

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

Name of Debtor
Shared Technologies Fairchild

Case Number
03-13108

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 (person or entity to whom debtor owes money or property)

DELL, Inc

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.

Name and address where notices should be sent

**DELL, Inc
Attn Michael Keller
One Dell Way
Bldg 1, MS 8052
Round Rock, TX 78682
Telephone number (512) 728-4610**

**FILED
U.S. DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK
ALLEGIANCE TELECOM, INC
03-13108 (RRD)
1421**

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor
Account No 028928724

Check here replaces if this claim amends a previously filed claim, dated

1 Basis for Claim

- Goods sold **SEE ATTACHMENT "A"**
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other

- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensations (fill out below)
Your SS # _____ - _____
Unpaid compensations for services performed from _____ to _____ (date)

2 Date debt was incurred 04/28/03

3 If court judgment, date obtained
Not applicable
RECEIVED NOV 19 2003

4 Total Amount of Claim at Time Case Filed \$4,290.91

If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below

Check if claim includes interest or other charges in addition to principal amount of 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 \$4000*), 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 \$1 800* 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 of governmental units - 11 U.S.C. § 507(a)(8)
- Other—Specify applicable paragraph of 11 U.S.C. §§ 507(a)(1)

*Amounts are subject to adjustment on 4/1/98 and every 3 years thereafter with respect to case 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 documents are not available, explain. If the documents are voluminous, attach a summary.

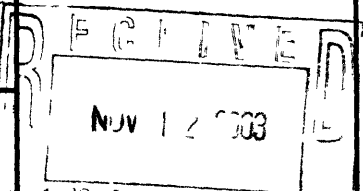
9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

Date
November 10 2003

DELL, Inc
By

Michael Keller, Finance Manager III

THIS SPACE IS FOR COURT USE ONLY



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

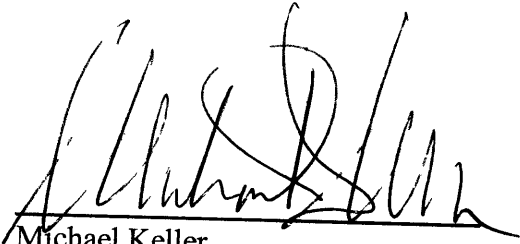
CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the Proof of Claim has been served this 10th day of November 2003, unless otherwise noted, via overnight delivery and via first class regular mail, postage prepaid, on the following

To the Debtor Shared Technologies
6th Floor
2 University Plaza
Hackensack, NJ 07601-6202

Attorneys for Debtor KIRKLAND & ELLIS
LLP
Citigroup Center
153 East 53rd Street
New York, NY 10022-4611

Trustee n/a



Michael Keller

**ATTACHMENT "A" TO PROOF OF CLAIM
FOR DELL, INC**

1 The basis of the debt is as follows from April 28, 2003 date of the Petition initiating this bankruptcy case Dell Inc (hereinafter referred to as "Dell"), supplied and sold to the above referenced Debtor certain goods including computers, monitors, servers and related computer products Generally, the orders for such products were received via e-mail from the Debtor and purchase orders and invoices were generated by Dell

2 The invoice(s) made the basis of this Proof of Claim is/are attached herein as Exhibit "A" and incorporated herein by reference for all purposes The invoice(s) set(s) forth the amount of Dell's unsecured claim as of the date of the filing of the Bankruptcy Petition

NOTE CLAIMANT RESERVES THE RIGHT TO AMEND THIS PROOF OF CLAIM AS FURTHER INFORMATION BECOMES AVAILABLE



This is your INVOICE

FID Number 74 2616805
 Sales Rep ERIK RODRIGUEZ
 For Sales (800)234-9999
 Sales Fax (800)685-0438
 Customer Service (800)234-9999
 Technical Support (800)234-9999
 Dell Online http://www.dell.com

Customer Number 028928724
 Purchase Order 91970
 Order Number 335973864
 Order Date 04/25/03
 15 01 O 01 01 N

Invoice Number **335973864**
 Invoice Date 04/28/03
 Payment Terms NET DUE 30 DAYS
 Shipped Via STANDARD GROUND
 Waybill Number 40026034963

SOLD TO

#BWNHKPV
 #0289 2872 45# 21338 1MB 0309 15060S11 XRX 1 of 1
 MR CHARLES BAUER
 SHARED TECHNOLOGIES FAIRCHILD
 6TH FL
 2 UNIVERSITY PLAZA
 HACKENSACK NJ 07601-6202

SHIP TO

J
 STFI
 150 LOUIS ST
 SOUTH HACKENSACK NJ 07606

PLEASE SEE IMPORTANT TERMS & CONDITIONS ON THE REVERSE SIDE OF THIS INVOICE

Order	Shipped	Item Number	Description	Unit	Unit Price	Amount
1	1	221 2376	PowerEdge 600SC 2 4GHz/512K Cache P4,533MHZ Front Side Bus includes floppy drive	EA	4,015 00	4 015 00
1	1	311 2752	512MB DDR, SDRAM,2x256 DIMM	EA	0 00	0 00
1	1	310-1676	Standard Windows Keyboard Gray	EA	0 00	0 00
1	1	320-0960	15in(13.8in VIS)Monitor Gray E551 for Dell PowerEdge	EA	0 00	0 00
1	1	340-7899	36GB 10K RPM Ultra 320 68pin SCSI Hard Drive	EA	0 00	0 00
1	1	340-2827	PERC3-SC,32MB,1 Internal Channel	EA	0 00	0 00
1	1	420-0236	Windows 2000 Server,5 Client Access Licenses,English, for PowerEdge	EA	0 00	0 00
1	1	310-3776	Logitech System Mouse,Gray Servers	EA	0 00	0 00
1	1	430-0488	On board Network Adapter	EA	0 00	0 00
1	1	313 1338	56K INT MDM PCI,V 92,PE SRV	EA	0 00	0 00
1	1	340-6942	PowerVault 110T DLTVS80 40/80 Half Height,Controller/Cable Internal	EA	0 00	0 00
1	1	313 2602	48X Black,Compact Disk Drive for Dell PowerEdge 500SC	EA	0 00	0 00
1	1	310-0438	Electronic Documentation on CD	EA	0 00	0 00
1	1	340-7899	36GB 10K RPM Ultra 320 68pin SCSI Hard Drive	EA	0 00	0 00
1	1	340-8439	C11 Add in SCSI Card, RAID 5 Level 533Mhz FSB	EA	0 00	0 00
1	1	340-7899	36GB 10K RPM Ultra 320 68pin SCSI Hard Drive	EA	0 00	0 00
1	1	340-7899	36GB 10K RPM Ultra 320 68pin SCSI Hard Drive	EA	0 00	0 00
1	1	950-8250	*Type 2 Contract Same Day 4 Hour 7x24 Parts and Labor On Site Response Initial Year	EA	0 00	0 00
1	1	950-8252	*Type 2 Contract Same Day 4 Hour 7x24 Parts and Labor On-Site Response, 2YR Extended	EA	0 00	0 00
1	1	902 5747	*Engineer to Engineer Hardware Technical Support PowerEdgeSC 3 Years 1 877-459 7304 (4HR)	EA	0 00	0 00
1	1	900-9997	*On Site Installation Declined	EA	0 00	0 00
System Service Tags			J2LYQ21			

Service contract may be subject to sales tax
 Any on-site or other service covers Dell system hardware only
 PLEASE KEEP ORIGINAL BOX FOR ALL RETURNS NOTICE AS OF 5/1/99 PLEASE REMIT ALL PAYMENTS TO DELL MARKETING L P YOUR CONTRACTS HAVE BEEN ASSIGNED TO THIS ENTITY

Ship &/or Handling	\$	35 00
Subtotal	\$	4,050 00
Taxable	Tax	
\$ 4,015 00	\$	240 91
Invoice Total	\$	4 290 91

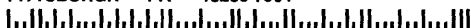
DETACH AT PERFORM AND RETURN WITH PAYMENT



MAKE CHECK PAYABLE/REMIT TO

DELL MARKETING L P
 C/O DELL USA L.P
 BOX 371964
 PITTSBURGH PA 15250-7964

Invoice Number 335973864
 Customer Number 028928724
 Purchase Order 91970
 Order Number 335973864



Ship &/or Handling	\$	35 00
Subtotal	\$	4,050 00
Taxable	Tax	
\$ 4,015 00	\$	240 91
Invoice Total	\$	4,290 91
	\$	
	\$	
Balance Due	\$	4,290 91
Amt Enclosed	\$	

00033597386400000004290911500289287249

November 10, 2003

Nancy R Mims
512 723 7828
nancy_mims@dell.com

United States Bankruptcy Court
Southern District of New York
Allegiance Claims Docketing Center
One Bowling Green, Room 534
New York, NY 10004-1408

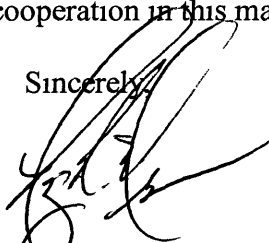
Re Case No 03-13108 In RE Shared Technologies Fairchild, Debtor, in the United States
Bankruptcy Court for the Southern District of New York

To Whom It May Concern

Enclosed please find an original Proof of Claim to be filed in the referenced case on
behalf of Dell, Inc. Notice of the filing has been given as indicated in the Certificate of
Service

Thank you for your assistance and cooperation in this matter

Sincerely,



Nancy R Mims

NRM nm
Enclosures