

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS, EASTERN DIVISION**

**PROOF OF CLAIM
Chapter 11**

In Re: *Keart Corporation et al.*

Case Number: 02-02462 through 02-02499

Name of Debtor: (see attached for complete list of debtors)

Case Number:

Your claim is scheduled as follows:

Class

NOT SCHEDULED

Amount

NOT SCHEDULED

10623148

This Space is for Court Use Only

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

08 2280278

WALLACE WYATT JR
JUDGE OF PROBATE ST CLAIR CO
PO BOX 220
ASHVILLE, AL 35953-5121

- 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.

If address differs from above, please complete the following:

Creditor Name:

Telephone: #

Address:

City/St/Zip:

Account or other number by which creditor identifies debtor:

Check here if 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:

3. If court judgment, date obtained:

4. Total Amount of Claim at Time Case Filed: \$ _____

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)(_____).

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 acknowledgment 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

RECEIVED
TRUMP BULLDOZERS
BANKRUPTCY COURT
APR -9 PM 2:00

Date _____ **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):** _____

AT 2400
4-9-02

Kmart Corp.

44-02

WE ARE RETURNING YOUR INSTRUMENT FOR THE FOLLOWING REASONS:

Money Short _____

Money Over _____

Exhibit not attached _____

Notary Signature _____

Grantor/Grantee _____

Mortgagor/Mortgagee _____

Fair Market value or Consideration amount _____

Wrong County _____

Assignment not included _____

No Volume & Page # or Instrument # on Assignment or Release _____

Check not enclosed _____

Not Dated _____

Not Signed _____

Incorrect Address _____

Other FEE SCHEDULE ENCLOSED, PLEASE KEEP FOR FUTURE REFERENCE.

if documents need to be recorded please refer to fee schedule enclosed (per chief clerk)

Please enclose a self addressed stamped envelope with all filings. If there's no self addressed envelope with documents they will be held, for up to one year.

Thank You
Sue Price
Sue Price
Recording & UCC Clerk
(205)594-2124

TIMESTAMP
04-04-2002 03:00:56 PM
Term/Cashier: N RECORDZ / SueP
Wallace Wyatt Jr - Probate Judge
St. Clair County, Alabama

WALLACE WYATT, JR, JUDGE OF PROBATE
PO BOX 220
ASHVILLE, AL 35953

WALLACE WYATT, JR.
JUDGE OF PROBATE
ST. CLAIR COUNTY

JOHNNIE H. BAGWELL
CHIEF CLERK

ASHVILLE, ALABAMA 35953
(205) 594-2120
FAX (205) 594-2125

RECORDING FEES

DEED TAX: \$.50 per \$ 500.00 or \$ 1.00 per \$ 1000.00 value

MORTGAGE TAX: \$.15 per \$ 100.00 or \$ 1.50 per \$ 1000.00

FILE FEE: \$ 5.50 per instrument

CERTIFICATION FEE: \$ 1.00 per instrument

RECORDING FEE: \$ 3.00 per page

CERTIFIED COPY: \$ 3.00 per instrument

THERE IS AN ADDITIONAL INDEXING FEE FOR EVERY NAME (GRANTOR OR GRANTEE) OVER TWO, \$ 1.00 PER NAME

ASSIGNMENTS: \$ 9.50 for first page plus \$ 3.00 each additional page

RELEASES: \$ 9.50 for first page plus \$ 3.00 each additional page

JUDGMENT: \$ 9.50 for first page plus \$ 3.00 each additional page

CORPORATIONS: Need Original and two copies on all incorporations
PROFIT: \$ 56.50 to Probate Judge
\$ 50.00 to Secretary of State (separate checks)

NON-PROFIT: \$ 21.50 to Probate Judge
\$ 20.00 to Secretary of State (separate checks)

PLEASE INCLUDE A SELF-ADDRESSED STAMPED ENVELOPE WITH RECORDING INSTRUMENTS FOR RETURN OF DOCUMENTS. THANKS!

Recording Clerk - Ashville - Sue Price 594-2124

Hours: 8:00 - 5:00 Monday thru Friday

Address: St. Clair County Probate Office
P. O. Box 220
Ashville, Al. 35953

LIST OF DEBTORS, CASE NUMBERS AND TAX IDENTIFICATION NUMBERS:

DEBTOR	CASE NUMBER	TAX ID NUMBER
KMART CORPORATION OF ILLINOIS, INC.	02-02462	37-0916029
KMART OF INDIANA	02-02463	38-3413374
KMART OF PENNSYLVANIA LP	02-02464	38-3469157
KMART OF NORTH CAROLINA LLC	02-02465	38-3469154
KMART OF TEXAS L.P.	02-02466	38-3469160
BLUELIGHT.COM LLC	02-02467	77-0529022
BIG BEAVER OF FLORIDA DEVELOPMENT, LLC	02-02468	38-0729500
THE COOLIDGE GROUP, LLC N/K/A TC GROUP I LLC	02-02469	38-2332504
KMART MICHIGAN PROPERTY SERVICES, L.L.C.	02-02470	38-3384536
KMART FINANCING I	02-02471	38-6667809
TROY CMBS PROPERTY, L.L.C.	02-02472	38-3334610
BIG BEAVER DEVELOPMENT CORPORATION	02-02473	38-2834722
KMART CORPORATION	02-02474	38-0729500
BIG BEAVER OF GUAYNABO DEVELOPMENT CORPORATION	02-02475	38-3225644
BIG BEAVER OF CAUGUS DEVELOPMENT CORPORATION	02-02476	38-3053789
BLUELIGHT.COM, INC.	02-02477	77-0527034
KMART HOLDINGS, INC.	02-02478	38-3293882
KMART OF AMSTERDAM, NY DISTRIBUTION CENTER INC.	02-02479	38-3626487
KMART STORES OF INDIANA, INC.	02-02480	38-2831604
KMART OF MICHIGAN, INC.	02-02481	38-3551696
KMART STORES OF TNCP, INC.	02-02482	38-2305127
KMART OVERSEAS CORPORATION	02-02483	31-0972999
JAF, INC.	02-02484	38-2970528
VTA, INC.	02-02485	51-0331035
BIG BEAVER OF CAGUAS DEVELOPMENT CORP II	02-02486	38-3175257
BIG REAVER OF CAROLINA DEVELOPMENT CORPORATION	02-02487	38-3175256
K MART PHARMACIES, INC.	02-02488	38-1978255
BUILDERS SQUARE, INC.	02-02489	74-2259917
K MART INTERNATIONAL SERVICES, INC.	02-02490	38-2331210
SOURCING & TECHNICAL SERVICES INC.	02-02491	22-3004708
KMART PHARMACIES OF MINNESOTA, INC.	02-02492	38-3351987
STI MERCHANDISING, INC.	02-02493	38-2760188
KMART CMBS FINANCING, INC.	02-02494	38-3334553
KLC, INC.	02-02495	75-2490839
PMB, INC.	02-02496	75-1371063
ILJ, INC.	02-02497	92-0132179
KBL HOLDING INC.	02-02498	26-0031295
S.F.P.R., INC.	02-02499	N/A

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

Notice of Chapter 11 Bankruptcy Case, Meeting of Creditors, & Deadlines

A Chapter 11 bankruptcy case concerning Kmart Corporation ("Kmart") and thirty-seven of its subsidiaries, all of which are listed on Exhibit A hereto (collectively, the "Debtors"), was filed on January 22, 2002. You may be a creditor of the Debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Next Page For Important Explanations

Debtor: Kmart Corporation 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02474 Taxpayer ID No.: 38-0729500
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Attorney for Debtors (name and address): John Wm. Butler, Jr. J. Eric Ivester Skadden, Arps, Slate, Meagher & Flom (Illinois) 333 West Wacker Drive, Suite 2100 Chicago, IL 60606-1285	Telephone Number: (312) 407-0501
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Meeting of Creditors Date: May 2, 2002 Time: 1:00 p.m.	Location: Sheraton Chicago Hotel & Towers 301 East North Water Street, Chicago, Illinois 60611
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Deadline to File a Proof of Claim

Proofs of Claim must be *received* by the Debtors' Claims Agent, Trumbull Services, LLC, by:
July 31, 2002, 4:00 p.m. Eastern Time
 Further information concerning the filing of Proofs of Claim, including the address for the Claims Agent, is contained in the Notice of Last Date and Procedures for Filing Proofs of Claim enclosed herewith.

Creditors May Not Take Certain Actions

The filing of the bankruptcy case automatically stays certain collection and other actions against the Debtors and the Debtors' property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Address of the Bankruptcy Clerk's Office:

Everett McKinley Dirksen Courthouse
 219 South Dearborn Street
 Seventh Floor
 Chicago, Illinois 60604
 Telephone number: (312) 435-5694
 Website: www.ilnb.uscourts.gov

For the Court:

Clerk of the Bankruptcy Court:
 Kenneth Gardner

Hours Open:
 9:00 am to 4:30 p.m.

Date:
 April 1, 2002

Kmart Stores of TCNP, Inc. f/k/a Kmart Trading Services, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02482 Taxpayer ID No.: 38-2305127
Kmart Overseas Corporation 530 Las Vegas Boulevard South Las Vegas, NV 89101	Case Number: 02-02483 Taxpayer ID No.: 31-0972999
JAF, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02484 Taxpayer ID No.: 38-2970528
VTA, Inc. 2751 Centerville Road Suite 351 Wilmington, DE 19808	Case Number: 02-02485 Taxpayer ID No.: 51-0331035
Big Beaver of Caguas Development Corporation II 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02486 Taxpayer ID No.: 38-317527
Big Beaver of Carolina Development Corporation 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02487 Taxpayer ID No.: 38-3175256
K mart Pharmacies, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02488 Taxpayer ID No.: 38-1978255
Builders Square, Inc. 9725 Datapoint Drive San Antonio, TX 78229	Case Number: 02-02489 Taxpayer ID No.: 74-2259917
K mart International Services, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02490 Taxpayer ID No.: 38-2331210
Sourcing & Technical Services Inc. 1365 Northwest 59 th Street Miami, FL 33169	Case Number: 02-02491 Taxpayer ID No.: 22-3004708
Kmart Pharmacies of Minnesota, Inc. 405 Second Avenue South Minneapolis, MN 55401	Case Number: 02-02492 Taxpayer ID No.: 38-3351987
STI Merchandising, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02493 Taxpayer ID No.: 38-2760188
Kmart CMBS Financing, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02494 Taxpayer ID No.: 38-3334553
S.F.P.R., Inc. 8 th Floor, American International Plaza 250 Munoz Rivera Avenue San Juan, PR 00918	Case Number: 02-02499 Taxpayer ID No.: N/A
PMB, Inc. 3100 West Big Beaver Road Troy, MI 48084	Case Number: 02-02496 Taxpayer ID No.: 75-1371063
ILJ, Inc. 240 Main Street Juneau, AK 99801	Case Number: 02-02497 Taxpayer ID No.: 92-0132179
KBL Holding Inc. 1209 Orange Street Wilmington, DE 19801	Case Number: 02-02498 Taxpayer ID No.: 26-0031295
KLC, Inc. c/o Bracewell & Patterson, LLP 711 Louisiana Street Suite 2900 Houston, TX 77002	Case Number: 02-02495 Taxpayer ID No.: 75-2490839

not limited to, claims for damages or rescission based on the purchase or sale of any such securities must file a proof of claim on or prior to the General Bar Date unless another exception set forth herein applies.

CLAIMS RELATED TO REJECTION OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any Entity whose Claims arose out of the rejection of an executory contract or an unexpired lease must file a proof of claim on or before the later of: (1) the date set by the Court in the Order authorizing the rejection of such contract or lease; and (2) the General Bar Date (the "Rejection Bar Date").

CLAIMS RELATED TO AMENDMENTS TO SCHEDULES

If the Debtors amend their Schedules subsequent to the mailing and publication of this Bar Date Notice to reduce the undisputed, noncontingent and liquidated amount or to change the nature or classification of a Claim against a Debtor reflected therein, then the affected claimant shall have until the later of (1) 30 days after such claimant is served with notice that the Debtors have amended their Schedules or (2) the General Bar Date to file a proof of claim or to amend any previously filed proof of claim (the "Amended Schedule Bar Date").

CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM

Any Entity that is required to file a proof of claim, but that fails to do so in a timely manner, will be forever barred, estopped and enjoined from:

- i. asserting any Claim against any of the Debtors that such entity has that (i) is in an amount that exceeds the amount, if any, that is set forth in the Schedules, or (ii) is of a different nature or in a different classification (in either case, an "Unscheduled Claim"); and
- j. voting upon, or receiving distributions under, any plan or plans of reorganization in these chapter 11 cases in respect of an Unscheduled Claim.

If it is unclear from the Schedules whether your Claim is disputed, contingent or unliquidated as to amount or is otherwise properly listed and classified, you must file a proof of claim on or before the General Bar Date. Any Entity that relies on the Schedules bears responsibility for determining that its Claim is accurately listed therein.

FILING PROOFS OF CLAIM AGAINST OTHER DEBTORS

Any Entity asserting Claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. If more than one Debtor is listed on a form, the Debtors will treat such claim as filed against the first listed Debtor. All Entities must identify on their proof of claim the holder or holders of the Claim and the particular Debtor against which their Claim is asserted. A list of Debtors, together with their respective case numbers, is attached to this Bar Date Notice as Exhibit A. Any Claims filed in the Joint Administration Case Number (Kmart Corporation, Case No. 02-02474) shall be deemed filed only against Kmart Corporation.

Exhibit A

KMART CORPORATION OF ILLINOIS, INC.	Case No. 02-02462
KMART OF INDIANA	Case No. 02-02463
KMART OF PENNSYLVANIA LP	Case No. 02-02464
KMART OF TEXAS L.P.	Case No. 02-02466
KMART OF NORTH CAROLINA LLC	Case No. 02-02465
BIG BEAVER OF FLORIDA DEVELOPMENT, LLC	Case No. 02-02468
BLUELIGHT.COM LLC	Case No. 02-02467
KMART MICHIGAN PROPERTY SERVICES, L.L.C.	Case No. 02-02470
THE COOLIDGE GROUP, n/k/a, TC GROUP I LLC	Case No. 02-02469
TROY CMBS PROPERTY, L.L.C.	Case No. 02-02472
KMART FINANCING I	Case No. 02-02471
KMART CORPORATION	Case No. 02-02474
BIG BEAVER DEVELOPMENT CORPORATION	Case No. 02-02473
BIG BEAVER OF CAGUAS DEVELOPMENT CORPORATION	Case No. 02-02476
BIG BEAVER OF GUAYNABO DEVELOPMENT CORPORATION	Case No. 02-02475
BLUELIGHT.COM, INC.	Case No. 02-02477
KMART HOLDINGS, INC.	Case No. 02-02478
KMART OF AMSTERDAM, NY DISTRIBUTION CENTER, INC.	Case No. 02-02479
KMART STORES OF INDIANA, INC.	Case No. 02-02480
KMART OF MICHIGAN, INC.	Case No. 02-02481
KMART STORES OF TNCP, INC.	Case No. 02-02482
KMART OVERSEAS CORPORATION	Case No. 02-02483
JAF, INC.	Case No. 02-02484
VTA, INC.	Case No. 02-02485
BIG BEAVER OF CAGUAS DEVELOPMENT CORPORATION II	Case No. 02-02486
BIG BEAVER OF CAROLINA DEVELOPMENT CORPORATION	Case No. 02-02487
K MART PHARMACIES, INC.	Case No. 02-02488
KMART PHARMACIES OF MINNESOTA, INC.	Case No. 02-02492
BUILDERS SQUARE, INC.	Case No. 02-02489
KMART CMBS FINANCING, INC.	Case No. 02-02494
K MART INTERNATIONAL SERVICES, INC.	Case No. 02-02490
PMB, INC.	Case No. 02-02496
SOURCING & TECHNICAL SERVICES INC.	Case No. 02-02491
ILJ, INC.	Case No. 02-02497
STI MERCHANDISING, INC.	Case No. 02-02493
KBL HOLDING INC.	Case No. 02-02498
KLC, INC.	Case No. 02-02495
S.F.P.R., INC.	Case No. 02-02499

priority or unsecured) that arose prior to January 22, 2002, are required to file proofs of claim by the General Bar Date.

The following Entities must file a proof of claim on or before the General Bar Date:

- a. any Entity whose Claim is listed in the Schedules as "disputed," "contingent" or "unliquidated" and who desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- b. any Entity whose Claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its Claim allowed in a classification or amount other than that set forth in the Schedules; or
- c. any Entity asserting a Claim that is not listed in the Schedules.

The following Entities do not need to file a proof of claim on or before the General Bar Date:

- d. any Entity that has already properly filed a proof of claim against one or more of the Debtors in accordance with the procedures set forth in this Bar Date Notice;
- e. any Entity (a) that agrees with the nature, classification and amount of such Claim set forth in the Schedules and (b) whose Claim against a Debtor is not listed as "disputed," "contingent" or "unliquidated" in the Schedules;
- f. any Entity whose Claim against a Debtor previously has been allowed by, or paid pursuant to, an order of the Bankruptcy Court;
- g. any Entity asserting a Claim allowable under sections 503(b) and 507(a)(1) of the Bankruptcy Code as an administrative expense of the Debtors' Chapter 11 cases; or
- h. any of the Debtors or any direct or indirect subsidiary of Kmart Corporation that holds Claims against one or more of the other Debtors.

An Entity should not file a proof of claim if such Entity does not have a Claim against any of the Debtors. Receipt of this Bar Date Notice by an Entity does not mean that such Entity has a Claim or that the Debtors or the Bankruptcy Court believes such Entity has a Claim. Moreover, neither the Debtors nor their attorneys nor the Bankruptcy Court can advise an Entity whether an Entity should file a proof of claim.

Any Entity holding an interest in any Debtor which is based exclusively upon the ownership of common or preferred stock in such Debtor, a general or limited partner interest in a limited partnership or warrants or rights to purchase, sell or subscribe to such a security or interest (any such interest being referred to as an "Interest"), need not file a proof of interest on or before the General Bar Date; provided, however, that any Entity holding an Interest that wishes to assert a Claim against any of the Debtors that arises out of or relates to transactions in the Debtors' securities, including, but

prepetition transactions to which a Debtor was a party; and (3) Entities whose Claims against a Debtor arose out of the obligations of such Entities under a contract for provision of liability insurance to a Debtor.