

*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 K MART CORPORATION, et al		Case Number 02-BO2474
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 THRU 02-BO2498
Name of Creditor (The person or other entity to whom the debtor owes money or property) PACESETTER IMPORTS		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 PACESETTER IMPORTS 10 WEST 33 STREET, SUITE 1100 NEW YORK, N.Y. 10001 Telephone No. 212-695-7070 ATT. Joseph WEISSMAN		
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 checked="" type="checkbox"/> Goods sold <input 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 type="checkbox"/> Other _____ Unpaid compensation for services performed <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114 (a) from _____ to _____ (date) (date)		
2. DATE DEBT WAS INCURRED: <u>3/23/01 - 12/21/01</u> 3. IF COURT JUDGMENT, DATE OBTAINED:		
4. Total Amount of Claim at Time Case Filed: \$ <u>239,637.85</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. 8. SUPPORTING DOCUMENTS: <u>Attach copies of supporting documents</u> , 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 FP 713 3/21/02 2002 MAR 21 PM 12:23 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	
<small>Penalty for presenting fraudulent claim: Fines of up to \$10,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small>		

10 WEST 33RD ST, 11TH FLOOR
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
Rec Seller - \$ 239,637.55

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 17268	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	00127825 (Sales Order	346.50	.00	.00	.00	346.50
XI 128723	03/23/01	00127891 (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 14833	06/13/01	00189715 (Sales Order	18,474.88	.00	.00	.00	18,474.88
RI 150991	07/06/01	00210186 (Sales Order	2,317.19	.00	.00	.00	2,317.19
RI 151262	07/09/01	00210178 (Sales Order	5,248.88	.00	.00	.00	5,248.88
RB 42165475	09/17/01	145546	201.12	.00	.00	.00	201.12
RB 42165486	09/20/01	145887	242.85	.00	.00	.00	242.85
RB 33464914	09/20/01	145881	162.75	.00	.00	.00	162.75
RI 170547	08/20/01	00278481 (Sales Order	280.80	.00	.00	.00	280.80
RI 179806	09/24/01	00301319 (Sales Order	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

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 - 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 189399	11/05/01	00310747 (Sales Order	130.00	.00	.00	.00	130.00
XI 189400	11/05/01	00310748 (Sales Order	717.00	.00	.00	.00	717.00
XI 189401	11/05/01	00310749 (Sales Order	705.20	.00	.00	.00	705.20
XI 189402	11/05/01	00310750 (Sales Order	1,381.50	.00	.00	.00	1,381.50
XI 189403	11/05/01	00310753 (Sales Order	884.60	.00	.00	.00	884.60
XI 189404	11/05/01	00310754 (Sales Order	255.00	.00	.00	.00	255.00
XI 189407	11/05/01	00310759 (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:

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Page - 3
 Date - 02/27/02
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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
XI 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	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

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

K-MART APPAREL CORP.
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 PO BOX 7059
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Page 4
 Date 02/27/02
 Account 5543
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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 1892229	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

PACESETTER IMPORTS
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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	1,668.00	.00	.00	.00	1,668.00
XI 192796	11/29/01	00313870 (Sales Order	254.00	.00	.00	.00	254.00
XI 192797	11/29/01	00313871 (Sales Order	1,470.00	.00	.00	.00	1,470.00
XI 192798	11/29/01	00313872 (Sales Order	50.00	.00	.00	.00	50.00
XI 192799	11/29/01	00313875 (Sales Order	1,909.50	.00	.00	.00	1,909.50
XI 192800	11/29/01	00313876 (Sales Order	586.50	.00	.00	.00	586.50
XI 192818	11/29/01	00313861 (Sales Order	396.00	.00	.00	.00	396.00
XI 192819	11/29/01	00313878 (Sales Order	1,012.50	.00	.00	.00	1,012.50
XI 192820	11/29/01	00313879 (Sales Order	614.00	.00	.00	.00	614.00
XI 192828	11/29/01	00313874 (Sales Order	3,333.00	.00	.00	.00	3,333.00
XI 192830	11/29/01	00313877 (Sales Order	1,286.25	.00	.00	.00	1,286.25
XI 192830	11/29/01	00313877 (Sales Order	1,963.50	.00	.00	.00	1,963.50
XI 192831	11/29/01	00313880 (Sales Order	19.00	.00	.00	.00	19.00
XI 193456	12/05/01	00314868 (Sales Order	1,161.00	.00	.00	.00	1,161.00
XI 193457	12/05/01	00314869 (Sales Order	80.00	.00	.00	.00	80.00
XI 193458	12/05/01	00314870 (Sales Order	4,366.50	.00	.00	.00	4,366.50
XI 193459	12/05/01	00314871 (Sales Order	1,404.00	.00	.00	.00	1,404.00
XI 193460	12/05/01	00314872 (Sales Order	1,713.00	.00	.00	.00	1,713.00
XI 193461	12/05/01	00314873 (Sales Order	20.00	.00	.00	.00	20.00
XI 193462	12/05/01	00314874 (Sales Order	4,308.00	.00	.00	.00	4,308.00
XI 193463	12/05/01	00314875 (Sales Order	309.00	.00	.00	.00	309.00
XI 193464	12/05/01	00314876 (Sales Order		.00	.00	.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 - 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	00314886 (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 193477	12/11/01	00315841 (Sales Order	391.50	.00	.00	.00	391.50
XI 193478	12/11/01	00315846 (Sales Order	60.00	.00	.00	.00	60.00
XI 193479	12/11/01	00315847 (Sales Order	103.50	.00	.00	.00	103.50
XI 193480	12/11/01	00315856 (Sales Order	319.50	.00	.00	.00	319.50
XI 193481	12/11/01	00314884 (Sales Order	160.00	.00	.00	.00	160.00
XI 193482	12/11/01	00314885 (Sales Order	10,113.75	.00	.00	.00	10,113.75
XI 193483	12/11/01	00315838 (Sales Order	495.00	.00	.00	.00	495.00
XI 193484	12/11/01	00315839 (Sales Order	106.00	.00	.00	.00	106.00
XI 193485	12/11/01	00315840 (Sales Order	324.75	.00	.00	.00	324.75
XI 193486	12/11/01	00315842 (Sales Order	36.00	.00	.00	.00	36.00
XI 193487	12/11/01	00315843 (Sales Order	1,308.00	.00	.00	.00	1,308.00
XI 193488	12/11/01	00315844 (Sales Order	464.00	.00	.00	.00	464.00
XI 193489	12/11/01	00315845 (Sales Order	1,087.50	.00	.00	.00	1,087.50
XI 193490	12/11/01	00315848 (Sales Order	244.00	.00	.00	.00	244.00
XI 193491	12/11/01	00315849 (Sales Order	645.00	.00	.00	.00	645.00
XI 193492	12/11/01	00315850 (Sales Order	246.00	.00	.00	.00	246.00
XI 193493	12/11/01	00315851 (Sales Order	735.00	.00	.00	.00	735.00
XI 193494	12/11/01	00315852 (Sales Order	335.00	.00	.00	.00	335.00
XI 193495	12/11/01	00315853 (Sales Order	1,608.00	.00	.00	.00	1,608.00
XI 193496	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

PAGESETTER 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 7
 Date 02/27/02
 Account 5583
 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 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	00316667 (Sales Order)	2,374.50	.00	.00	.00	2,374.50
XI 195320	12/19/01	00316670 (Sales Order)	18.00	.00	.00	.00	18.00
XI 195321	12/19/01	00316671 (Sales Order)	576.00	.00	.00	.00	576.00
XI 195322	12/19/01	00316672 (Sales Order)	232.00	.00	.00	.00	232.00
XI 195323	12/19/01	00316673 (Sales Order)	823.50	.00	.00	.00	823.50
XI 195324	12/19/01	00316678 (Sales Order)	42.00	.00	.00	.00	42.00
XI 195325	12/19/01	00316679 (Sales Order)	942.75	.00	.00	.00	942.75
XI 195326	12/19/01	00316683 (Sales Order)	931.50	.00	.00	.00	931.50
XI 195327	12/20/01	00316661 (Sales Order)	103.00	.00	.00	.00	103.00
XI 195328	12/20/01	00316662 (Sales Order)	1,522.50	.00	.00	.00	1,522.50
XI 195329	12/20/01	00316663 (Sales Order)	681.00	.00	.00	.00	681.00
XI 195330	12/20/01	00316668 (Sales Order)	510.00	.00	.00	.00	510.00
XI 195331	12/20/01	00316669 (Sales Order)	1,623.00	.00	.00	.00	1,623.00
XI 195332	12/20/01	00316674 (Sales Order)	187.00	.00	.00	.00	187.00
XI 195333	12/20/01	00316675 (Sales Order)	849.00	.00	.00	.00	849.00
XI 195334	12/20/01	00316676 (Sales Order)	606.00	.00	.00	.00	606.00
XI 195335	12/20/01	00316677 (Sales Order)	2,130.00	.00	.00	.00	2,130.00
XI 195336	12/20/01	00316681 (Sales Order)	421.00	.00	.00	.00	421.00
XI 195337	12/20/01	00316682 (Sales Order)	1,711.50	.00	.00	.00	1,711.50
RB 2000046	02/19/02		1,014.00	.00	.00	.00	1,014.00
XI 196033	12/21/01	00316680 (Sales Order)	118.50	.00	.00	.00	118.50
RI 198072	01/07/02	00319812 (Sales Order)	294.00	.00	.00	.00	294.00