

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

United States Bankruptcy Court		<input type="checkbox"/> CH 7 <input type="checkbox"/> CH 13 <input checked="" type="checkbox"/> CH 11
Northern District of Illinois, Eastern Division		PLEASE CHECK CHAPTER
Name of Debtor K MART CORPORATION, et al		Case Number 02-802474
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S. C. § 503		PROOF OF CLAIM
Name of Creditor (The person or other entity to whom the debtor owes money or property) FACESETTER 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 FACESETTER 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:		<input type="checkbox"/> Check here if this claim 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: 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.		FILED UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF ILLINOIS MAR 18 2002 KATH S. GARDNER CLERK ROOM - MM 825 SM 3-18-02
Date: <u>3/13/02</u>	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: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</small>		

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
 Free 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
RB 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
RI 144833	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 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 11004	12/11/01	4006425	974.08	.00	.00	.00	974.08
RB 11010	12/11/01	4006425	15,724.38	.00	.00	.00	15,724.38
RB 11011	12/11/01	4006425	153.93	.00	.00	.00	153.93
RB 179859	12/11/01	4006425	24.78	.00	.00	.00	24.78
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

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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 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

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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	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	00311894 (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

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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 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

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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	00313879 (Sales Order	1,012.50	.00	.00	.00	1,012.50
XI 192828	11/29/01	00313873 (Sales Order	614.00	.00	.00	.00	614.00
XI 192829	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 192831	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

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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	00315854 (Sales Order	160.00	.00	.00	.00	160.00
XI 194173	12/11/01	00315838 (Sales Order	10,113.75	.00	.00	.00	10,113.75
XI 194174	12/11/01	00315839 (Sales Order	495.00	.00	.00	.00	495.00
XI 194175	12/11/01	00315840 (Sales Order	106.00	.00	.00	.00	106.00
XI 194176	12/11/01	00315842 (Sales Order	324.75	.00	.00	.00	324.75
XI 194177	12/11/01	00315843 (Sales Order	36.00	.00	.00	.00	36.00
XI 194178	12/11/01	00315844 (Sales Order	1,308.00	.00	.00	.00	1,308.00
XI 194179	12/11/01	00315845 (Sales Order	464.00	.00	.00	.00	464.00
XI 194180	12/11/01	00315848 (Sales Order	1,087.50	.00	.00	.00	1,087.50
XI 194181	12/11/01	00315849 (Sales Order	244.00	.00	.00	.00	244.00
XI 194182	12/11/01	00315850 (Sales Order	645.00	.00	.00	.00	645.00
XI 194183	12/11/01	00315851 (Sales Order	246.00	.00	.00	.00	246.00
XI 194184	12/11/01	00315852 (Sales Order	735.00	.00	.00	.00	735.00
XI 194185	12/11/01	00315853 (Sales Order	335.00	.00	.00	.00	335.00
XI 194186	12/11/01	00315854 (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

Remit To:
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

K-MART APPAREL CORP.
 K-MART FASHIONS
 PO BOX 7059
 Dept 124
 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: 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	00316289 (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 195351	12/20/01	00316661 (Sales Order	103.00	.00	.00	.00	103.00
XI 195352	12/20/01	00316662 (Sales Order	1,522.50	.00	.00	.00	1,522.50
XI 195353	12/20/01	00316663 (Sales Order	681.00	.00	.00	.00	681.00
XI 195354	12/20/01	00316668 (Sales Order	510.00	.00	.00	.00	510.00
XI 195355	12/20/01	00316669 (Sales Order	1,623.00	.00	.00	.00	1,623.00
XI 195356	12/20/01	00316674 (Sales Order	187.00	.00	.00	.00	187.00
XI 195357	12/20/01	00316675 (Sales Order	849.00	.00	.00	.00	849.00
XI 195358	12/20/01	00316676 (Sales Order	606.00	.00	.00	.00	606.00
XI 195359	12/20/01	00316677 (Sales Order	2,130.00	.00	.00	.00	2,130.00
XI 195360	12/20/01	00316681 (Sales Order	421.00	.00	.00	.00	421.00
XI 195361	12/20/01	00316681 (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

STATEMENT OF ACCOUNT

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

PACSEITER 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 8
 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.							
RI 198894	01/11/02	00319815 (Sales Order	25,200.00	.00	.00	.00	25,200.00-
RI 198895	01/11/02	00319816 (Sales Order	25,200.00	.00	.00	.00	25,200.00-
RI 198896	01/11/02	00319819 (Sales Order	25,200.00	.00	.00	.00	25,200.00-
RI 198897	01/11/02	00319820 (Sales Order	25,200.00	.00	.00	.00	25,200.00-
RI 198898	01/11/02	00319823 (Sales Order	21,708.00	.00	.00	.00	21,708.00-
RI 1980720	02/11/02	frt on inv#198072	100.29	.00	.00	.00	100.29-
RI 1980721	02/11/02	frt on inv#198072	100.29	.00	.00	.00	100.29-
USD US Dollars			441,936.89	.00	311.51-	.00	441,625.38
TOTAL CURRENT BALANCE DUE							441,625.38

ACCOUNT AGING	31 - 60	61 - 90	Over 90
Current	138,631.62	18,327.62	57,410.36
227,255.78			

A. D. SUTTON & SONS INC. — 208,702.22 +
 PACSEITER IMPORTS — 239,637.85 +
 448,340.07 *

441,625.38 +
 6,714.69 +
 448,340.07 *
 0.00 *
 0.00 *

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 7066
 TROY MI 48007

Page - 1
 Date - 02/27/02
 Account - 19698
 Statement No - 5030

Invoice Number	Invoice Date	Remark	Open Amount	Discount Taken	Payments Received	Adjustments	Outstanding Balance Due
COMPANY: 00001 A.D. Sutton & Sons, Inc.							
RB 113257	04/12/01	123028	56.93	.00	.00	.00	56.93
RB 114456	04/19/01	123910	53.47	.00	.00	.00	53.47
RB 115768	04/20/01	124217	94.06	.00	.00	.00	94.06
RB 67685	05/15/01	127592	227.25	.00	.00	.00	227.25
RB 67305	07/13/01	136742	175.17	.00	.00	.00	175.17
RB 152748	11/01/01	152136	993.38	.00	.00	.00	993.38
RB 154245	11/01/01	152136	252.31	.00	.00	.00	252.31
RB 42165507	11/01/01	152136	281.12	.00	.00	.00	281.12
RI 189101	10/31/01	00308456 (Sales Order	4,536.00	.00	.00	.00	4,536.00
RI 189102	10/31/01	00308456 (Sales Order	45.00	.00	.00	.00	45.00
USD US Dollars			6,714.69	.00	.00	.00	6,714.69

TOTAL CURRENT BALANCE DUE

6,714.69

ACCOUNT AGING

Current	31 - 60	61 - 90	Over 90
.00	.00	4,581.00	2,133.69

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:) Case No. 02-B02474
) (Jointly Administered)
KMART CORPORATION, et al.,) Chapter 11
) Chief Judge Susan Pierson Sonderby
) Hearing Date: February 13, 2002
Debtors.) Hearing Time: 11:00 a.m.

NOTICE OF INTERIM ORDER

PLEASE TAKE NOTICE THAT on January 22, 2002, Kmart Corporation and 37 of its subsidiaries (collectively, the "Debtors") filed the attached **Motion Pursuant to 11 U.S.C. §§ 105, 362, 503, and 546 for Entry of Interim and Final Orders (I) Providing Administrative Expense Treatment for Certain Holders of Valid Reclamation Claims and (II) Establishing Procedures for Resolution and Payment of Reclamation Claims (Docket Entry 38) (the "Motion")**.

PLEASE TAKE FURTHER NOTICE THAT on January 22, 2002, the Court granted the attached **Interim Order Providing for Administrative Expense Treatment for Certain Holders of Valid Reclamation Claims and Prohibiting Third Parties From Interfering with the Debtors' Delivery of Goods (Docket Entry 126)**.

PLEASE TAKE FURTHER NOTICE THAT objections, if any, to the final order attached to the Motion must be filed and served so as to be received by **February 6, 2002 at 4:00 p.m. Central Time**. Timely objections will be considered by Chief Judge Susan Pierson Sonderby, United States Bankruptcy Judge, at a hearing to be held on **February 13 at 11:00 a.m. Central Time** at Everett McKinley Dirksen Courthouse, 219 South Dearborn Street, Chicago, Illinois 60604, Courtroom 642. Failure to appear in support of an objection may result in the objection being overruled and the relief requested in the Motion being granted. In the absence of timely objections, the relief requested in the Motion may be granted without a hearing.

PLEASE TAKE FURTHER NOTICE that copies of pleadings filed in the above referenced case may be obtained for cost directly at Landmark Document Service, 308 West Randolph Street, Suite 500, Chicago, Illinois 60601 (TEL: 312-845-1000 and FAX: 312-726-9027) or on the Illinois Bankruptcy Court's web site via Pacers at <http://www.ilnb.uscourts.gov>.

Dated: January 28, 2002

KMART CORPORATION, et al.,

By: 

John Wm. Butler, Jr. (ARDC No. 06209373)

J. Eric Ivester (ARDC No. 06215581)

SKADDEN, ARPS, SLATE,

MEAGHER & FLOM (ILLINOIS)

333 West Wacker Drive, Suite 2100

Chicago, Illinois 60606-1285

(312) 407-0501

Attorneys for the Debtors and
Debtors-in-Possession