FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT
Northern District Of Illinois, Eastern Division

PROOF OF CLAIM

Name of Debtors	Case Number
Kmart Corporation, *et al.*	**02-B020474**

NOTE: This form should not be used to make claim for 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):

Jones & Frank Corp.

Name and address where notices should be sent:
c/o J. Ellsworth Summers, Jr., Esq.
Kaufman & Canoles, a professional corporation
P.O. Box 3037
Norfolk, VA 23514
Telephone number: **(757) 624-3000**

☐ 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.

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor:

Check here if this claim ☐ 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 _____ (date) to _____ (date)

2. Date debt was incurred: 7/17/01, 7/24/01 and 9/24/01

3. If court judgment, date obtained: N/A

4. Total Amount of Claim at Time Case Filed: **$87,621.68**
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. **See Exhibit A**

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 - I 1 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)(___).
**Amounts are subject to adjustment on 4/1/04 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. **See Exhibit B**
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
10051 4/24/02 KF

Date
04/22/02

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):

J. H. Prentiss, Jr., Executive Vice President for Jones & Frank Corp.

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

--- DEFINITIONS ---

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim.)*

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims.*

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

KMART - CONSTRUCTION								
JOB #	STORE #	LOCATION	COMPLETION DATE	CONTRACT	SUPPLEMENTS	CONT + SPLMNT	PAID TO DATE	BALANCE DUE
C950104	4956	GREENSBORO, NC	10/29/2001	$315,103.00	$29,732.75	$344,835.75	$310,352.18	$34,483.57
C950105	4961	BURLINGTON, NC	10/2/2001	$299,663.00	$30,387.00	$330,050.00	$297,045.00	$33,005.00
110233	4988	NORFOLK, VA		CONCRETE REPAIR	$14,030.00	APRVD D BLOSSER	$0.00	$14,030.00
			TOTALS:	$614,766.00	$74,149.75	$674,885.75	$607,397.18	$81,518.57

KMART - O/S SERVICE INVOICES								
DATE	STORE #	LOCATION	INVOICE #	AMOUNT				
29-Oct	4950	WINSTON-SALEM	626077	$527.13				
11-Dec	4950	WINSTON-SALEM	627759	$109.00				
11-Dec	4950	WINSTON-SALEM	627760	$52.50				
20-Dec	4950	WINSTON-SALEM	627902	$554.23				
27-Dec	4950	WINSTON-SALEM	627950	$537.97				
9-Jan	4950	WINSTON-SALEM	628068	$574.30				
10-Jan	4950	WINSTON-SALEM	628122	$70.00				
5-Nov	4955	RALEIGH	627149	$117.00				
12-Nov	4955	RALEIGH	627281	$117.00				
6-Dec	4955	RALEIGH	627697	$149.43				
6-Dec	4955	RALEIGH	627700	$156.74				
11-Dec	4955	RALEIGH	627754	$117.00				
28-Aug	4955	RALEIGH	626129	$82.00				
11-Sep	4955	RALEIGH	626382	$117.00				
20-Sep	4955	RALEIGH	626511	$496.50				
11-Oct	4955	RALEIGH	626799	$421.76				
6-Nov	4956	GREENSBORO	627168	$388.00				
9-Jan	4956	GREENSBORO	628065	$449.90				
13-Nov	4961	BURLINGTON	627353	$325.40				
26-Nov	4961	BURLINGTON	627505	$307.90				
5-Dec	4961	BURLINGTON	627657	$70.00				
28-Dec	4961	BURLINGTON	627976	$361.75				
			TOTALS:	$6,102.51				$6,102.51
							TOTAL	$87,621.08

EXHIBIT A

FILED

2002 FEB 22 AM 9:51

ALAMANCE COUNTY, C.S.C.

BY: Abr

STATE OF NORTH CAROLINA

COUNTY OF ALAMANCE

In the Matter of the Claim of Lien by Jones & Frank Corp. Against Troy CMBS Property, L.L.C. and Kmart Corporation	))))	CLAIM OF LIEN

TO: (1) The Honorable Clerk of Superior Court
Alamance County, NC

(2) Troy CMBS Property, L.L.C.
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

(3) Kmart Corporation
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

The undersigned hereby claims a lien on the real property described below pursuant to Chapter 44A of the General Statutes of the State of North Carolina.

1. Name and address of the person claiming the lien:

Jones & Frank Corp.
Attention: A. T. Clayton, its Registered Agent
4720 Old Poole Road
Raleigh, NC 27610

2. Name and address of the record owner of the real property claimed to be subject to the lien at the time the Claim of Lien is filed:

Record Fee Simple Owner:
Troy CMBS Property, L.L.C.
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

WARD AND SMITH, P.A., ATTORNEYS AT LAW

EXHIBIT

B

Lessee and Agent of Record Fee Simple Owner:
Kmart Corporation
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

3. Description of the real property upon which the lien is claimed:

Lot One (1) containing 18.578 acres, more or less, as shown on that certain plat entitled "Final Plat Redivision of Lot 1-A (Troy CMBS Property, L.L.C.) Burlington City Board of Education (previously recorded in P.B. 61, Page 74)" prepared by Boswell Surveyors, Inc., Robert E. Boswell, Professional Land Surveyor, dated January 4, 2000, Job No. 00-001-200, which plat is duly recorded in Plat Book 65, at Page 27, of the Alamance County Registry, and to which plat reference is hereby made for a more complete description.

4. Names and addresses of the persons with whom the claimant contracted for the furnishing of labor or materials:

Kmart Corporation
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

5. Date upon which labor and/or materials were first furnished upon said property by the claimant:

July 30, 2001

6. Date upon which labor and/or materials were last furnished upon said property by the claimant:

November 1, 2001

7. General description of the labor performed and/or materials furnished:

Construction of a Kmart Express convenience store with six (6) gasoline dispensers and canopy at Kmart store #4961, located at 529 Huffman Mill Road, Burlington, North Carolina 27215, pursuant to a contract dated July 24, 2001, and all amendments and supplements thereto.

WARD AND SMITH, P.A., ATTORNEYS AT LAW

8. The amount claimed therefor:

Thirty-Three Thousand Five and 00/100 Dollars ($33,005.00) plus interest, attorneys' fees and court costs as permitted by law.

This the 21 day of February, 2002.

J. Michael Fields
N.C. State Bar I.D. No.: 018170
For the firm of
Ward and Smith, P.A.
120 West Fire Tower Road
PO Box 8088
Greenville, NC 27835-8088
Telephone: (252) 215-4000
Facsimile: (252) 215-4077
Attorneys for Jones & Frank Corp.

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GVLMAIN\286817.1

WARD AND SMITH, P.A., ATTORNEYS AT LAW

FILED
02 FEB 21 PM 1:27
GUILFORD COUNTY, C.S.C
BY

02m570

STATE OF NORTH CAROLINA

COUNTY OF GUILFORD

In the Matter of the Claim of Lien by	)	
Jones & Frank Corp. Against	)	CLAIM OF LIEN
Troy CMBS Property, L.L.C. and	)	
Kmart Corporation	)	

TO: (1) The Honorable Clerk of Superior Court
Guilford County, NC

(2) Troy CMBS Property, L.L.C.
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

(3) Kmart Corporation
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

The undersigned hereby claims a lien on the real property described below pursuant to Chapter 44A of the General Statutes of the State of North Carolina.

1. Name and address of the person claiming the lien:

Jones & Frank Corp.
Attention: A. T. Clayton, its Registered Agent
4720 Old Poole Road
Raleigh, NC 27610

2. Name and address of the record owner of the real property claimed to be subject to the lien at the time the Claim of Lien is filed:

Record Fee Simple Owner:
Troy CMBS Property, L.L.C.
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

WARD AND SMITH, P.A., ATTORNEYS AT LAW

Lessee and Agent of Record Fee Simple Owner:
Kmart Corporation
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

3. Description of the real property upon which the lien is claimed:

The real property described in that certain North Carolina General Warranty Deed dated February 26, 1997, granted by Kmart Corporation to Troy CMBS Property, L.L.C., recorded on September 16, 1997 in Book 4586, at Page 1554, of the Guilford County Registry; save and except the property described in that certain North Carolina General Warranty Deed dated December 10, 1997, granted by Troy CMBS Property, L.L.C. to ZP No. 25, LLC, recorded on September 10, 1998 in Book 4742, at Page 1230, of the Guilford County Registry.

4. Names and addresses of the persons with whom the claimant contracted for the furnishing of labor or materials:

Kmart Corporation
Attention: CT Corporation System, its Registered Agent
225 Hillsborough Street
Raleigh, NC 27603

5. Date upon which labor and/or materials were first furnished upon said property by the claimant:

July 23, 2001

6. Date upon which labor and/or materials were last furnished upon said property by the claimant:

November 15, 2001

7. General description of the labor performed and/or materials furnished:

Construction of a Kmart Express convenience store with six (6) gasoline dispensers and canopy at Kmart store #4956, located at 1302 Bridford Parkway, Greensboro, North Carolina 27407, pursuant to a contract dated July 17, 2001, and all amendments and supplements thereto.

WARD AND SMITH, P.A., ATTORNEYS AT LAW

8. The amount claimed therefor:

Thirty-Four Thousand Four Hundred Eighty-Three and 58/100 Dollars ($34,483.58) plus interest, attorneys' fees and court costs as permitted by law.

This the 19 day of February, 2002.

J. Michael Fields
N.C. State Bar I.D. No.: 018170
For the firm of
Ward and Smith, P.A.
120 West Fire Tower Road
PO Box 8088
Greenville, NC 27835-8088
Telephone: (252) 215-4000
Facsimile: (252) 215-4077
Attorneys for Jones & Frank Corp.

020112-0001-001
GVLMAIN\286789.1

WARD AND SMITH, P.A., ATTORNEYS AT LAW

Remit to

JONES & FRANK

P.O. BOX 12789
NORFOLK, VIRGINIA 23541-0789

CUSTOMER INVOICE

MEMBER PEI

For questions about this invoice, please call your local branch.

CHARLOTTE, N. CAROLINA (704) 393-8542
COLUMBIA, S. CAROLINA (803) 695-3370
DECATUR, GEORGIA (770) 322-0552
NORFOLK, VIRGINIA (757) 853-3500
RALEIGH, N. CAROLINA (919) 231-1998
RICHMOND, VIRGINIA (800) 275-1642
ROANOKE, VIRGINIA (540) 366-1700
WINCHESTER, VIRGINIA (877) 481-2700

PLEASE PAY FROM THIS INVOICE	
DATE	INVOICE NUMBER
09/23/2001	120425

SOLD TO:

Mr. Dave Martin
Kmart Corporation
3100 Big Beaver Road
Troy, MI 48084-3163

SHIP TO:

110233
K-MART
6101 MILITARY HWY.
NORFOLK, VA 23502

Norfolk House

CUSTOMER ACCT NO.	CUSTOMER ORDER NO.	SALESMAN	DATE SHIPPED	SHIPPED VIA	TERMS
00011					COD

QTY	ITEM NUMBER	MFR'S PART NO.	DESCRIPTION	PRICE	AMOUNT
			Original Contract Amount		14030.00
			Change Orders		.00
			Revised Contract Amount		14030.00
			Total Completed & Stored to date		14030.00
			Less Previous Billings		.00
			Less Retainage		.00
			Less Deposit On File		.00
			TOTAL AMOUNT DUE THIS INVOICE		14030.00

WORK DESCRIPTION: REPLACE ASPHALT W/CONCRETE PAINT STORE INTERIOR

Thank You for Choosing
Jones & Frank for this Project

Balance to Bill Against Contract (incl. retainage)
.00

See Reverse for Breakdown

SUB-TOTAL	SALES TAX	FREIGHT			SEE ABOVE TOTAL AMOUNT

KAUFMAN & CANOLES
A Professional Corporation
Attorneys and Counselors at Law

J. Ellsworth Summers, Jr.
757 / 624-3358

One Commercial Place
P.O. Box 3037
Norfolk, VA 23514
757 / 624-3000
fax: 757 / 624-3169
jesummers@kaufcan.com

April 23, 2002

SENT VIA FEDERAL EXPRESS

Kmart Corporation/Trumbell Services
4 Griffin Road North
Windsor, CT 06095

Re: In re Kmart Corporation, et al.
Bankruptcy Case No. 02-B0-20474
Our Matter No. 74350

To Whom It May Concern:

With regard to the above-referenced matter, enclosed is an **original** and two (2) copies of a Proof of Claim which I ask that you file on behalf of Jones & Frank Corp. Please "file-stamp" one copy and return it to me using the enclosed business-reply envelope.

If you should have any questions or comments concerning the enclosed, please feel free to contact me.

Sincerely yours,

J. Ellsworth Summers, Jr.

JESjr/klw
Enclosures
#702908