

ORIGINAL



UNITED STATES BANKRUPTCY COURT For the District of Delaware		PROOF OF CLAIM Chapter 7	
In re: SA TELECOMMUNICATIONS INC.		Case Number: 97-02395-PJW	
NOTE: This claim 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.			
Creditor name (Person or entity debtor owes)		<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.	
Address Line 1		<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.	
Address Line 2		<input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Address Line 3			
City ST. ZIP			

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR _____

Check here if this Claim replaces amends previously filed claim dated: _____

1. BASIS FOR CLAIM			2. Date Debt Incurred: (MMDDYY)		
<input type="checkbox"/> Goods sold	<input type="checkbox"/> Personal injury/wrongful death	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/> Services performed	<input type="checkbox"/> Taxes	<input type="checkbox"/> Wages, salaries, and compensation (Fill out below)	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="checkbox"/> Money loaned	<input type="checkbox"/> Other (Describe Briefly)	Your social security No. _____	3. If Court Judgment, Date Obtained:		
		Unpaid compensation for services performed from _____ to _____ (date) (date)	<input type="text"/>	<input type="text"/>	<input type="text"/>

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 AT TIME CASE FILED.

<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) Amount of arrearage and other charges at time case filed included in secured claim above, if any \$ _____	<input type="checkbox"/> UNSECURED PRIORITY CLAIM - Specify the priority of the claim. <input type="checkbox"/> Wages, salaries, or commissions (up to \$4,300), 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 - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1,950 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)i <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) _____
<input type="checkbox"/> UNSECURED NONPRIORITY CLAIM 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. AMOUNT OF CLAIM AT TIME CASE FILED:

<input type="text"/>	<input type="text"/>	<input type="text"/>
(Secured)	(Unsecured Nonpriority)	(Unsecured Priority)

Check this box if claim includes 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 acknowledgment of the filing of your claim, enclosed a stamped, self-addressed envelope and copy of this proof of claim.

Date: _____ 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)

THIS SPACE IS FOR COURT USE ONLY

APP _____
 CAF _____
 CMP Water
 COM _____
 CTR _____
 ECR _____
 LEG _____
 OPC _____
 PAI _____
 RGO _____
 SEC I
 SER _____
 OTH Nonnye



DOCUMENT NUMBER-DATE
 12142 SEP 26 86
 FPSC-RECORDS/REPORTING

U.S. BANKRUPTCY COURT-DISTRICT OF DELAWARE INSTRUCTION FOR COMPLETING 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.

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*.

Court, Name of Debtor, and Case Number:

If not already pre-printed, 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 In re: space provided and the name of 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:

If not already pre-printed, complete this 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 have never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent the notice, or if this proof of claim replaces or amends 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. Use the format MMDDYY (ie 100196 for October 1, 1996).

3. Court Judgments:

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

4. Classification of Claim:

Check either Secured, Unsecured Nonpriority or Unsecured Priority as appropriate. (See DEFINITIONS above).

5. Amount of Claim:

Insert the amount of claim at the time case was filed in the appropriate box based on your selected Classification of Claim in item 4. 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.

6.7.8. Please read - Important information.

Upon completion of this form, you are certifying that the statements herein are true.

Be sure to date the claim and place original signature of claimant or person making claim for creditor where indicated at the bottom of the claim form. Please type or print name of individual under the signature. Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable".

RETURN CLAIM FORM (WITH ATTACHMENTS, IF ANY) TO:

U.S. BANKRUPTCY COURT
ATTN: CLAIMS
824 MARKET STREET
5TH FLOOR
WILMINGTON, DELAWARE 19801

ABP
CAF
CMP
COM
CTR
EGR
LEG
OPC
PAI
RGO
SEC
SER
OTH

UNITED STATES BANKRUPTCY COURT

District of Delaware

Notice of Chapter 7 Bankruptcy Case, Meeting of Creditors, & Deadlines

A bankruptcy case concerning the debtor corporation listed below was originally filed under chapter 11 on November 19, 1997 and was converted to a case under chapter 7 on August 10, 2000.

You may be a creditor of the debtor. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed in the case may be inspected at the bankruptcy clerk's office at the address listed below. NOTE: The staff of the bankruptcy clerk's office cannot give legal advice.

See Reverse Side For Important Explanations.

Debtor (name(s) and address):

SA TELECOMMUNICATIONS INC.
AKA STRATEGIC ABSTRACT & TITLE CORP.
1600 PROMENADE CENTER, 15TH FLOOR
RICHARDSON, TX 75080

Case Number:

97-02395-PJW

Taxpayer ID Nos.:

75-2258519

Attorney for Debtor (name and address):

NEIL B. GLASSMAN
THE BAYARD FIRM
222 DELAWARE AVENUE, SUITE 900
P.O. BOX 25130
WILMINGTON, DE 19801

Telephone number: (302) 655-5000

Bankruptcy Trustee (name and address):

Montague S. Claybrook
Parente Randolph
P.O. BOX 1310
Wilmington, DE 19899-1310

Telephone number: (302) 661-1600

Meeting of Creditors:

Date: **October 11, 2000** Time: **02:30 P.M.**Location: **844 King Street, Room 2313, Wilmington, DE 19801**

Deadline to File a Proof of Claim:

Proof of Claim must be *received* by the bankruptcy clerk's office by the following deadline:
For all creditors (except a governmental unit): January 9, 2001 For a governmental unit: January 9, 2001

Creditors May Not Take Certain Actions:

The filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized.

Address of the Bankruptcy Clerk's Office:

824 Market Street
5th Floor
Wilmington, DE 19801

Telephone number: (302) 573-6174

For the Court:

Clerk of the Bankruptcy Court:

David D. Bird

Hours Open:

8:00 AM - 4:00 PM

Date:

September 19, 2000

EXPLANATIONS

FORM B9D(9/97)

<p>Filing of Chapter 7 Bankruptcy Case</p>	<p>A bankruptcy case under chapter 7 of the Bankruptcy Code (title 11, United States Code) has been filed in this court by or against the debtor listed on the front side, and an order for relief has been entered.</p>
<p>Creditors May Not Take Certain Actions</p>	<p>Prohibited collection actions are listed in Bankruptcy Code §362. Common examples of prohibited actions include contacting the debtor by telephone, mail or otherwise to demand repayment; taking actions to collect money or obtain property from the debtor; repossessing the debtor's property; and starting or continuing lawsuits or foreclosures.</p>
<p>Meeting of Creditors</p>	<p>A meeting of creditors is scheduled for the date, time and location listed on the front side. <i>The debtor's representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice.</p>
<p>Claims</p>	<p>A Proof of Claim is a signed statement describing a creditor's claim. If a Proof of Claim form is not included with this notice, you can obtain one at any bankruptcy clerk's office. If you do not file a Proof of Claim by the "Deadline to File a Proof of Claim" listed on the front side, you might not be paid any money on your claim against the debtor in the bankruptcy case. To be paid you must file a Proof of Claim even if your claim is listed in the schedules filed by the debtor.</p>
<p>Liquidation of the Debtor's Property and Payment of Creditors' Claims</p>	<p>The bankruptcy trustee listed on the front of this notice will collect and sell the debtor's property. If the trustee can collect enough money, creditors may be paid some or all of the debts owed to them, in the order specified by the Bankruptcy Code. To make sure you receive any share of that money, you must file a Proof of Claim, as described above.</p>
<p>Bankruptcy Clerk's Office</p>	<p>Any paper that you file in this bankruptcy case should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtor's property and debts, at the bankruptcy clerk's office.</p>
<p>Legal Advice</p>	<p>The staff of the bankruptcy clerk's office cannot give legal advice. You may want to consult an attorney to protect your rights.</p>
<p>—Refer to Other Side For Important Deadlines and Notices —</p>	
Empty space for additional information	