

United States Bankruptcy Court NORTHERN District of ILLINOIS	PROOF OF CLAIM
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In re (Name of Debtor) KMART CORPORATION	Case Number 02-B02474
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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" of payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor <i>(The person or entity to whom the debtor owes money or property)</i> ENSTAR NATURAL GAS COMPANY	<input type="checkbox"/> 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.
Name and Addresses Where Notices Should be Sent ENSTAR NATURAL GAS COMPANY 3000 SPENARD ROAD ANCHORAGE, AK 99503	<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.
Telephone No. 907-277-5551	<input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.

FILED
 UNITED STATES BANKRUPTCY COURT
 NORTHERN DISTRICT OF ILLINOIS
 MAR 18 2002
 KENNETH S. GARDNER
 MAILROOM - MM

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR. 10061-93438, 10061-10376 & 79301-87586	Check here if this claim: <input type="checkbox"/> replaces a previously filed claim, dated: _____ <input type="checkbox"/> amends
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1. BASIS FOR CLAIM:

<input type="checkbox"/> Goods sold <input 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 (Describe briefly) NATURAL GAS CONSUMPTION (SEE ATTACHED)	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages, salaries, and compensations (Fill out below) Your social security number _____ Unpaid compensations for services performed from _____ to _____ (date) (date)
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2 DATE DEBT WAS INCURRED 1/22/02	3 IF COURT JUDGMENT, DATE OBTAINED:
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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.

<input type="checkbox"/> SECURED CLAIM \$ _____ Attach evidence of perfection of security interest Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other (Describe briefly)	<input type="checkbox"/> UNSECURED PRIORITY CLAIM \$ _____ Specify the priority of the claim <input type="checkbox"/> 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) <input type="checkbox"/> Contributions to an employee benefit plan—U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$900 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"/> Taxes or penalties of governmental units—11 U.S.C. § 507(a)(7) <input type="checkbox"/> Other—11 U.S.C. §§ 507(a)(2), (a)(5)—(Describe briefly)
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Amount of arrearage and other charges included in secured claim above, if any \$ _____

UNSECURED NONPRIORITY CLAIM \$ 12,332.67
 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.

5. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED. \$ 12,332.67 (Unsecured) \$ _____ (Secured) \$ _____ (Priority) \$ 12,332.67 (Total)

Check this box if claim includes prepetition 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.

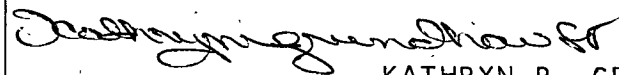
7 SUPPORTING DOCUMENTS. Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach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

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

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3-18-02

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Date 3/14/02	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)  KATHRYN R. GRUNDHAUSER COLLECTION SUPERVISOR
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JAN 30 2002

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

In re:) Case No. 02-B02474
) (Jointly Administered)
KMART CORPORATION, et al.,) Chapter 11
) Chief Judge Susan Pierson Sonderby
Debtors.)

**INTERIM ORDER PURSUANT TO 11 U.S.C. §§ 105(a), 366, 503, and 507 OF
THE BANKRUPTCY CODE (I) PROHIBITING UTILITIES FROM
ALTERING, REFUSING OR DISCONTINUING SERVICES ON ACCOUNT
OF PREPETITION INVOICES AND (II) ESTABLISHING PROCEDURES
FOR DETERMINING REQUESTS FOR ADDITIONAL ASSURANCE**

Upon the motion dated January 22, 2002 (the "Motion"), wherein
Kmart Corporation ("Kmart") and certain of its domestic subsidiaries and affiliates,
debtors and debtors-in-possession in the above-captioned cases (collectively, the
"Debtors" or the "Company"), moved this Court for entry of an order, pursuant to
sections 105(a), 366(a), 503, and 507 of the Bankruptcy Code, (a) prohibiting
utilities from altering, refusing or discontinuing services on account of nonpayment
of prepetition invoices and (b) establishing procedures for determining requests for
additional adequate assurance; it appearing to the Court that (i) it has jurisdiction
over the matters raised in the Motion pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this
is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the
Motion is in the best interests of the Debtors, their estates and their creditors; (iv)
proper and adequate notice of the Motion and the hearing thereon has been given and

Last reads
179306-87520 1/3/02
10061-10376 1/2/02
✓ - 93438 1/10/02

that no other or further notice is necessary; and (v) upon the record herein after due deliberation thereon, it appearing to the Court that the relief should be granted as set forth below,

1. The Debtors shall pay on a timely basis in accordance with their prepetition practices all undisputed invoices for postpetition utility services provided by the Utility Companies to the Debtors.

2. Absent any further order of the Court, each of the utility companies and other providers of gas, water, electric, telephone, fuel, sewer, telecommunications, internet, paging, cellular phone and other services (the "Utility Companies") providing service to the Debtors, whether under direct relationship with the Debtors or through the Debtors' landlords, including but not limited to the list of Utility Companies contained in Exhibit 1 to this Order, is enjoined from (a) altering, refusing, or discontinuing service to, or discriminating against, the Debtors, solely on the basis of the commencement of these cases or on account of any unpaid invoice for service provided prior to the Petition Date or (b) requiring the payment of a deposit or other security in connection with the Utility Company's continued provision of utility services, including, but not limited to, the furnishing of gas, heat, electricity, water, telephone, telecommunications, internet, paging, cell phone, or any other service of like kind.

3. The Debtors' record of timely payment in full of prepetition utility bills and demonstrated ability to pay future utility bills constitute adequate assurance of future payment for utility services pursuant to 11 U.S.C. § 366(b).

4. The Debtors shall serve by first-class mail, postage prepaid, within five (5) business days of the entry of this Order: (i) a copy of this Order, without a copy of the Exhibit 1 attached thereto, and (ii) a notice setting forth the date and time for filing objections to the Motion. Upon request, a Utility Company may receive a copy from Trumbull Services, LLC, Griffin Center, 4 Griffin Road North, Windsor, Connecticut 06095 (Attn: William Gruber).

5. This Order is without prejudice to the rights of any of the Utility Companies to make a request for adequate assurance from the Debtors (a "Request") within twenty-five (25) days of the date of service hereof (the "Request Deadline") in the form of deposits or other security. Any such Request must be in writing and set forth the location for which the utility services are provided, a payment history for the most recent six (6) months, and a description of any prior material payment delinquency or irregularity. Any Request received by the Debtors after the Request Deadline or which otherwise fails to comply with this Order (including failure to specify prior material delinquent or irregular payment) shall be deemed untimely and invalid.

6. In the event the Debtors believe that a timely Request for additional assurance made by any of the Utility Companies is unreasonable and no consensual resolution of the Request is reached, the Debtors shall file a motion for determination of adequate assurance of payment with respect to such Request (the "Determination Motion") within forty-five (45) days of receiving such Request and set such Motion for hearing (the "Determination Hearing").

7. If a Determination Hearing is scheduled in accordance with the immediately preceding paragraph, the Utility Companies shall be deemed to have adequate assurance of payment until an order of the Court is entered in connection with such Determination Hearing.

8. Any Utility Company not listed on Exhibit 1 to this Order but subsequently identified shall be served with a copy of this Order and be afforded twenty-five (25) days from the date of service to request adequate assurance, if any, from the Debtors. Such a request must otherwise comply with the requirements of this Order or shall be deemed an untimely and invalid adequate assurance request.

9. Substantially contemporaneously with the service of the Order as described above, the Debtors shall file with the Court a supplement to Exhibit 1 to the Order adding the names of the Utility Companies so served, and this Order will be deemed to apply to such Utility Companies from the date of such service, subject to a later order of the Court on a Motion for Determination, if any.

10. To the extent not previously served, service of this Order shall be made on any Utility Company identified by the Debtors by first-class mail within five (5) business days of the date of this Order.

Dated: Chicago, Illinois
January __, 2002

JAN 25 2002

SUSAN PIERSON SONDERBY
CHIEF BANKRUPTCY JUDGE

Chief Judge Susan Pierson Sonderby
UNITED STATES BANKRUPTCY JUDGE