.00	500.00

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

September 30, 1998
Invoice 17428975
Page 1

For Services Through August 31, 1998

Our Matter # 025461.00003
BECKER, MURRY IND.

02/01/93 Two meetings with Attorney Selker including
meeting to review language of settlement documents
and further meeting to review revised documents,
execute and exchange same and deliver settlement
draft; telephone conferences with Robert Rathke
reporting same.
Brett K. Bacon 2.50 hrs. 200.00/hr \$ 500.00

Total Fees for Professional Services\$ 500.00

TOTAL DUE FOR THIS INVOICE\$ 500.00
=====

January 28, 2002

K-MART CORPORATION
DEBORAH L. MIELA, ESQ.
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17678804

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: OHIO DEPARTMENT OF LIQUOR CONTROL
OUR FILE NO. 025461.00009

For professional services rendered for your account
through 12/31/01:

Fee for Services\$ 1,707.00

Disbursements and Charges\$ 63.21

TOTAL DUE FOR THIS INVOICE ...\$ 1,770.21
=====

Amount Due for Previous Invoices ..\$ 0.00

TOTAL BALANCE DUE\$ 1,770.21
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>
Stephen M. King	Partner	1.75	240.00
Cheryl L. Borland	Staff Atty	11.70	110.00

Re: OHIO DEPARTMENT OF LIQUOR CONTROL
Our File No: 025461.00009

For professional services rendered for your account
through 12/31/01:

12/03/01	STORE #3555: Conference with Mr. King regarding permits for Cambridge location; e-mail to Ms. Malzahn regarding purchase agreement and transfer application. Cheryl L. Borland	.80 hrs.
12/05/01	Store #3555: Review Purchase Agreement for transfer of liquor license regarding Cambridge, Ohio (Store No. 3555); conference with Ms. Borland regarding same. Stephen M. King	1.00 hrs.
12/06/01	STORE #3555: Attend to liquor license purchase issues regarding Cambridge, Ohio. Stephen M. King	.50 hrs.
12/06/01	STORE #3555: Telephone conference with Ms. Malzahn regarding purchase agreement for permits; telephone conferece with Ms. Malzahn regarding same; telephone conference with Division of Liquor Control regarding status of permits and renewals; conference with Mr. King regarding all. Cheryl L. Borland	.80 hrs.
12/07/01	STORE #3555: Telephone conference with Ms. Malzahn regarding purchase agreement and TREX transfer. Cheryl L. Borland	.10 hrs.
12/10/01	STORE #3555 - Telephone conference with Ms. Malzahn regarding purchase agreement and transfer application; telephone conference with Mr. Gordon regarding escrow; telephone conference with Mr. Ambrose regarding local consent; telephone conference with Mr. Stephenson at Division of Liquor Control regarding TREX and transference; e-mail to Ms. Malzahn regarding waiver of escrow and information for income and benefits of transfer.	

	Cheryl L. Borland	2.00 hrs.
12/11/01	STORE #3555 - Telephone conference with Mr. Gordon regarding local authority; review correspondence from Mr. Ambrose; letter to Ms. Malzahn regarding agreement and transfer. Cheryl L. Borland	.70 hrs.
12/12/01	STORE #3555: Telephone conference with Ms. Malzahn regarding application and information required for TREX transfer; telephone conference with Mr. Gordon regarding escrow and letter from City; telephone conference with Ms. Southpole regarding escrow funds for purchase agreement. Cheryl L. Borland	1.00 hrs.
12/13/01	STORE #3555 - Telephone conference with Ms. Southpole regarding escrow; telephone conference with Mr. Gordon regarding letter recommending approval by City of Cambridge attorney. Cheryl L. Borland	.30 hrs.
12/20/01	STORE 39448: Telephone conference with Ms. Borland regarding Warren County hearing. Stephen M. King	.25 hrs.
12/20/01	STORE #9448: Prepare for and travel to Warren County to attend hearing with Ohio Division of Liquor Control for issuance of new permit; e-mail to client regarding outcome of hearing; conference with Mr. King regarding all. Cheryl L. Borland	3.40 hrs.
12/21/01	STORE #3555: Telephone conference with Mr. Gordon regarding submission of application and status of approval of transfer by City of Cambridge; letter and application to Mr. Gordon; draft supplemental information supporting TREX. Cheryl L. Borland	1.10 hrs.
12/27/01	STORE #3555: Telephone conference with Mr. Gordon regarding submission of application. Cheryl L. Borland	.20 hrs.

K-MART CORPORATION
January 28, 2002

Invoice No. 17678804
Page 3

12/28/01 STORE #3555: Telephone conference with Cambridge
City Attorney regarding city council meeting;
e-mails with Ms. Malzahn regarding economic
information on application; telephone conference
with Mr. Ambrose; telephone conference with Mr.
Gordon; telephone conference with Economic
Development Council regarding permit.
Cheryl L. Borland 1.30 hrs.

FEE FOR PROFESSIONAL SERVICES\$ 1,707.00

Disbursements and Charges

Fedex charge, CIN. CHERYL BORLAND* TO:K-MART
CORPORATION ATTN: ERIN MALZAHN*. BY 1810 12.42

Cincinnati Imprest - Seq# 264597 - Ck.#047413 - 19.32
Cheryl Borland - Travel to Warren County for
hearing regarding Lebanon Store on 12/20/01
(Borland)

Fedex charge, CIN. CHERYL BORLAND* TO: ATTN:
NATHAN GORDON, ESQ.*. BY 1120 11.57

Facsimile 8.76

Photocopying 1.92

Telephone 9.22

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 63.21

TOTAL DUE FOR THIS INVOICE\$ 1,770.21
=====

February 12, 2002

K-MART CORPORATION
DEBORAH L. MIELA, ESQ.
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17681953

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: OHIO DEPARTMENT OF LIQUOR CONTROL
OUR FILE NO. 025461.00009

For professional services rendered for your account
through 01/21/02:

Fee for Services\$ 276.00

TOTAL DUE FOR THIS INVOICE ...\$ 276.00
=====

Amount Due for Previous Invoices ..\$ 1,770.21

TOTAL BALANCE DUE\$ 2,046.21
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>
Cheryl L. Borland	Staff Atty	2.40	115.00

August 21, 1996

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17266385

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: Howard, Simon Jr. v. Builders Square, Inc.
OUR FILE NO. 025461.00017

For professional services rendered for your account
through 07/31/96:

Fee for Services\$ 62.00

TOTAL DUE FOR THIS INVOICE....\$ 62.00
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
Stephen L. Pampush	.30	120.00	36.00
Stephen L. Pampush	.20	130.00	26.00

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

August 21, 1996
Invoice 17266385
Page 1

For Services Through July 31, 1996

Our Matter # 025461.00017
Howard, Simon Jr. v. Builders Square, Inc.

ANALYSIS/STRATEGY

09/05/95	Correspondence to Bob Wilson regarding summary judgment motion. Stephen L. Pampush	.30 hrs.	120.00/hr	\$	36.00
07/09/96	Telephone conference with Bob Wilson regarding finalizing settlement documents. Stephen L. Pampush	.20 hrs.	130.00/hr		26.00

TIMEKEEPER SUMMARY OF: L120 ANALYSIS/STRATEGY

ID	NAME	Hours	Avg. Rate	Dollars	% of Total
0094	Stephen L. Pampush	.50	124.00	62.00	100.00
<u>TOTALS</u>\$.50	124.00	62.00	
TOTAL ANALYSIS/STRATEGY		.50 hrs.	124.00/hr	\$	62.00
Total Fees for Professional Services				\$	62.00
TOTAL DUE FOR THIS INVOICE				\$	62.00

November 1, 1996

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17280991

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: Fifth Avenue Builders, Inc., et al. v. Builders Sq
OUR FILE NO. 025461.00020

For professional services rendered for your account
through 09/30/96:

Fee for Services\$ 32.50
Disbursements and Charges\$ 2.23

TOTAL DUE FOR THIS INVOICE....\$ 34.73
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
Stephen L. Pampush	.25	130.00	32.50

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

November 1, 1996
Invoice 17280991
Page 1

For Services Through September 30, 1996

Our Matter # 025461.00020
Fifth Avenue Builders, Inc., et al. v. Builders Sq

FACT INVESTIGATION/DEVELOPMENT

03/06/96 Telephone conference with Bob Wilson regarding
execution of settlement agreement.
Stephen L. Pampush .25 hrs. 130.00/hr \$ 32.50

TIMEKEEPER SUMMARY OF: L110 FACT INVESTIGATION/DEVELOPMENT

ID	NAME	Hours	Avg. Rate	Dollars	% of Total
0094	Stephen L. Pampush	.25	130.00	32.50	100.00
<u>TOTALS.....\$</u>		.25	130.00	32.50	
		.25 hrs.	130.00/hr	\$	32.50

Total Fees for Professional Services\$ 32.50

Disbursements and Charges

Facsimile 2.23

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 2.23

TOTAL DUE FOR THIS INVOICE\$ 34.73
=====

May 22, 1996

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17247463

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: Puckett's Painting and Crafting, Inc.
OUR FILE NO. 025461.00026

For professional services rendered for your account
through 04/30/96:

Fee for Services	\$	1,486.50
Disbursements and Charges	\$	<u>93.04</u>
 TOTAL DUE FOR THIS INVOICE ...	\$	 1,579.54 =====
 Amount Due for Previous Invoices ..	\$	 <u>0.00</u>
 TOTAL BALANCE DUE	\$	 1,579.54 =====

Summary of Fees for this Invoice

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>
Brett K. Bacon	Partner	.40	200.00
Douglas L. Hertlein	Associate	9.70	145.00

K-MART CORPORATION
May 22, 1996

Invoice No. 17247463
Page 1

Re: Puckett's Painting and Crafting, Inc.
Our File No: 025461.00026

For professional services rendered for your account
through 04/30/96:

04/03/96	Telephone conference with Mr. Bacon and Mr. Rathke regarding execution on West Broad Street store; conference with plaintiff's attorneys at store and resolution of execution; reviewing pleadings. Douglas L. Hertlein	145.00/hr	435.00	3.00 hrs.
04/03/96	Telephone conference with Rob Rathke regarding Columbus area Sheriff's execution problem and attention to same. Brett K. Bacon	200.00/hr	80.00	.40 hrs.
04/04/96	Telephone conference with client regarding specific invoices from Puckett's Painting and investigation as to how default judgment occurred; checking bankruptcy courts for filing by Puckett's Painting. Douglas L. Hertlein	145.00/hr	174.00	1.20 hrs.
04/08/96	Reviewing results of search of Court records; drafting letter to Mr. Rathke regarding same; telephone conference with Ms. Galinski regarding release of funds held by Court. Douglas L. Hertlein	145.00/hr	43.50	.30 hrs.
04/09/96	Telephone conference with Mr. Rathke and Ms. Galinski regarding execution. Douglas L. Hertlein	145.00/hr	72.50	.50 hrs.
04/11/96	Telephone conference with Mr. Epstein, Mr. Lease, and Ms. Hurwitz regarding hearing on execution. Douglas L. Hertlein	145.00/hr	101.50	.70 hrs.
04/12/96	Telephone conference with Ms. Hurwitz and Mr. Lease's office regarding payment. Douglas L. Hertlein	145.00/hr	43.50	.30 hrs.

K-MART CORPORATION
May 22, 1996

Invoice No. 17247463
Page 2

04/15/96	Reviewing documents from Ms. Hurwitz; telephone conference with Ms. Hurwitz regarding same and strategy for hearing. Douglas L. Hertlein	145.00/hr	72.50	.50 hrs.
04/16/96	Preparing for and attending hearing on execution; telephone conference with Ms. Hurwitz regarding same; telephone conference with Mr. Lease and Ms. Hurwitz regarding calculations of amount owing. Douglas L. Hertlein	145.00/hr	290.00	2.00 hrs.
04/19/96	Telephone conference with Ms. Hurwitz and Mr. Lease regarding settlement. Douglas L. Hertlein	145.00/hr	101.50	.70 hrs.
04/26/96	Forwarding court disbursement to Ms. Hurwitz. Douglas L. Hertlein	145.00/hr	43.50	.30 hrs.
04/30/96	Telephone conference with Ms. Hurwitz regarding settlement; drafting letter to Mr. Lease regarding same. Douglas L. Hertlein	145.00/hr	29.00	.20 hrs.
	FEE FOR PROFESSIONAL SERVICES		\$	1,486.50

Disbursements and Charges

100 % deductible expenses

----- Columbus Imprest - Seq# 175837 IOLTA incoming wire transfer fee - 4/3/96.	12.00
Computerized Research	5.40
Facsimile	58.17
Messenger/Delivery Services	5.00
Telephone	12.47
TOTAL 100 % deductible expenses	\$ <u>93.04</u>

K-MART CORPORATION

Invoice No. 17247463
Page 3

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 93.04

TOTAL DUE FOR THIS INVOICE\$ 1,579.54
=====

August 21, 1996

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17266386

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: Puckett's Painting and Crafting, Inc.
OUR FILE NO. 025461.00026

For professional services rendered for your account
through 07/31/96:

Fee for Services\$ 72.50
Disbursements and Charges\$ 6.69

TOTAL DUE FOR THIS INVOICE....\$ 79.19
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
Douglas L. Hertlein	.50	145.00	72.50

K-MART CORPORATION
 3100 W. BIG BEAVER ROAD
 TROY, MICHIGAN 48084

August 21, 1996
 Invoice 17266386
 Page 1

For Services Through July 31, 1996

Our Matter # 025461.00026
 Puckett's Painting and Crafting, Inc.

ANALYSIS/STRATEGY

05/01/96	Working on letter to Mr. Lease regarding release of judgment. Douglas L. Hertlein	.20 hrs.	145.00/hr	\$	29.00
05/08/96	Reviewing satisfaction of judgment and forwarding same to Ms. Hurwitz. Douglas L. Hertlein	.30 hrs.	145.00/hr		43.50

TIMEKEEPER SUMMARY OF: L120 ANALYSIS/STRATEGY

ID	NAME	Hours	Avg. Rate	Dollars	% of Total
0611	Douglas L. Hertlein	.50	145.00	72.50	100.00
<u>TOTALS.....\$</u>		<u>.50</u>	<u>145.00</u>	<u>72.50</u>	
TOTAL ANALYSIS/STRATEGY		.50 hrs.	145.00/hr	\$	72.50

Total Fees for Professional Services\$ 72.50

Disbursements and Charges

Douglas L. Hertlein: Telephone calls 6.69

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 6.69

TOTAL DUE FOR THIS INVOICE\$ 79.19
 =====

May 27, 1999

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17482268

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: COLEMAN, RAYMOND SR. d/b/a AQUARIUS FLOOR SYSTEMS
OUR FILE NO. 025461.00039

For professional services rendered for your account
through 04/30/99:

Fee for Services\$ 2,183.75
Disbursements and Charges\$ 73.56

TOTAL DUE FOR THIS INVOICE....\$ 2,257.31
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Dollars</u>
Brian T. Johnson	12.00	140.00	1,680.00
Brian T. Johnson	3.25	155.00	503.75

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

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For Services Through April 30, 1999

Our Matter # 025461.00039

COLEMAN, RAYMOND SR. d/b/a AQUARIUS FLOOR SYSTEMS

11/03/98	Continued attention to preparation of answer and counter-claim; conference with Robert Rathke regarding strategy for the same; attention to preparation of motion to dismiss and/or to change venue. Brian T. Johnson	2.75 hrs.	140.00/hr	\$	385.00
11/04/98	Continued attention to preparation of answer and counter-claim; correspondence with Mr. Rathke regarding the same; telephone conference with Mr. Rathke regarding the same; attention to preparation of motion to dismiss and/or to change venue. Brian T. Johnson	4.50 hrs.	140.00/hr		630.00
11/05/98	Continued attention to preparation of motion to dismiss or, in the alternative, to transfer venue. Brian T. Johnson	.75 hrs.	140.00/hr		105.00
11/24/98	Continued attention to settlement negotiations with plaintiff's counsel. Brian T. Johnson	.25 hrs.	140.00/hr		35.00
11/30/98	Continued attention to engagement in settlement negotiations; attention to drafting of settlement agreement. Brian T. Johnson	.25 hrs.	140.00/hr		35.00
12/03/98	Review of draft settlement and release agreement; revision of the same. Brian T. Johnson	.50 hrs.	140.00/hr		70.00
12/04/98	Continued attention to finalization of settlement; analysis and revision of proposed settlement agreement. Brian T. Johnson	.50 hrs.	140.00/hr		70.00
12/07/98	Continued attention and preparation of settlement and release agreement. Brian T. Johnson	.25 hrs.	140.00/hr		35.00
12/08/98	Continued revision of proposed settlement agreement. Brian T. Johnson	.25 hrs.	140.00/hr		35.00
12/09/98	Continued attention to finalization of settlement				

K-MART CORPORATION
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

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	agreement. Brian T. Johnson	.25 hrs.	140.00/hr	35.00
12/12/98	Continued revision of settlement agreement; correspondence regarding the same. Brian T. Johnson	.50 hrs.	140.00/hr	70.00
12/14/98	Continued attention to efforts to finalize settlement agreement. Brian T. Johnson	.25 hrs.	140.00/hr	35.00
12/18/98	Attention to continued efforts to finalize settlement agreement; telephone conference with office of plaintiff's counsel regarding the same. Brian T. Johnson	.25 hrs.	140.00/hr	35.00
12/28/98	Continued attention to finalization of settlement. Brian T. Johnson	.25 hrs.	140.00/hr	35.00
12/29/98	Conference with the court regarding hearing on motion to dismiss; telephone conference with plaintiff's counsel's office regarding the same; continued attention to efforts to finalize settlement agreement. Brian T. Johnson	.50 hrs.	140.00/hr	70.00
01/04/99	Continued attention to finalization of settlement agreement. Brian T. Johnson	.25 hrs.	155.00/hr	38.75
01/05/99	Telephone conference with James Childress, counsel for the plaintiff, regarding continued negotiation of final settlement agreement; continued attention to finalization of settlement agreement. Brian T. Johnson	.25 hrs.	155.00/hr	38.75
01/08/99	Continued attention to finalization of the specific terms of the settlement agreement; correspondence with Mr. Childress regarding the same. Brian T. Johnson	.50 hrs.	155.00/hr	77.50
01/12/99	Continued attention to finalization of settlement agreement; continued negotiations regarding the same. Brian T. Johnson	.25 hrs.	155.00/hr	38.75
01/13/99	Continued attention to finalization of settlement agreement; review and analysis of dismissal stipulation; telephone conference with Jim Childress, counsel for the plaintiff, regarding the same; correspondence regarding the same.			

	Brian T. Johnson	.50 hrs.	155.00/hr	77.50
01/14/99	Continued attention to negotiation of finalization of settlement agreement; communication with counsel regarding the same.			
	Brian T. Johnson	.50 hrs.	155.00/hr	77.50
01/19/99	Attention to procurement of court order dismissing case with prejudice rather than without prejudice.			
	Brian T. Johnson	.25 hrs.	155.00/hr	38.75
01/22/99	Continued attention to procurement of a proper judgment entry for submission to the court.			
	Brian T. Johnson	.25 hrs.	155.00/hr	38.75
02/03/99	Attention to procurement of dismissal with prejudice rather than without prejudice.			
	Brian T. Johnson	.25 hrs.	155.00/hr	38.75
02/08/99	Finalization of dismissal with prejudice.			
	Brian T. Johnson	.25 hrs.	155.00/hr	38.75
	Total Fees for Professional Services			\$ 2,183.75

Disbursements and Charges

Mansfield Municipal Court: Filing fee for Motion to transfer / Dismiss	25.00
FedEx: Delivery to: Clerk of Courts on 11/05/98, Mansfield, OH	9.50
FedEx: Delivery to: Robert Wrathke on 12/8/98, Troy, MI.	9.50
FedEx: Delivery to: James L. Childress on 12/14/98, Mansfield, OH	9.50
FedEx: Delivery to: Robert Rathke, Troy MI on 12/28/98	9.50
Check received from Gene E. Coffey, Clerk of Municipal Court of Mansfield, Ohio as a refund re case 98CVHO3122 per B. Johnson.	-25.00

K-MART CORPORATION

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FedEx: Delivery to: James Childress on 01/08/99, Manfield, OH and John Walsh on 01/05/99, Troy, MI	19.00
FedEx: Delivery to: James Childress on 01/14/99, Mansfield, OH	9.00
Photocopying	4.48
Telephone	3.08

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 73.56

TOTAL DUE FOR THIS INVOICE\$ 2,257.31
=====

January 28, 2002

K-MART CORPORATION
ATTN: KATHLEEN ERB, ESQ.
3100 W. BIG BEAVER ROAD
TROY, MICHIGAN 48084

Invoice No. 17678806

THOMPSON HINE LLP
Federal I.D. No. 34-0575300

Re: DELTA DISTRIBUTORS, INC.
OUR FILE NO. 025461.00040

For professional services rendered for your account
through 12/31/01:

Fee for Services\$ 40.00
Disbursements and Charges\$ 13.29

TOTAL DUE FOR THIS INVOICE ...\$ 53.29
=====

Amount Due for Previous Invoices ..\$ 0.00

TOTAL BALANCE DUE\$ 53.29
=====

Summary of Fees for this Invoice

<u>Name</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>
Kimberly E. Ramundo	Associate	.25	160.00

K-MART CORPORATION
January 28, 2002

Invoice No. 17678806
Page 1

Re: DELTA DISTRIBUTORS, INC.
Our File No: 025461.00040

For professional services rendered for your account
through 12/31/01:

08/06/01 Draft letter to Ms. Erb regarding default judgment
entry.
Kimberly E. Ramundo .25 hrs.

FEE FOR PROFESSIONAL SERVICES\$ 40.00

Disbursements and Charges

FedEx: Delivery to: Paulette Donley on 07/09/01, 13.29
Hillsboro, OH

TOTAL FOR DISBURSEMENTS AND CHARGES\$ 13.29

TOTAL DUE FOR THIS INVOICE\$ 53.29
=====

DATE PRINTED 02/13/02 11:14 AM
(TINVRPT1)

OUTSTANDING INVOICES

INVOICE NUMBER	INVOICE DATE	PAYMENT DATE	TOTAL AMOUNT OF INVOICE	RETAINER BALANCE	INVOICE BALANCE
<u>CLIENT: 025461</u> K-MART CORPORATION					
<u>MATTER: 025461.00001</u> GENERAL					
<u>BILLING PROFESS.:</u> 1351					
17132187	10/27/94		265.73	0.00	265.73
17209353	11/28/95		138.98	0.00	138.98
17530225	01/25/00		202.50	0.00	202.50
<u>TOTALS FOR MATTER</u> -----			607.21	0.00	607.21

<u>CLIENT: 025461</u> K-MART CORPORATION					
<u>MATTER: 025461.00003</u> BECKER, MURRY IND.					
<u>BILLING PROFESS.:</u> 1351					
17428975	09/30/98		500.00	0.00	500.00
<u>TOTALS FOR MATTER</u> -----			500.00	0.00	500.00

<u>CLIENT: 025461</u> K-MART CORPORATION					
<u>MATTER: 025461.00009</u> OHIO DEPARTMENT OF LIQUOR CONTROL					
<u>BILLING PROFESS.:</u> 1351					
17678804	01/28/02		1770.21	0.00	1770.21
17681953	02/12/02		276.00	0.00	276.00
<u>TOTALS FOR MATTER</u> -----			2046.21	0.00	2046.21

<u>CLIENT: 025461</u> K-MART CORPORATION					
<u>MATTER: 025461.00016</u> Turpening Electric, Inc.					
<u>BILLING PROFESS.:</u> 1351					
17191890	08/28/95		133.18	0.00	133.18

DATE PRINTED 02/13/02 11:14 AM
(TINVRPT1)

OUTSTANDING INVOICES

INVOICE NUMBER	INVOICE DATE	PAYMENT DATE	TOTAL AMOUNT OF INVOICE	RETAINER BALANCE	INVOICE BALANCE
<u>TOTALS FOR MATTER</u> -----			133.18	0.00	133.18

<u>CLIENT: 025461</u> K-MART CORPORATION					
<u>MATTER: 025461.00017</u> Howard, Simon Jr. v. Builders Square, Inc.					
<u>BILLING PROFESS.:</u> 1351					
17266385	08/21/96		62.00	0.00	62.00
<u>TOTALS FOR MATTER</u> -----			62.00	0.00	62.00

CLIENT: 025461 K-MART CORPORATION
MATTER: 025461.00020 Fifth Avenue Builders, Inc., et al. v. Builders Sq
BILLING PROFESS.: 1351
 17280991 11/01/96 34.73 0.00 34.73

TOTALS FOR MATTER ----- 34.73 0.00 34.73

CLIENT: 025461 K-MART CORPORATION
MATTER: 025461.00026 Puckett's Painting and Crafting, Inc.
BILLING PROFESS.: 1351
 17247463 05/22/96 1579.54 0.00 1579.54
 17266386 08/21/96 79.19 0.00 79.19

TOTALS FOR MATTER ----- 1658.73 0.00 1658.73

CLIENT: 025461 K-MART CORPORATION
MATTER: 025461.00039 COLEMAN, RAYMOND SR. d/b/a AQUARIUS FLOOR SYSTEMS
BILLING PROFESS.: 1351
 17482268 05/27/99 2257.31 0.00 2257.31

DATE PRINTED 02/13/02 11:14 AM
 (TINVRPT1)

OUTSTANDING INVOICES

INVOICE NUMBER	INVOICE DATE	PAYMENT DATE	TOTAL AMOUNT OF INVOICE	RETAINER BALANCE	INVOICE BALANCE
=====	=====	=====	=====	=====	=====
<u>TOTALS FOR MATTER</u> -----			2257.31	0.00	2257.31

CLIENT: 025461 K-MART CORPORATION
MATTER: 025461.00040 DELTA DISTRIBUTORS, INC.
BILLING PROFESS.: 1351
 17678806 01/28/02 53.29 0.00 53.29

TOTALS FOR MATTER ----- 53.29 0.00 53.29

TOTAL AMOUNT OF INVOICES	TOTAL RETAINER BALANCE	TOTAL INVOICE BALANCE
=====	=====	=====
7352.66	0.00	7352.66

February 21, 2002

By FedEx

K-Mart Corp.
c/o Trumbull Services
P.O. Box 426
Windsor, Connecticut 06095

RE: *K-Mart Corporation*, et al.
United States Bankruptcy Court
Northern District of Illinois
Case No. 02 B 2474

Dear Sir or Madam:

Enclosed for filing and processing please find the Proof of Claim of Thompson Hine LLP which I have prepared. I have enclosed a copy of my claim so that it may be checked in and returned to me with evidence of filing in the self-addressed, stamped envelope I have provided. Please call should you have any questions or concerns relating to this Proof of Claim.

Thank you for your assistance.

Sincerely,



Robert C. Folland

Enclosure

cc: Robert Taborn (w/o Enclosure)

Kmart CORPORATION
REC'D MAR 04 2002
LEGAL DEPARTMENT

Rob.Folland@ThompsonHine.com Phone 216.566.5813 Fax 216.566.5800

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