

United States Bankruptcy Court **PROOF OF CLAIM**
Northern DISTRICT of IL

In re (Name of Debtor) **KMART CORPORATION, ET AL.** 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 may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor
 (The person or other entity to whom the debtor owes money or property)
**Continental Casualty Company As Agent for:
 Radio Flyer, 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
 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

Name and Address Where Notices Should be Sent
**Radio Flyer, Inc.
 C/o Continental Casualty Company
 P.O. Box 905
 Monmouth Junction, NJ 08852-0905
 ATTN: DENISE FIRELLI
 Telephone No. (732) 398-4514**

Court

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
008965873

Check here if this claim replaces Amends a previously filed claim, Dated

1 BASIS FOR CLAIMS
 Goods sold
 Services performed
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other (Describe briefly)

Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Wages, salaries, and compensation (Fill out below)
 Your social security number _____
 Unpaid compensation for services performed
 From _____ to _____
 (date) (date)

2 DATE DEBT WAS INCURRED
04/08/99 - 11/21/01

3 IF COURT JUDGMENT, DATE OBTAINED

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

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

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

Specify the priority of the claim
 Wages, salaries, or commissions (up to \$2000, earned not more than 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier—11 U.S.C. § 507(a)(3)
 Contributions to an employee benefit plan—11 U.S.C. § 507(a)(4)
 Up to \$1,800* of deposits toward purchase, lease, or rental of property or services for Personal, family, or household use—11 U.S.C. § 507(a)(6)
 Alimony, maintenance, or support owed to a spouse, former spouse, or child—U.S.C. § 507(a)(7)
 Taxes or penalties of governmental units—11 U.S.C. § 507(a)(7)
 Other—Specify applicable paragraph of 11 U.S.C. § 507(a) _____

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

UNSECURED NONPRIORITY CLAIM **\$265,553.40**

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

UNSECURED PRIORITY CLAIM \$ _____

*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

CLAIM AT TIME CASE FILED **\$265,553.40** (Unsecured) \$ _____ (Secured) \$ _____ (Priority) **\$265,553.40** (Total)

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

6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this Proof of claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor

7 SUPPORTING DOCUMENTS Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized Statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not Available, explain. If the documents are voluminous, attach a summary

8 TIME-STAMPED COPY To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

DATE **3/18/02** 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)
Denise Firelli
 Claims Technician

THIS SPACE IS FOR COURT USE ONLY
 RECEIVED
 TRUMBULL SERVICES COMPANY
 3-27-02
 2002 MAR 27 PM 3:19
 BANKRUPTCY
 863 SM

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

Radio Flyer, Inc.

Statement as of 1/23/02

6515 W. Grand Avenue
Chicago, IL 60707

Phone: 773-637-7100
Fax: 773-637-874

page 1

K-mart
3100 W Big Beaver Road
Vendor # 00 512 8640
Troy, MI 48084

Please mail remittance with copy of statement to:
Radio Flyer, Inc
P.O. Box 99298
Chciago, IL 60693-9298

Invoice Date	Due Date	Invoice #	Customer PO	Past Due	Current Due	Amount Due
4/8/99	07/08/99	DM21350		\$ 150.00		\$ 150.00
6/30/00	06/24/00	DM21887		286.77		436.77
8/3/00	0/00/00	DM21931		787.21		1,233.98
10/20/00	1/04/01	DM22022		150.00		1,383.98
10/20/00	1/04/01	DM22023		150.00		1,533.98
11/6/00	1/04/01	DM22043		336.79		1,870.77
12/8/00	12/06/00	DM22084		211.53		2,082.30
12/22/00	12/14/00	DM22117		588.86		2,671.16
1/3/01	12/21/00	DM22128		349.97		3,021.13
1/15/01	1/10/01	DM22143		527.40		3,548.53
1/15/01	1/10/01	DM22145		462.08		4,010.61
2/12/01	0/00/00	DM22183		279.65		4,290.26
6/25/01	0/00/00	DM22251		588.08		4,878.34
5/31/01	0/00/00	DM22287		128.51		5,006.85
5/31/01	0/00/00	DM22288		353.09		5,359.94
5/31/01	0/00/00	DM22289		596.77		5,956.71
5/31/01	0/00/00	DM22290		542.71		6,499.42
5/31/01	0/00/00	DM22291		479.51		6,978.93
5/31/01	0/00/00	DM22292		461.92		7,440.85
6/18/01	0/00/00	DM22309		500.00		7,940.85
6/18/01	0/00/00	DM22310		500.00		8,440.85
6/18/01	0/00/00	DM22311		500.00		8,940.85
9/24/01	0/00/00	DM22391		150.00		9,090.85
10/1/01	0/00/00	DM22400		178.85		9,269.70
11/5/01	0/00/00	DM22437		243.87		9,513.57
11/12/01	0/00/00	DM22452		213.60		9,727.17
11/12/01	0/00/00	DM22453		213.73		9,940.90
11/12/01	0/00/00	DM22454		207.14		10,148.04
11/26/01	0/00/00	DM22462		150.00		10,298.04
12/7/01	0/00/00	DM22493		276.83		10,574.87
12/7/01	0/00/00	DM22494		433.48		11,008.35
12/26/01	0/00/00	DM22509		781.10		11,799.45
1/24/02	0/00/00	DM22541		383.25		12,182.70
10/8/01	0/00/00	Testing		290.00		12,472.70
6/14/99	9/12/99	0135835	36306499	233.40		12,706.10
9/8/00	12/07/00	0173776	08288157845	219.75		12,925.85
			**** continued ****			

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Invoice Date	Due Date	Invoice #	Customer PO	Past Due	Current Due	Amount Due
9/18/00	12/17/00	0174569	Leader Dog	371.24		\$ 13,297.09
8/27/01	11/25/01	0212995	08273632140	1,244.25		14,541.34
9/4/01	12/03/01	0215422	4987082801	1,296.04		15,837.38
10/4/01	1/02/02	0219937	08270288842	374.10		16,211.48
10/4/01	1/02/02	0219938	08303383951	46.95		16,258.43
10/8/01	1/06/02	0220150	08287386675	281.70		16,540.13
10/8/01	1/06/02	0220151	08287386676	351.60		16,891.73
10/8/01	1/06/02	0220196	08287388630	1,818.00		18,709.73
10/8/01	1/06/02	0220235	08289391058	180.00		18,889.73
10/9/01	1/07/02	0220286	08305397069	40,671.15		59,560.88
10/9/01	1/07/02	0220352	08289390575	545.40		60,106.28
10/9/01	1/07/02	0220364	08270290963	1,439.40		61,545.68
10/9/01	1/07/02	0220365	08273651680	1,142.70		62,688.38
10/9/01	1/07/02	0220388	08274338876	2,065.65		64,754.03
10/9/01	1/07/02	0220367	08275440802	46.95		64,800.98
10/9/01	1/07/02	0220368	08275440803	219.75		65,020.73
10/9/01	1/07/02	0220369	08287389134	93.90		65,114.63
10/9/01	1/07/02	0220370	08287389135	791.10		65,905.73
10/9/01	1/07/02	0220371	08288341673	93.90		65,999.63
10/9/01	1/07/02	0220372	08288341674	1,274.55		67,274.18
10/9/01	1/07/02	0220373	08290338958	46.95		67,321.13
10/9/01	1/07/02	0220374	08290338959	157.50		67,478.63
10/9/01	1/07/02	0220375	08292378896	516.45		67,995.08
10/9/01	1/07/02	0220376	08292378897	356.85		68,351.93
10/9/01	1/07/02	0220377	08298410797	187.80		68,539.73
10/9/01	1/07/02	0220378	08298410798	871.20		69,410.93
10/9/01	1/07/02	0220379	08303386290	187.80		69,598.73
10/9/01	1/07/02	0220380	08303386291	1,582.20		71,180.93
10/11/01	1/09/02	0220657	08270292465	140.85		71,321.78
10/11/01	1/09/02	0220658	08270292466	615.30		71,937.08
10/11/01	1/09/02	0220659	08273653398	1,126.80		73,063.88
10/11/01	1/09/02	0220680	08273653399	45.00		73,108.88
10/11/01	1/09/02	0220661	08288343313	909.90		74,018.78
10/11/01	1/09/02	0220662	08303387979	281.70		74,300.48
10/11/01	1/09/02	0220663	08303387980	442.65		74,743.13
10/12/01	1/10/02	0220751	08274338562	93.90		74,837.03
			**** continued ****			

Radio Flyer, Inc.

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6515 W. Grand Avenue
Chicago, IL 60707

Phone: 773-637-7100
Fax: 773-637-874

page 3

K-mart
3100 W Big Beaver Road
Vendor # 00 512 8640
Troy, MI 48084

Please mail remittance with copy of statement to:

Radio Flyer, Inc
P.O. Box 99298
Chicago, IL 60693-9298

Invoice Date	Due Date	Invoice #	Customer PO	Past Due	Current Due	Amount Due
10/12/01	1/10/02	0220752	08274338563	\$ 87.90		\$ 74,924.93
10/12/01	1/10/02	0220753	08289392770	93.90		75,018.83
10/12/01	1/10/02	0220754	08289392771	90.00		75,108.83
10/15/01	1/13/02	0220932	08305409698	14,517.60		89,626.43
10/15/01	1/13/02	0220938	08272369967	180.00		89,806.43
10/15/01	1/13/02	0220939	08292380698	418.05		90,224.48
10/15/01	1/13/02	0220940	08298412488	140.85		90,365.33
10/15/01	1/13/02	0220941	08298412489	332.25		90,697.58
10/25/01	1/23/02	0222180	08275443841		2,181.60	92,879.18
10/25/01	1/23/02	0222181	08303389113		1,054.80	93,933.98
10/26/01	1/24/02	0222323	08274339746		1,899.90	95,833.88
10/26/01	1/24/02	0222324	08299341695		181.80	96,015.68
11/1/01	1/30/02	0224914	08299341696		727.20	96,742.88
11/5/01	2/03/02	0225400	08270298783		375.60	97,118.48
11/5/01	2/03/02	0225401	08270298784		1,098.75	98,217.23
11/5/01	2/03/02	0225402	08287398225		422.55	98,639.78
11/5/01	2/03/02	0225403	08287398226		2,292.75	100,932.53
11/5/01	2/03/02	0225404	08292388214		516.45	101,448.98
11/5/01	2/03/02	0225405	08303395002		845.10	102,294.08
11/5/01	2/03/02	0225408	08303395003		4,700.10	106,994.18
11/5/01	2/03/02	0225428	08270300398		2,803.95	109,798.13
11/5/01	2/03/02	0225430	08287400131		93.90	109,892.03
11/5/01	2/03/02	0225431	08287400132		5,873.70	115,765.73
11/5/01	2/03/02	0225432	08290348483		756.60	116,522.33
11/5/01	2/03/02	0225433	08299349244		93.90	116,616.23
11/5/01	2/03/02	0225434	08299349245		157.50	116,773.73
11/5/01	2/03/02	0225435	08303396859		375.60	117,149.33
11/5/01	2/03/02	0225436	08303396860		8,884.35	126,033.68
11/6/01	2/04/02	0225573	08272376943		187.80	126,221.48
11/6/01	2/04/02	0225574	08272376944		709.50	126,930.98
11/6/01	2/04/02	0225575	08273660653		1,690.20	128,621.18
11/6/01	2/04/02	0225576	08273660654		351.60	128,972.78
11/6/01	2/04/02	0225577	08275449831		187.80	129,160.58
11/6/01	2/04/02	0225578	08275449832		2,021.25	131,181.83
11/6/01	2/04/02	0225610	08272378765		3,513.45	134,695.28
11/6/01	2/04/02	0225611	08273662546		2,253.60	136,948.88
			**** continued ****			

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11/6/01	2/04/02	0225612	08273662547		\$ 2,622.45	\$ 139,571.33
11/6/01	2/04/02	0225613	08275451728		375.60	139,946.93
11/6/01	2/04/02	0225614	08275451729		1,990.35	141,937.28
11/7/01	2/05/02	0225812	08292388215		2,598.30	144,535.58
11/7/01	2/05/02	0225813	08298419550		563.40	145,098.98
11/7/01	2/05/02	0225814	08298419551		1,530.45	146,629.43
11/7/01	2/05/02	0225815	08305417365		516.45	147,145.88
11/7/01	2/05/02	0225816	08305417366		4,401.90	151,547.78
11/7/01	2/05/02	0225836	08292390137		892.05	152,439.83
11/7/01	2/05/02	0225837	08292390138		2,630.85	155,070.68
11/7/01	2/05/02	0225838	08298421401		93.90	155,164.58
11/7/01	2/05/02	0225839	08298421402		2,983.95	158,148.53
11/7/01	2/05/02	0225840	08305419232		46.95	158,195.48
11/7/01	2/05/02	0225841	08305419233		4,919.85	163,115.33
11/8/01	2/06/02	0225964	08274345614		234.75	163,350.08
11/8/01	2/06/02	0225965	08274345615		2,505.15	165,855.23
11/8/01	2/06/02	0225966	08288350095		516.45	166,371.68
11/8/01	2/06/02	0225967	08288350096		1,830.75	168,202.43
11/8/01	2/06/02	0225968	08289399864		469.50	168,671.93
11/8/01	2/06/02	0225969	08289399865		292.50	168,964.43
11/8/01	2/06/02	0226002	08274347468		328.65	169,293.08
11/8/01	2/06/02	0226003	08274347469		5,669.55	174,962.63
11/8/01	2/06/02	0226004	08288351890		328.65	175,291.28
11/8/01	2/06/02	0226005	08288351891		3,964.95	179,256.23
11/8/01	2/06/02	0226006	08289401727		93.90	179,350.13
11/8/01	2/06/02	0226007	08289401728		2,537.10	181,887.23
11/12/01	2/10/02	0226342	08272382589		2,393.25	184,280.48
11/12/01	2/10/02	0226343	08273866448		879.00	185,159.48
11/12/01	2/10/02	0226344	08275455711		93.90	185,253.38
11/12/01	2/10/02	0226345	08275455712		1,098.75	186,352.13
11/12/01	2/10/02	0226346	08287404127		657.30	187,009.43
11/12/01	2/10/02	0226347	08287404128		3,510.30	190,519.73
11/12/01	2/10/02	0226348	08290353302		422.55	190,942.28
11/12/01	2/10/02	0226349	08290353303		1,538.25	192,480.53
11/13/01	2/11/02	0226488	08270303764		281.70	192,762.23
11/13/01	2/11/02	0226489	08270303765		1,656.00	194,418.23
			**** continued ****			

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11/13/01	2/11/02	0226490	08288355646		\$ 657.30	\$195,075.53
11/13/01	2/11/02	0226491	08288355647		2,647.50	197,723.03
11/13/01	2/11/02	0226492	08292394182		2,441.40	200,184.43
11/13/01	2/11/02	0226493	08292394183		2,329.95	202,494.38
11/13/01	2/11/02	0226494	08298425326		1,079.85	203,574.23
11/13/01	2/11/02	0226495	08298425327		3,556.35	207,130.58
11/13/01	2/11/02	0226496	08303400720		2,910.90	210,041.48
11/13/01	2/11/02	0226497	08303400721		6,316.35	216,357.83
11/13/01	2/11/02	0226498	08305423144		985.95	217,343.78
11/13/01	2/11/02	0226498	08305423145		6,323.10	223,666.88
11/14/01	2/12/02	0226596	08274351263		516.45	224,183.33
11/14/01	2/12/02	0226597	08274351264		5,052.75	229,236.08
11/14/01	2/12/02	0226598	08289405591		4,353.75	233,589.83
11/16/01	2/14/02	0227091	08272386082		469.50	234,059.33
11/16/01	2/14/02	0227092	08274354698		93.90	234,153.23
11/16/01	2/14/02	0227093	08274354699		135.00	234,288.23
11/16/01	2/14/02	0227094	08275459253		422.55	234,710.78
11/16/01	2/14/02	0227095	08299356347		270.00	234,980.78
11/19/01	2/17/02	0227192	08270306771		140.85	235,121.63
11/19/01	2/17/02	0227193	08270306772		713.70	235,835.33
11/19/01	2/17/02	0227194	08273670072		1,643.25	237,478.58
11/19/01	2/17/02	0227195	08273670073		2,768.85	240,247.43
11/19/01	2/17/02	0227196	08288359027		845.10	241,092.53
11/19/01	2/17/02	0227197	08288359028		1,175.70	242,268.23
11/19/01	2/17/02	0227198	08290356746		375.60	242,643.83
11/19/01	2/17/02	0227199	08290356747		289.35	242,933.18
11/19/01	2/17/02	0227200	08292397872		985.95	243,919.13
11/19/01	2/17/02	0227201	08292397873		2,398.95	246,318.08
11/19/01	2/17/02	0227202	08298428851		469.50	246,787.58
11/19/01	2/17/02	0227203	08298428852		734.10	247,521.68
11/19/01	2/17/02	0227204	08303404235		1,549.35	249,071.03
11/19/01	2/17/02	0227205	08303404236		1,033.35	250,104.38
11/20/01	2/18/02	0227325	08289409077		516.45	250,620.83
11/20/01	2/18/02	0227326	08289409078		729.90	251,350.73
11/20/01	2/18/02	0227327	08305426698		1,455.45	252,806.18
11/20/01	2/18/02	0227328	08305426699		2,858.40	255,664.58
			**** continued ****			



PO Box 905 Monmouth Junction NJ 08852-0905

Denise Firelli

Claims Technician

Telephone 732-398-4514

Facsimile 732-398-5232

March 13, 2002

Kmart Corporation
C/o Trumbull Services
PO Box 426
Windsor, CT 06095

Re: Continental Casualty Co. As Agent for:
Radio Flyer, Inc.
Vs: Kmart Corporation
Case #02- B 02474
Our file #008965873

Dear Clerk:

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

Sincerely yours,

Denise Firelli

Enc.