

\*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

CH 7 CH 13  CH 11
PLEASE CHECK CHAPTER

Name of Debtor
KMART CORPORATION, et al

Case Number
02-B02474

PROOF OF CLAIM
THRU 02-B02498

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

File Claim Form With:
United States Bankruptcy Court
P. O. Box A3613
Chicago, Illinois 60690-3612

Name of Creditor (The person or other entity to whom the debtor owes money or property)

A.D. SUTTON & SONS INC.

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

A.D. SUTTON & SONS INC.
10 WEST 33 STREET, SUITE 1100
NEW YORK, N.Y. 10001

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.

Telephone No.

ATT. JOSEPH WEISSMAN (TEL 212-695-7070)

Creditor #

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here if this claim

amends replaces a previously filed claim dated:

1. BASIS FOR CLAIM

- Goods sold, Money loaned, Taxes, Retiree benefits, Services performed, Personal injury/wrongful death, Other, Wages, salaries, and compensation, Unpaid compensation for services performed

2. DATE DEBT WAS INCURRED: 3/31/00 - 1/11/02

3. IF COURT JUDGMENT, DATE OBTAINED:

4. Total Amount of Claim at Time Case Filed:

\$ 208,702.22

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.

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 above, 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 \$4,300), \*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)
Contributions to an employee benefit plan-11 U.S.C. § 507(a)(4)
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)
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 4/1/98 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. 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.

THIS SPACE IS FOR COURT USE ONLY

KP 712

3/21/02

402 MAR 21 PM 12:24

BANKRUPTCY

Date:

3/13/02

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)

JOSEPH WEISSMAN
CONTROLLER

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.

A.D. Sutton & Sons Inc.
10 West 33rd St - 11th Fl.
New York, NY 10001

STATEMENT OF ACCOUNT

A. D. Sutton & Sons Inc.  
 10 West 33rd St - 11th Fl.  
 New York, NY 10001

FACESETTER IMPORTS  
 10 WEST 33RD ST, 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:

K-MART APPAREL CORP.  
 K-MART FASHIONS  
 PO BOX 7059  
 Dept 124  
 TROY MI 48007

Page 1  
 Date 02/27/02  
 Account 5543  
 Statement No 5031

AD Sutton - \$ 208,702.22  
 Peer Seller - \$ 239,637.85

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
RB 23633	05/31/00	715163	1,118.40	.00	.00	.00	1,118.40
RB 172688	09/11/00	739611	216.50	.00	.00	.00	216.50
RB 4620556	09/20/00	10.80	17,011.07	.00	.00	.00	17,011.07
RB 6387	11/20/00	102260	875.00	.00	.00	.00	875.00
XI 128722	03/23/01	00137825 (Sales Order	346.50	.00	.00	.00	346.50
XI 128723	03/23/01	00177891 (Sales Order	199.50	.00	.00	.00	199.50
XI 135445	04/26/01	00155264 (Sales Order	30.00	.00	.00	.00	30.00
XI 144833	06/13/01	00189715 (Sales Order	18,474.88	.00	.00	.00	18,474.88
RI 150991	07/06/01	00210178 (Sales Order	2,317.19	.00	.00	.00	2,317.19
RI 151262	09/17/01	145546	5,248.88	.00	.00	.00	5,248.88
RB 42165475	09/20/01	145887	201.12	.00	.00	.00	201.12
RB 42165486	09/20/01	145887	242.85	.00	.00	.00	242.85
RB 33464914	08/20/01	00278481 (Sales Order	162.75	.00	.00	.00	162.75
RI 170547	09/24/01	00301319 (Sales Order	280.80	.00	.00	.00	280.80
XI 179806	11/19/01	154983	12.75	.00	.00	.00	12.75
RB 164511	11/19/01	154983	10,228.68	.00	.00	.00	10,228.68
RB 73200381	11/19/01	154983	379.00	.00	.00	.00	379.00
RB 73200411	11/19/01	154983	376.00	.00	.00	.00	376.00
RB 11003	12/11/01	4006425	974.08	.00	.00	.00	974.08
RB 11004	12/11/01	4006425	15,724.38	.00	.00	.00	15,724.38
RB 11010	12/11/01	4006425	133.93	.00	.00	.00	133.93
RB 11011	12/11/01	4006425	24.78	.00	.00	.00	24.78
RB 179859	12/11/01	4006425	153.00	.00	.00	.00	153.00
RB 179861	12/11/01	4006425	180.00	.00	.00	.00	180.00
RB 179978	12/11/01	4006425	270.00	.00	.00	.00	270.00
RB 734545	12/11/01	4006425	379.20	.00	.00	.00	379.20
RB 42165429	12/24/01	160431	325.50	.00	.00	.00	325.50
RB 42165433	12/24/01	160431	162.75	.00	.00	.00	162.75
XI 188925	10/31/01	00308847 (Sales Order	2,096.60	.00	.00	.00	2,096.60
XI 188926	10/31/01	00308848 (Sales Order	8,284.50	.00	.00	.00	8,284.50
XI 189115	11/01/01	00308839 (Sales Order	1,079.40	.00	.00	.00	1,079.40
XI 189116	11/01/01	00308840 (Sales Order	6,402.00	.00	.00	.00	6,402.00
			311.51				67.49

STATEMENT OF ACCOUNT

**A.D. Sutton & Sons Inc.**  
 10 West 33rd St-11th Fl.  
 New York, NY 10001

**PACESETTER IMPORTS**  
 10 WEST 33RD ST, 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:

K-MART APPAREL CORP.  
 KMART FASHIONS  
 PO BOX 7059  
 Dept 124  
 TROY MI 48007

Page - 2  
 Date - 02/27/02  
 Account - 5543  
 Statement No - 5031

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
XI 189117	11/01/01	00308841 (Sales Order	147.60	.00	.00	.00	147.60
XI 189118	11/01/01	00308842 (Sales Order	2,457.00	.00	.00	.00	2,457.00
XI 189234	11/02/01	00308861 (Sales Order	1,425.60	.00	.00	.00	1,425.60
XI 189235	11/02/01	00308862 (Sales Order	9,309.75	.00	.00	.00	9,309.75
XI 189355	11/02/01	00308837 (Sales Order	168.00	.00	.00	.00	168.00
XI 189356	11/02/01	00308838 (Sales Order	2,902.50	.00	.00	.00	2,902.50
XI 189357	11/02/01	00308843 (Sales Order	49.20	.00	.00	.00	49.20
XI 189358	11/02/01	00308844 (Sales Order	3,903.00	.00	.00	.00	3,903.00
XI 189359	11/02/01	00308845 (Sales Order	1,497.20	.00	.00	.00	1,497.20
XI 189360	11/02/01	00308846 (Sales Order	7,528.50	.00	.00	.00	7,528.50
XI 189361	11/02/01	00308849 (Sales Order	294.80	.00	.00	.00	294.80
XI 189362	11/02/01	00308850 (Sales Order	3,910.50	.00	.00	.00	3,910.50
XI 189363	11/02/01	00308855 (Sales Order	1,382.40	.00	.00	.00	1,382.40
XI 189364	11/02/01	00308856 (Sales Order	14,035.50	.00	.00	.00	14,035.50
XI 189365	11/02/01	00308863 (Sales Order	117.60	.00	.00	.00	117.60
XI 189366	11/02/01	00308864 (Sales Order	5,281.50	.00	.00	.00	5,281.50
XI 189374	11/05/01	00310737 (Sales Order	292.80	.00	.00	.00	292.80
XI 189375	11/05/01	00310738 (Sales Order	1,212.00	.00	.00	.00	1,212.00
XI 189376	11/05/01	00310743 (Sales Order	421.20	.00	.00	.00	421.20
XI 189377	11/05/01	00310744 (Sales Order	1,465.50	.00	.00	.00	1,465.50
XI 189395	11/05/01	00310739 (Sales Order	60.00	.00	.00	.00	60.00
XI 189396	11/05/01	00310740 (Sales Order	448.50	.00	.00	.00	448.50
XI 189397	11/05/01	00310741 (Sales Order	116.40	.00	.00	.00	116.40
XI 189398	11/05/01	00310742 (Sales Order	1,020.00	.00	.00	.00	1,020.00
XI 189400	11/05/01	00310748 (Sales Order	130.00	.00	.00	.00	130.00
XI 189401	11/05/01	00310749 (Sales Order	717.00	.00	.00	.00	717.00
XI 189402	11/05/01	00310750 (Sales Order	705.20	.00	.00	.00	705.20
XI 189403	11/05/01	00310753 (Sales Order	1,381.50	.00	.00	.00	1,381.50
XI 189404	11/05/01	00310754 (Sales Order	884.60	.00	.00	.00	884.60
XI 189407	11/05/01	00310759 (Sales Order	255.00	.00	.00	.00	255.00
XI 189408	11/05/01	00310760 (Sales Order	298.00	.00	.00	.00	298.00
XI 189408	11/05/01	00310760 (Sales Order	1,116.75	.00	.00	.00	1,116.75

STATEMENT OF ACCOUNT

A.D. Sutton & Sons Inc.  
 10 West 33rd St - 11th Fl.  
 New York, NY 10001

PACESETTER IMPORTS  
 10 WEST 33RD ST, 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:

K-MART APPAREL CORP.  
 KMART FASHIONS  
 PO BOX 7059  
 Dept 124  
 TROY MI 48007

Page - 3  
 Date - 02/27/02  
 Account - 5543  
 Statement No - 5031

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
XI 189420	11/05/01	00310751 (Sales Order)	187.60	.00	.00	.00	187.60
XI 189421	11/05/01	00310752 (Sales Order)	1,488.00	.00	.00	.00	1,488.00
XI 189422	11/05/01	00310755 (Sales Order)	61.20	.00	.00	.00	61.20
XI 189423	11/05/01	00310756 (Sales Order)	1,140.00	.00	.00	.00	1,140.00
XI 189473	11/06/01	00310745 (Sales Order)	850.20	.00	.00	.00	850.20
XI 189474	11/06/01	00310746 (Sales Order)	1,458.75	.00	.00	.00	1,458.75
RI 190581	11/13/01	00311865 (Sales Order)	58.80	.00	.00	.00	58.80
XI 190901	11/14/01	00311872 (Sales Order)	128.00	.00	.00	.00	128.00
XI 190902	11/14/01	00311873 (Sales Order)	1,913.25	.00	.00	.00	1,913.25
XI 190903	11/14/01	00311874 (Sales Order)	1,377.00	.00	.00	.00	1,377.00
XI 190904	11/14/01	00311879 (Sales Order)	442.00	.00	.00	.00	442.00
XI 190905	11/14/01	00311880 (Sales Order)	1,394.25	.00	.00	.00	1,394.25
XI 190906	11/14/01	00311885 (Sales Order)	98.00	.00	.00	.00	98.00
XI 190907	11/14/01	00311886 (Sales Order)	3,174.00	.00	.00	.00	3,174.00
XI 190908	11/14/01	00311887 (Sales Order)	396.00	.00	.00	.00	396.00
XI 190909	11/14/01	00311888 (Sales Order)	5,402.25	.00	.00	.00	5,402.25
XI 190910	11/14/01	00311892 (Sales Order)	492.00	.00	.00	.00	492.00
XI 190911	11/14/01	00311893 (Sales Order)	1,709.25	.00	.00	.00	1,709.25
RB 739748	01/14/02	004028574 (Sales Order)	308.82	.00	.00	.00	308.82
XI 191454	11/15/01	00311875 (Sales Order)	64.00	.00	.00	.00	64.00
XI 191455	11/15/01	00311876 (Sales Order)	1,777.50	.00	.00	.00	1,777.50
XI 191456	11/15/01	00311877 (Sales Order)	44.00	.00	.00	.00	44.00
XI 191457	11/15/01	00311878 (Sales Order)	2,028.00	.00	.00	.00	2,028.00
XI 191458	11/15/01	00311883 (Sales Order)	218.00	.00	.00	.00	218.00
XI 191459	11/15/01	00311884 (Sales Order)	2,775.00	.00	.00	.00	2,775.00
XI 191460	11/15/01	00311889 (Sales Order)	124.00	.00	.00	.00	124.00
XI 191461	11/15/01	00311890 (Sales Order)	2,442.00	.00	.00	.00	2,442.00
XI 191462	11/15/01	00311894 (Sales Order)	1,597.50	.00	.00	.00	1,597.50
XI 191463	11/15/01	00311870 (Sales Order)	20.00	.00	.00	.00	20.00
XI 191464	11/15/01	00311871 (Sales Order)	568.50	.00	.00	.00	568.50
XI 191465	11/15/01	00311881 (Sales Order)	42.00	.00	.00	.00	42.00
XI 191466	11/15/01	00311882 (Sales Order)	969.00	.00	.00	.00	969.00

STATEMENT OF ACCOUNT

A.D. Sutton & Sons Inc.  
 10 West 33rd St - 11th Fl.  
 New York, NY 10001

PACESETTER IMPORTS  
 10 WEST 33RD ST, 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:

K-MART APPAREL CORP.  
 KMART FASHIONS  
 PO BOX 7059  
 Dept 124  
 TROY MI 48007

Page 4  
 Date 02/27/02  
 Account 5543  
 Statement No 5031

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
XI 191467	11/15/01	00312701 (Sales Order)	849.00	.00	.00	.00	849.00
RB 189229	01/14/02	004028574	72.00	.00	.00	.00	72.00
RB 189231	01/14/02	004028574	165.75	.00	.00	.00	165.75
RB 739747	01/14/02	004028574	1,521.94	.00	.00	.00	1,521.94
RB 740189	01/14/02	004028574	169.00	.00	.00	.00	169.00
RB 4028574	01/14/02	004028574	314.21	.00	.00	.00	314.21
XI 191583	11/20/01	00312701 (Sales Order)	22.00	.00	.00	.00	22.00
XI 191584	11/20/01	00312702 (Sales Order)	555.00	.00	.00	.00	555.00
XI 191585	11/20/01	00312703 (Sales Order)	168.00	.00	.00	.00	168.00
XI 191586	11/20/01	00312704 (Sales Order)	1,878.00	.00	.00	.00	1,878.00
XI 191587	11/20/01	00312705 (Sales Order)	1,096.50	.00	.00	.00	1,096.50
XI 191588	11/20/01	00312706 (Sales Order)	18.00	.00	.00	.00	18.00
XI 191589	11/20/01	00312707 (Sales Order)	907.50	.00	.00	.00	907.50
XI 191590	11/20/01	00312710 (Sales Order)	318.00	.00	.00	.00	318.00
XI 191591	11/20/01	00312711 (Sales Order)	2,505.00	.00	.00	.00	2,505.00
XI 191592	11/20/01	00312712 (Sales Order)	18.00	.00	.00	.00	18.00
XI 191593	11/20/01	00312713 (Sales Order)	538.50	.00	.00	.00	538.50
XI 191594	11/20/01	00312714 (Sales Order)	238.00	.00	.00	.00	238.00
XI 191595	11/20/01	00312715 (Sales Order)	1,198.50	.00	.00	.00	1,198.50
XI 191596	11/20/01	00312716 (Sales Order)	189.00	.00	.00	.00	189.00
XI 191597	11/20/01	00312717 (Sales Order)	582.00	.00	.00	.00	582.00
XI 191598	11/20/01	00312718 (Sales Order)	419.00	.00	.00	.00	419.00
XI 191599	11/20/01	00312719 (Sales Order)	1,209.00	.00	.00	.00	1,209.00
XI 191600	11/20/01	00312720 (Sales Order)	94.00	.00	.00	.00	94.00
XI 191601	11/20/01	00312721 (Sales Order)	862.50	.00	.00	.00	862.50
XI 191602	11/20/01	00312722 (Sales Order)	684.75	.00	.00	.00	684.75
XI 191603	11/20/01	00312723 (Sales Order)	294.00	.00	.00	.00	294.00
XI 191604	11/20/01	00312724 (Sales Order)	1,890.00	.00	.00	.00	1,890.00
XI 191605	11/20/01	00312725 (Sales Order)	1,099.50	.00	.00	.00	1,099.50
XI 191637	11/21/01	00312708 (Sales Order)	160.00	.00	.00	.00	160.00
XI 191638	11/21/01	00312709 (Sales Order)	1,048.50	.00	.00	.00	1,048.50
XI 192784	11/29/01	00313857 (Sales Order)	20.00	.00	.00	.00	20.00

STATEMENT OF ACCOUNT

A.D. Sutton & Sons Inc.  
 10 West 33rd St-11th Fl.  
 New York, NY 10001

PAGESETTER IMPORTS  
 10 WEST 33RD ST, 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:  
 K-MART APPAREL CORP.  
 K-MART FASHIONS  
 PO BOX 7059  
 Dept 124  
 TROY MI 48007

Page 5  
 Date 02/27/02  
 Account 5543  
 Statement No 5031

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
XI 192785	11/29/01	00313858 (Sales Order	262.50	.00	.00	.00	262.50
XI 192786	11/29/01	00313859 (Sales Order	367.00	.00	.00	.00	367.00
XI 192787	11/29/01	00313860 (Sales Order	2,033.25	.00	.00	.00	2,033.25
XI 192788	11/29/01	00313862 (Sales Order	745.50	.00	.00	.00	745.50
XI 192789	11/29/01	00313863 (Sales Order	124.00	.00	.00	.00	124.00
XI 192790	11/29/01	00313864 (Sales Order	1,761.00	.00	.00	.00	1,761.00
XI 192791	11/29/01	00313865 (Sales Order	668.00	.00	.00	.00	668.00
XI 192792	11/29/01	00313866 (Sales Order	2,286.00	.00	.00	.00	2,286.00
XI 192793	11/29/01	00313867 (Sales Order	42.00	.00	.00	.00	42.00
XI 192794	11/29/01	00313868 (Sales Order	370.50	.00	.00	.00	370.50
XI 192795	11/29/01	00313869 (Sales Order	166.00	.00	.00	.00	166.00
XI 192796	11/29/01	00313870 (Sales Order	1,668.00	.00	.00	.00	1,668.00
XI 192797	11/29/01	00313871 (Sales Order	254.00	.00	.00	.00	254.00
XI 192798	11/29/01	00313872 (Sales Order	1,470.00	.00	.00	.00	1,470.00
XI 192799	11/29/01	00313875 (Sales Order	50.00	.00	.00	.00	50.00
XI 192800	11/29/01	00313876 (Sales Order	1,909.50	.00	.00	.00	1,909.50
XI 192818	11/29/01	00313861 (Sales Order	586.50	.00	.00	.00	586.50
XI 192819	11/29/01	00313878 (Sales Order	396.00	.00	.00	.00	396.00
XI 192820	11/29/01	00313873 (Sales Order	1,012.50	.00	.00	.00	1,012.50
XI 192838	11/29/01	00313874 (Sales Order	614.00	.00	.00	.00	614.00
XI 192839	11/29/01	00313877 (Sales Order	3,333.00	.00	.00	.00	3,333.00
XI 192850	11/29/01	00313880 (Sales Order	1,286.25	.00	.00	.00	1,286.25
XI 192881	11/29/01	00313880 (Sales Order	1,963.50	.00	.00	.00	1,963.50
XI 193456	12/05/01	00314868 (Sales Order	19.00	.00	.00	.00	19.00
XI 193457	12/05/01	00314869 (Sales Order	1,161.00	.00	.00	.00	1,161.00
XI 193458	12/05/01	00314870 (Sales Order	80.00	.00	.00	.00	80.00
XI 193459	12/05/01	00314871 (Sales Order	4,366.50	.00	.00	.00	4,366.50
XI 193460	12/05/01	00314872 (Sales Order	1,404.00	.00	.00	.00	1,404.00
XI 193461	12/05/01	00314873 (Sales Order	1,713.00	.00	.00	.00	1,713.00
XI 193462	12/05/01	00314874 (Sales Order	20.00	.00	.00	.00	20.00
XI 193463	12/05/01	00314875 (Sales Order	4,308.00	.00	.00	.00	4,308.00
XI 193464	12/05/01	00314876 (Sales Order	309.00	.00	.00	.00	309.00

STATEMENT OF ACCOUNT

A.D. Sutton & Sons Inc.  
 10 West 33rd St - 11th Fl.  
 New York, NY 10001

PACESETTER IMPORTS  
 10 WEST 33RD ST, 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:

K-MART APPAREL CORP.  
 K-MART FASHIONS  
 PO BOX 7059  
 Dept 124  
 TROY MI 48007

Page - 6  
 Date - 02/27/02  
 Account - 5543  
 Statement No - 5031

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
XI 193465	12/05/01	00314877 (Sales Order)	4,973.25	.00	.00	.00	4,973.25
XI 193466	12/05/01	00314878 (Sales Order)	18.00	.00	.00	.00	18.00
XI 193467	12/05/01	00314879 (Sales Order)	2,715.00	.00	.00	.00	2,715.00
XI 193468	12/05/01	00314880 (Sales Order)	218.00	.00	.00	.00	218.00
XI 193469	12/05/01	00314881 (Sales Order)	4,525.50	.00	.00	.00	4,525.50
XI 193470	12/05/01	00314882 (Sales Order)	349.00	.00	.00	.00	349.00
XI 193471	12/05/01	00314883 (Sales Order)	3,115.50	.00	.00	.00	3,115.50
XI 193472	12/05/01	00314884 (Sales Order)	4,437.00	.00	.00	.00	4,437.00
XI 193473	12/05/01	00314887 (Sales Order)	1,174.50	.00	.00	.00	1,174.50
XI 193474	12/05/01	00314888 (Sales Order)	298.00	.00	.00	.00	298.00
XI 193475	12/05/01	00314889 (Sales Order)	4,086.75	.00	.00	.00	4,086.75
XI 193476	12/05/01	00314890 (Sales Order)	1,146.00	.00	.00	.00	1,146.00
XI 194146	12/11/01	00315841 (Sales Order)	391.50	.00	.00	.00	391.50
XI 194147	12/11/01	00315846 (Sales Order)	60.00	.00	.00	.00	60.00
XI 194148	12/11/01	00315847 (Sales Order)	103.50	.00	.00	.00	103.50
XI 194149	12/11/01	00315856 (Sales Order)	319.50	.00	.00	.00	319.50
XI 194152	12/11/01	00314884 (Sales Order)	160.00	.00	.00	.00	160.00
XI 194153	12/11/01	00314885 (Sales Order)	10,113.75	.00	.00	.00	10,113.75
XI 194173	12/11/01	00315838 (Sales Order)	495.00	.00	.00	.00	495.00
XI 194174	12/11/01	00315839 (Sales Order)	106.00	.00	.00	.00	106.00
XI 194175	12/11/01	00315840 (Sales Order)	324.75	.00	.00	.00	324.75
XI 194176	12/11/01	00315842 (Sales Order)	36.00	.00	.00	.00	36.00
XI 194177	12/11/01	00315843 (Sales Order)	1,308.00	.00	.00	.00	1,308.00
XI 194178	12/11/01	00315844 (Sales Order)	464.00	.00	.00	.00	464.00
XI 194179	12/11/01	00315845 (Sales Order)	1,087.50	.00	.00	.00	1,087.50
XI 194180	12/11/01	00315848 (Sales Order)	244.00	.00	.00	.00	244.00
XI 194181	12/11/01	00315849 (Sales Order)	645.00	.00	.00	.00	645.00
XI 194182	12/11/01	00315850 (Sales Order)	246.00	.00	.00	.00	246.00
XI 194183	12/11/01	00315851 (Sales Order)	735.00	.00	.00	.00	735.00
XI 194184	12/11/01	00315852 (Sales Order)	335.00	.00	.00	.00	335.00
XI 194185	12/11/01	00315853 (Sales Order)	1,608.00	.00	.00	.00	1,608.00
XI 194186	12/11/01	00315854 (Sales Order)	62.00	.00	.00	.00	62.00

STATEMENT OF ACCOUNT

A.D. Sutton & Sons Inc.  
 10 West 33rd St-11th Fl.  
 New York, NY 10001

PACESETTER IMPORTS  
 10 WEST 33RD ST., 11TH FLOOR  
 NEW YORK, NY 10001

Remit To:  
 K-MART APPAREL CORP.  
 K-MART FASHIONS  
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 TROY MI 48007

Page 7  
 Date 02/27/02  
 Account 5543  
 Statement No 5031

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 0001	A.D. Sutton & Sons, Inc.						
XI 194187	12/11/01	00315855 (Sales Order	670.50	.00	.00	.00	670.50
XI 194188	12/11/01	00315857 (Sales Order	187.00	.00	.00	.00	187.00
XI 194189	12/11/01	00315858 (Sales Order	1,590.00	.00	.00	.00	1,590.00
XI 194190	12/11/01	00315859 (Sales Order	735.75	.00	.00	.00	735.75
RI 194196	12/12/01	00316288 (Sales Order	117.60	.00	.00	.00	117.60
RI 194197	12/12/01	00316289 (Sales Order	93.60	.00	.00	.00	93.60
XI 195315	12/19/01	00316660 (Sales Order	295.50	.00	.00	.00	295.50
XI 195316	12/19/01	00316664 (Sales Order	36.00	.00	.00	.00	36.00
XI 195317	12/19/01	00316665 (Sales Order	378.00	.00	.00	.00	378.00
XI 195318	12/19/01	00316666 (Sales Order	62.00	.00	.00	.00	62.00
XI 195319	12/19/01	00316670 (Sales Order	2,374.50	.00	.00	.00	2,374.50
XI 195320	12/19/01	00316671 (Sales Order	18.00	.00	.00	.00	18.00
XI 195321	12/19/01	00316672 (Sales Order	576.00	.00	.00	.00	576.00
XI 195322	12/19/01	00316673 (Sales Order	232.00	.00	.00	.00	232.00
XI 195323	12/19/01	00316674 (Sales Order	823.50	.00	.00	.00	823.50
XI 195324	12/19/01	00316675 (Sales Order	42.00	.00	.00	.00	42.00
XI 195325	12/19/01	00316676 (Sales Order	942.75	.00	.00	.00	942.75
XI 195326	12/19/01	00316677 (Sales Order	103.00	.00	.00	.00	103.00
XI 195327	12/19/01	00316678 (Sales Order	931.50	.00	.00	.00	931.50
XI 195328	12/19/01	00316679 (Sales Order	1,522.50	.00	.00	.00	1,522.50
XI 195329	12/20/01	00316680 (Sales Order	681.00	.00	.00	.00	681.00
XI 195330	12/20/01	00316681 (Sales Order	510.00	.00	.00	.00	510.00
XI 195331	12/20/01	00316682 (Sales Order	1,623.00	.00	.00	.00	1,623.00
XI 195332	12/20/01	00316683 (Sales Order	187.00	.00	.00	.00	187.00
XI 195333	12/20/01	00316684 (Sales Order	849.00	.00	.00	.00	849.00
XI 195334	12/20/01	00316685 (Sales Order	606.00	.00	.00	.00	606.00
XI 195335	12/20/01	00316686 (Sales Order	2,130.00	.00	.00	.00	2,130.00
XI 195336	12/20/01	00316687 (Sales Order	421.00	.00	.00	.00	421.00
XI 195337	12/20/01	00316688 (Sales Order	1,711.50	.00	.00	.00	1,711.50
XI 195338	12/20/01	00316689 (Sales Order	1,014.00	.00	.00	.00	1,014.00
RB 2000046	02/19/02	00316680 (Sales Order	118.50	.00	.00	.00	118.50
XI 1960033	12/21/01	00316680 (Sales Order	294.00	.00	.00	.00	294.00
RI 198072	01/07/02	00319812 (Sales Order					