

<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	<div style="font-size: 2em; font-weight: bold;">REC'D JUN 26 2003</div>  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>5023602</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><u>Pre-Petition Tele-Communications Deficiency</u></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** **\$ 594 41**  
 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 for, and 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. <b>DO NOT SEND ORIGINAL DOCUMENTS.</b> 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
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Date <b>June 13, 2003</b>	 Peter A. Milton Bankruptcy Special Point of Contact for Eschelon Telecom, Inc	Fleming Companies Claim  01240 U.S.C. § 1124 and 5571
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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)