

<b>United States Bankruptcy Court District of <u>DELAWARE</u></b>	<b>PROOF OF CLAIM</b>	<b>CHAPTER 11</b>
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Name of Debtor <b>FLEMING COMPANIES, INC dba FOOD 4 LESS</b>	Case Number <b>03-10945</b>	
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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) <b>Eschelon Telecom, Inc</b>	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	<b>REC'D JUN 26 2003</b>  THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent <b>Eschelon Telecom, Inc</b> Attention Bankruptcy 730 2 <sup>nd</sup> Avenue South, Suite 1200 Minneapolis MN 55402		
Telephone number (612) 436-1655		

Account or other number by which creditor identifies debtor <b>5023601</b>	Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
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**1 Basis for Claim**

<input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <b>Pre-Petition Tele-Communications Deficiency</b>	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your social security number _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
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2 Date debt was incurred <b>4/1/03</b>	3 If court judgment, date obtained
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**4 Total Amount of Claim at Time Case Filed** **\$ 818 61**  
 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

<p><b>5 Secured Claim</b></p> <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 if any \$ _____	<p><b>6 Unsecured Priority Claim</b></p> <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 \$4 650) * 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)  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> 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) <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)(_____)
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\* 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

<p><b>7 Credits</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim</p> <p><b>8 Supporting Documents</b> 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</p> <p><b>9 Date-Stamped Copy</b> To receive an acknowledgment of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim</p>	THIS SPACE IS FOR COURT USE ONLY  JUN 26 2003 10 AM Fleming Companies Claim
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Date <b>June 13, 2003</b>	 Peter A. Milton Bankruptcy Special Point of Contact for Eschelon Telecom Inc	
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June 13 2003

Clerk of Bankruptcy Court  
824 Market Street 5<sup>th</sup> Floor  
Wilmington DE 19899-8705

To Whom It May Concern

Please find, enclosed, two original proof of claims to be entered in the bankruptcy case of FLEMING COMPANIES, INC dba FOOD 4 LESS, case number 03-10945  
Please return a court-stamped copy of the proof of claim in the enclosed, self-addressed, stamped envelope If you have any questions, please contact me at (888) 857-6160

Thank you,

A handwritten signature in black ink, appearing to be "Peter A. Milton", written in a cursive style.

Peter A Milton  
Eschelon Telecom, Inc  
Credit and Collections Department

Encl(s)