

REC'D JUN 30 2003

FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT _____ DISTRICT OF _____		PROOF OF CLAIM
Name of Debtor <b>ALLEGIANCE TELECOM INC</b>	Case Number <b>03-13057 (RRD)</b>	DISTRICT OF NEW YORK <b>ALLEGIANCE TELECOM, INC</b> <b>03-13057 (RRD)</b> <b>30</b>
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>PROMEMO, INC.</b>	<input type="checkbox"/> Check box if you or anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars	THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent: <b>P O BOX 1899</b> <b>BRENTWOOD, CA 94513</b>	<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.	
Telephone number <b>(925) 513-7510</b>	Account or other number by which creditor identifies debtor <b>Shared Technologies Allegiance / Fairchild</b>	
Check here if this claim <input type="checkbox"/> replaces a previously filed claim, dated _____ <input type="checkbox"/> amends		
1. Basis for Claim <input checked="" 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 type="checkbox"/> Other _____		<input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ (date) to _____ (date)
2 Date debt was incurred: <b>APRIL 9, 2003</b>	3. If court judgment, date obtained.	
4. Total Amount of Claim at Time Case Filed: \$ <b>2,710.00</b> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input type="checkbox"/> 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.		
5. Secured Claim <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 \$ _____		6 Unsecured Priority Claim. <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 \$4,630),* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan - 11 USC § 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 USC § 507(a)(6) <input type="checkbox"/> Alimony, maintenance, or support owed to a spouse former spouse, or child 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 USC § 507(a)(8) <input type="checkbox"/> Other - Specify applicable paragraph of 11 USC § 507(a)(____) <small>*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</small>
7 Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim		THIS SPACE IS FOR COURT USE ONLY
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 the 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		RECEIVED JUN 16 2003 CLAIMS PROCESSING CENTER USBC SDNY 1
Date <b>6/11/2003</b>	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) <b>Ronald E. Leum</b>	

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



00016



P O Box 1899  
 Brentwood, CA 94513  
 (925) 513-7510 Main  
 (925) 775-7039 Fax

<b>Invoice</b>	
<b>DATE</b>	<b>INVOICE #</b>
4/9/2003	3101

<b>BILL TO</b>
SHARED TECHNOLOGIES FAIRCHILD Attn Accounts Payable 2 University Plaza, 6th Floor Hackensack, NJ 07601

<b>SHIP TO</b>
SHARED TECHNOLOGIES FAIRCHILD Attn PO # 91611 10575 SW Cascade Avenue Suite # 150 Tigard, OR 97223

P O NUMBER	TERMS	REP	SHIPPED	VIA	F O B	PROJECT
91611	NET 30	REL	4/9/2003	FED EX P1	Fremont, CA	

QTY	ITEM CODE	DESCRIPTION	PRICE EA	AMOUNT
1	R2410-0032-01	2 PORT LINE CARD FOR CENTIGRAM 5 X SYSTEMS o ITEM "AT" TTL Line Card o S/N 9105-6577 o STATUS Good	1,750 00	1,750 00
1	R2410-0056-00	XT LINE CARD (C4400) FOR CENTIGRAM VOICEMAIL SYSTEM o ITEM "XT" Line Card o S/N 705-7161 o STATUS Good	960 00	960 00
1	FREIGHT	FREIGHT CHARGES 1 SHIP VIA Federal Express P1 2 ACCOUNT # ProMemo, Inc Account 3 SERVICE Overnight (P1) 4 TRACKING # 8336-0820-6071	0 00	0 00
	NOTES	NOTES May 19, 2003 - Received ck # 1110003060 for \$2,710 00 May 27, 2003 - Bank says Check Bounced		
1	MISC	CHECK BOUNCED		0 00
1	MISC	CHECK BOUNCED FEE	50 00	50 00
1	MISC	MONTHLY INTEREST ON UNPAID BALANCE (2%/month)	0 00	0 00

Thank you for choosing ProMemo, Inc. For Your Voice Processing Needs. "20th Year Specializing in Centigram, Baypoint & Mitel Voicemail equipment!"	<b>Total</b> <b>\$2,760.00</b>
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**Web Site**    www.promemoinc.com



*shared technologies allegiance, inc.*

Shared Technologies Allegiance, Inc  
2 University Plaza, 6th Floor  
Hackensack NJ 07601  
201/498-1200 Fax 201/498-1100


HOT

PORTL. PURCHASE ORDER: 91611 Page:1 of 1  
M.R.A.:

P3H PROMEMO, INC  
PO BOX 2128  
FREEMONT, CA 94536-0128

Date	Shyp via	Date req	Terms	Cust/Proj	Loc	Code	M.R.
040903	FEDX P1	041003	N 30	BEAVERTON SCHOOR		42	

Quantity	Part Number	Description	Price	Per	Disc	Amount
1	2410-0032-01r	2PRT LINE CARD (5.01	1,750.00	E		1,750.00
1	2410-0056-00r	XT LINECARD (C4400)	960.00	E		960.00
	*		.00			.00
	SHIP TO STFI		.00			.00
	10575 SW CASCADE		.00			.00
	AVE SUITE 150		.00			.00
	TIGARD OR 97223		.00			.00
TOTAL:						2,710.00

  
 Authorized Signature \_\_\_\_\_ Date 4/9/03 Acctng code: \_\_\_\_\_

PURCHASE ORDER  
91611

Special instructions: \_\_\_\_\_

FAX C/O RON LAWRENCE  
 Wednesday, 9 April 2003 12:25 pm BAUER.SHACK BAUER.SHACK  
 SHARED TECHNOLOGIES 22118 20TH AVENUE SOUTH BOTHELL, WA 98021

ATTN: RON LAWRENCE



ALLEGIANCE TELECOM SERVICE CORPORATION  
 OPERATING ACCOUNT  
 PH 214-261-7100  
 9201 North Central Expressway  
 DALLAS, TX 75231

JPMorgan Chase  
 Texas Controlled Disbursement For  
 Inquiries Call 1 800 457-7191

88 88  
 1113

1110003060

P3H 05/08/03 \*\*\*\*\*2,710 00

Void after 180 days

REFER TO MAKER

\*\*\* TWO THOUSAND SEVEN HUNDRED TEN and 00/100 \*\*\*

Pay to the order of  
**PROMEMO, INC**  
 PO BOX 2128  
 FREEMONT, CA 94536-0128

1193  
 [Signature]  
 10/10  
 OK

1110003060 111300880 0630008412 0000271000

*May 27, 2003 Board*

*ProMemo has moved to*

**ProMemo, Inc.**  
 P O Box 1899  
 Brentwood, CA 94513



*allegiance telecom, inc.*

*Fax Sheet*

*Page 4 has  
been completed.*

**Heather Revill**  
**Senior Director of Accounting**  
**9201 North Central Expressway**  
**Dallas, Texas 75231**  
**Phone (469) 259-2140**  
**Fax (469) 259-9130**

**Date:** Monday, June 09, 2003

**To:** Rom Lawrence

**Company:** Pro Memo Inc.

**Fax Number:** (925) 775-7039

**Number of Pages  
(including Cover):** 5

**Message:**

Per my voicemail, following is information on our recent bankruptcy.  
Please call me if you have any questions, or need additional information

The completed claim form should be sent to the following address

United States Bankruptcy Court  
re: Allegiance Telecom, Inc , et al ,  
P.O Box 95 Bowling Green Station  
New York, New York 10274

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re

X

Allegiance Telecom, Inc., et al.

Chapter 11  
Case No 03-13057 (RDD)

Debtors

Jointly Administered

X

**NOTICE OF COMMENCEMENT OF CASES UNDER CHAPTER 11 OF THE BANKRUPTCY CODE,  
MEETING OF CREDITORS, FIXING OF CERTAIN DATES, AND OTHER MATTERS**

**COMMENCEMENT OF CASES** On May 14, 2003 (the "Commencement Date"), Allegiance Telecom, Inc. and its direct and indirect subsidiaries (collectively, the "Debtors") filed voluntary petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The complete list of the Debtors and their respective addresses, case numbers and federal tax identification numbers are provided at the end of this Notice. You may be a creditor of one or more of the Debtors. You will not receive notice of all documents filed in these cases. All documents filed with the Bankruptcy Court, including schedules of the Debtors' assets and liabilities, are or will be available for inspection at the Office of the Clerk of the Bankruptcy Court or at the Bankruptcy Court's website <<http://www.nysb.uscourts.gov>>. NOTE: A PACER password is required to access documents on the Bankruptcy Court's website. A PACER password may be obtained online at the PACER website <<http://pacer.psc.uscourts.gov>>.

**DATE, TIME AND LOCATION OF MEETING OF CREDITORS PURSUANT TO SECTION 341(a) OF THE BANKRUPTCY CODE**  
The Debtors' representative, as specified in rule 9001(5) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), is required to appear at the meeting of creditors on June 30, 2003 at 2:00 p.m., prevailing Eastern Time, for the purpose of being examined under oath. The meeting will take place at the Office of the United States Trustee for the Southern District of New York, 80 Broad Street, Second Floor, New York, New York 10004. Attendance by creditors at the meeting is welcomed but not required. At the meeting, the creditors may examine the Debtors' representative and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to creditors.

**DEADLINE TO FILE A PROOF OF CLAIM** Notice of a deadline will be sent at a later time.

**ATTORNEYS FOR THE DEBTORS**

Kirkland & Ellis  
Matthew A. Cantor, Esq.  
Jonathan S. Henco, Esq.  
Citigroup Center  
153 East 53rd Street  
New York, New York 10022

**NAME, ADDRESS AND TELEPHONE NUMBER OF  
THE UNITED STATES TRUSTEE**

Office of the United States Trustee  
Pamela J. Lustrin, Esq.  
33 Whitehall Street, 21st Floor  
New York, New York 10004  
(212) 510-0500

**PURPOSE OF CHAPTER 11 FILING** Chapter 11 of the Bankruptcy Code enables a debtor to reorganize pursuant to a plan. A plan is not effective unless approved by the Bankruptcy Court at a confirmation hearing. Creditors will be given notice concerning any plan, or if these chapter 11 cases are dismissed or converted to another chapter of the Bankruptcy Code. Each Debtor will remain in possession of its property and will continue to operate any business unless a trustee is appointed.

**NOTICE OF MATTERS** The Bankruptcy Court has entered an order establishing notice requirements with respect to all proceedings in these chapter 11 cases. Pursuant to that order, notice of all proceedings in these cases will be given only to those creditors who file with the Bankruptcy Court a written request to be included on a limited notice list established in these chapter 11 cases. Therefore you must file with the Bankruptcy Court, electronically if you are a registered user of the Bankruptcy Court's CM/ECF filing system, such written notice of appearance or request for service if you desire to receive notice of all proceedings in these cases. Further, any notice of appearance or request for special notice must be served on attorneys for the Debtors, Kirkland & Ellis, Attention: Samuel S. Kohn, Esq., 153 East 53rd Street, New York, New York 10022. You need not file a written notice of appearance or request for service to be included in the limited notice list for purposes of receiving notice of proceedings affecting your basic rights as creditors. Whether or not you file such a written notice of appearance or request for service, you will receive notice of any deadline established for the filing of proofs of claim or proofs of interest, the time fixed for filing objections and the hearing to consider adequacy of the disclosure statement, the time fixed for filing objections to consider confirmation of a chapter 11 plan and any other proceedings with respect to which notice is ordered to be given to you by the Bankruptcy Court.

**CREDITORS MAY NOT TAKE CERTAIN ACTIONS** A creditor is anyone to whom the Debtors owe money or property. Under the Bankruptcy Code, the Debtors are granted certain protections against creditors. Common examples of prohibited actions by creditors are contacting the Debtors to demand repayment of claims arising prior to the Commencement Date, taking action against the Debtors to collect money owed to creditors for such claims or to take property of the Debtors and starting or continuing foreclosure actions or repossessions. If unauthorized actions are taken by a creditor against the Debtors, the Bankruptcy Court may penalize that creditor. A creditor who is considering taking action against the Debtors or the property of the Debtors should review section 362 of the Bankruptcy Code and may wish to seek legal advice.

**CLAIMS** Schedules of creditors will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated as to amount may, but is not required to, file a proof of claim in these chapter 11 cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent or unliquidated as to amount and who desire to participate in the cases or share in any distribution must file their proofs of claim. A creditor who desires to rely on the schedule of creditors has the responsibility for determining that the claim is listed accurately. Separate notice of the deadlines to file proofs of claim will be provided.

at a later date to the Debtors' known creditors. Bankruptcy Management Corporation is the court-appointed claims agent for the Debtors and can provide claim forms and information on filing claims. Bankruptcy Management Corporation can be reached at 1330 East Franklin Avenue, El Segundo CA 90245 (888) 909-0100. In addition, proof of claim forms are available in the clerk's office as well as at the following websites: <http://www.nysb.uscourts.gov> or <http://www.algx.com/restructuring>. The fact that you have received this Notice does not mean that you have a claim against any of the Debtors. You should consult with your own counsel to determine whether you hold a claim against the Debtors. You should not file a proof of claim if you do not have any claims against the Debtors. Questions about this notice may be directed to Bankruptcy Management Corporation.

**DISCHARGE OF DEBTS.** Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See section 1141(d) of the Bankruptcy Code. A discharge means that you may never try to collect the debt from any of the Debtors, except as provided in the plan of reorganization.

**OFFERS TO PURCHASE CLAIMS.** Certain entities are in the business of purchasing claims held by creditors against a debtor for an amount that is less than the face amount of the claims. One or more of these entities may contact you and offer to purchase your claim against one or more of the Debtors. Some of the written communications from these entities may be easily confused with official Bankruptcy Court documentation or communications from the Debtors. These entities do not represent the Bankruptcy Court or the Debtors. Therefore, you have no obligation to sell your claim to these entities. In the event you do decide to sell your claim, any transfer of such claim is subject to Bankruptcy Rule 3001(e), any applicable provisions of the Bankruptcy Code and any applicable orders of the Bankruptcy Court.

**LEGAL ADVICE.** The staff members of the Clerk of the Bankruptcy Court, the Office of the United States Trustee, and Bankruptcy Management Corporation are not permitted to give legal advice. You may want to consult with an attorney to protect your rights.

Address of the Clerk of the Bankruptcy Court Clerk of the United States Bankruptcy Court United States Bankruptcy Court One Bowling Green New York, New York 10004	For the Court: /s/ Kathleen Farrell-Willoughby Kathleen Farrell-Willoughby Clerk of the Bankruptcy Court
	Date: June 3, 2003

Allegiance Telecom, Inc	5/14/03	03-13057	75-2721491	9201 North Central Expressway, Dallas, TX 75231
Adgrafx Corporation	5/14/03	03-13060	75-2925520	9201 North Central Expressway, Dallas, TX 75231
ALGX Business Internet, Inc	5/14/03	03-13061	75-2965464	9201 North Central Expressway, Dallas, TX 75231
Allegiance Internet, Inc	5/14/03	03-13062	75-2778908	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom Company Worldwide	5/14/03	03-13064	75-2811276	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom International, Inc.	5/14/03	03-13066	75-2726851	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Arizona, Inc.	5/14/03	03-13067	75-2837257	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of California, Inc	5/14/03	03-13069	75-2729796	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Colorado, Inc	5/14/03	03-13070	75-2792938	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of the District of Columbia, Inc	5/14/03	03-13097	75-2747673	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Florida, Inc.	5/14/03	03-13073	75-2777353	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Georgia, Inc	5/14/03	03-13074	75-2729223	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Illinois, Inc	5/14/03	03-13075	75-2729797	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Indiana, Inc.	5/14/03	03-13076	75-2881782	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Maryland, Inc	5/14/03	03-13077	75-2747670	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Massachusetts, Inc	5/14/03	03-13078	75-2747677	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Michigan, Inc	5/14/03	03-13079	75-2777344	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Minnesota, Inc	5/14/03	03-13080	75-2862620	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Missouri, Inc	5/14/03	03-13081	75-2827397	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Nevada, Inc	5/14/03	03-13082	75-2901910	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of New Jersey, Inc	5/14/03	03-13084	75-2729799	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of New York, Inc	5/14/03	03-13055	75-2729221	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of North Carolina, Inc.	5/14/03	03-13085	75-2881783	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Ohio, Inc	5/14/03	03-13088	75-2827398	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Oklahoma, Inc	5/14/03	03-13090	75-2901909	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Oregon, Inc	5/14/03	03-13092	75-2876503	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Pennsylvania, Inc	5/14/03	03-13093	75-2777346	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Texas, Inc	5/14/03	03-13095	75-2721493	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Virginia, Inc	5/14/03	03-13098	75-2747676	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Washington, Inc	5/14/03	03-13099	75-2777348	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom of Wisconsin, Inc	5/14/03	03-13100	75-2876438	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom Purchasing Company	5/14/03	03-13101	75-2938817	9201 North Central Expressway, Dallas, TX 75231
Allegiance Telecom Service Corporation	5/14/03	03-13103	75-2736777	9201 North Central Expressway, Dallas, TX 75231
Coast to Coast Telecommunications, Inc	5/14/03	03-13104	36-4363445	9201 North Central Expressway, Dallas, TX 75231
Hosting.com, Inc	5/14/03	03-13105	75-2924387	9201 North Central Expressway, Dallas, TX 75231
InterAccess Telecommunications Co	5/14/03	03-13106	36-4285613	9201 North Central Expressway, Dallas, TX 75231
Jump Net, Inc	5/14/03	03-13107	75-2907699	9201 North Central Expressway, Dallas, TX 75231
Shared Technologies Allegiance, Inc.	5/14/03	03-13108	33-1009098	9201 North Central Expressway, Dallas, TX 75231
Virtualis Systems, Inc.	5/14/03	03-13109	75-2898169	9201 North Central Expressway, Dallas, TX 75231