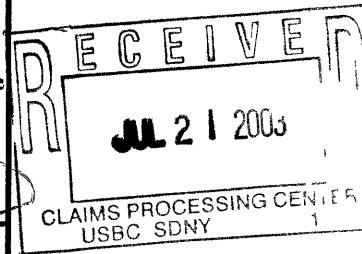


FORM B10 (Official Form 10) (4/01)

UNITED STATES BANKRUPTCY COURT <i>Southern</i> DISTRICT OF <i>New York</i>		PROOF OF CLAIM
Name of Debtor <i>Allegiance Telecom, Inc.</i>		Case Number <i>03-13057</i>
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 USC § 503. FILE		
Name of Creditor (The person or other entity to whom the debtor owes money or property) <i>Davis & Stanton, Inc.</i>	<input type="checkbox"/> Check box if you or anyone else has filed a claim relating to your claim copy of statement giving particulars <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	U.S.B.C. SOUTHERN DISTRICT OF NEW YORK ALLEGIANCE TELECOM, INC <i>03-13057 (RRD)</i> 251
Name and address where notices should be sent <i>Box 551587 Dallas, Tx 75355-1587</i>	Telephone number <i>214-340-1321</i>	THIS SPACE IS FOR COURT USE ONLY
Account or other number by which creditor identifies debtor	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 <i>2-13 to 5-13-03</i>		3 If court judgment, date obtained:
4 Total Amount of Claim at Time Case Filed. \$ <i>3,579.54</i>		
<input checked="" type="checkbox"/> If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input checked="" 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 mortgage 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 \$4,650),* 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"/> Tax or penalties owed to governmental units - 11 USC § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 USC § 507(a)(_____)
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 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.		THIS SPACE IS FOR COURT USE ONLY
Date <i>7-16-03</i>	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) <i>Charlie Castillo - Charlie Castillo - Owner</i>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.		



CUSTOMER ID '41143 032503 ALLIANCE TELECOM, INC - CO

(CONTACT (303)713-7112 FAX) -

INVC NUMBER DESCRIPTION	INVOICE DATE	DUE DATE	INVOICE TOTAL	AMOUNT APPLIED	AMOUNT TRNS DUE CODE
084911 GREEN JADE CURVED CST PO#	2/13/03	3/15/03	180 50	00	180 50 INV
		OUR PO#	047587		
084912 MIRROR W/CLOCK CST PO#	2/13/03	3/15/03	143 00	00	143 00 INV
		OUR PO#	047424		
085206 CRYSTAL CUBES W/LO CST PO#	3/13/03	4/12/03	138 00	00	138 00 INV
		OUR PO#	047960		
SC0304	4/ 1/03	5/ 1/03	5 99	00	5 99 S/C
SC0305	5/ 1/03	6/ 1/03	4 85	00	4 85 S/C
SC0306	6/ 2/03	7/ 2/03	6 92	00	6 92 S/C
SC0307	7/ 1/03	8/ 1/03	6 92	00	6 92 S/C
TOTAL			486 18	00	486 18

MORE? (Y/N) \ PRESS <END> FOR NEXT CUSTOMER, <CTRL-D> FOR ALL DETAILS

CUSTOMER NO /ALIAS 032505

ALLIANCE TELECOM INC - ONT

CONTACT

(909)466-2601

FAX () -

INVOICE NUMBER DESCRIPTION	INVOICE DATE	DUE DATE	INVOICE TOTAL	AMOUNT APPLIED	AMOUNT TRNS DUE	TRNS CODE
085037 10 1/2 X 13 BLACK CST PO#	7/27/03	3/29/03	170 00	00	170 00	INV
		OUR PO# 085037				
50305	5/ 1/03	6/ 1/03	2 55	00	2 55	S/C
50306	6/ 2/03	7/ 1/03	2 55	00	2 55	S/C
50307	7/ 1/03	8/ 1/03	2 55	00	2 55	S/C
TOTAL			177 65	00	177 65	

MORE? (Y/N) Y PRESS <END> FOR NEXT CUSTOMER <CTRL 4> FOR ALL DETAIL

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX (214) 340-1388

INVOICE NUMBER 085037
 INVOICE DATE 2/27/03
 CUSTOMER P/O NO
 SHIPPED VIA UPS
 DATE SHIPPED
 OUR ORDER NO 085037
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032506

SOLD ALLEGIANCE TELECOM, INC - ONT
 TO ATTN ROBB SCHIEMAN
 3350 SHELBY STREET, STE 150
 ONTARIO, CA 91764

SHIP ALLEGIANCE TELECOM, INC - ONT
 TO ATTN KATIE PETERSON
 3350 SHELBY STREET, STE 150
 ONTARIO, CA 91764

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
1	1		10 1/2 X 13" BLACK ACRYLIC PLAQUE WHICH INCLUDES ENGRAVED PLATES FOR 2003	170 00	170 00

THANK YOU!
 TERMS NET 30

NET AMOUNT 170 00
 FREIGHT
 INVOICE TOTAL 170 00
 DEPOSIT 00
NET DUE: 170.00

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore understood that an under-run or over-run of not more than 10% to be billed pro-rata, is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES
 IN CASE OF COLLECTION THE LEGAL FEES WILL BE BORNE BY THE PURCHASER

ACCOUNTS RECEIVABLE

Page 1

DISPLAY A/R DITAT

CUSTOMER NO 14145 032502

PLGANCE TELCOM, INC CR

CONTACT

(971)250-7200

FAX(504)620-7436

TNVC	INVOICE	DUE	INVOICE	AMOUNT	AMOUNT TRNS
NUMBER DESCRIPTION	DATE	DATE	TOTAL	APPLIED	DUE CODE
085478 4 X 5 BEVELED AW	4/28/03	5/28/03	79 90	00	79 90 INV
CST PO#		OUR PO#	048322		
SC0305	5/ 1/03	6/ 1/03	1 15	00	1 15 S/C
SC0306	6/ 7/03	7/ 2/03	3 82	00	3 82 S/C
SC0307	7/ 1/03	8/ 1/03	1 20	00	1 20 S/C
086413 AWARDS	7/ 7/03	8/ 6/03	60 05	00	60 05 INV
CST PO# 161704		OUR PO#	048967		
086414 4 X 5 REVELED AW	7/ 7/03	8/ 6/03	79 90	00	79 90 INV
CST PO# 161704		OUR PO#	048964		
TOTAL			226 02	00	226 02

Total 8607

MORE? (Y/N) Y PRESS <END> FOR NEXT CUSTOMER <CTRL-Q> FOR ALL DETAIL

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX (214) 340-1388

INVOICE NUMBER 085678
 INVOICE DATE 4/28/03
 CUSTOMER P/O NO
 SHIPPED VIA AIRBORNE
 DATE SHIPPED 4/24/03
 OUR ORDER NO 048322
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032502

SOLD ALLEGIANCE TELECOM, INC - OR
 TO ATTN JOE CHAPLIK
 10575 SW CASCADE AVE , STE 150
 TIGARD, OR 97223

SHIP ALLEGIANCE TELECOM, INC - OR
 TO ATTN JOE CHAPLIK
 10575 SW CASCADE AVE , STE 150
 TIGARD, OR 97223

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
4	4	M777	4" X 5" BEVELED AWARD	18 35	73 40
4	4		PERSONALIZATION		N/C
1	1		CHANGE OF COPY	3 50	3 50
1	1		MASTER CARTON	3 00	3 00

THANK YOU!
 TERMS NET 30

NET AMOUNT 79 90
 FREIGHT
 INVOICE TOTAL 79 90
 DEPOSIT 00
NET DUE: 79.90

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore understood that an under-run or over-run of not more than 10% to be billed pro-rata, is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES

IN CASE OF COLLECTION, THE LEGAL FEES WILL BE BORNE BY THE PURCHASER

CUSTOMER NO /ALIAS 032508

ALLEGIANCE TELECOM INC - WA

CONTACT

(425)378-3609

FAX() -

INVC NUMBER DESCRIPTION	INVOICE DATE	DUE DATE	INVOICE TOTAL	AMOUNT APPLIED	AMOUNT DUE	TRMS CODE
085722 3 CRYSTALL CUBE W (ST PO# 72242	4/30/03	5/30/03	110 81	00	110 81	TMV
SC0307	7/ 1/03	8/ 1/03	1 66	00	1 66	S/C
TOTAL			112 47	00	112 47	

MORE? (Y/N) Y PRESS <END> FOR NEXT CUSTOMER, <CTRL-4> FOR ALL DETAIL

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX (214) 340-1388

INVOICE NUMBER 085722
 INVOICE DATE 4/30/03
 CUSTOMER P/O NO 72242
 SHIPPED VIA AIRBORNE
 DATE SHIPPED 4/24/03
 OUR ORDER NO 048321
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032508

SOLD ALLEGIANCE TELECOM, INC - WA
 TO ATTN PAUL MERRITT
 15500 S E 30TH PLACE, STE 202
 BELLEVUE, WA 98007

SHIP ALLEGIANCE TELECOM, INC - WA
 TO ATTN PAUL MERRITT
 15500 S E 30TH PLACE, STE 202
 BELLEVUE, WA 98007

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
1	1		3" CRYSTALL CUBE W/LOGO ON 1 SIDE AND VERBIAGE AND PERSONALIZATION ON FRONT	98 85	98 85
1	1		PERSONALIZATION		N/C
1	1		MASTER CARTON	3 00	3 00

THANK YOU!
 TERMS NET 30

NET AMOUNT 101 85
 FREIGHT
 SALES TAX 8 96
 INVOICE TOTAL 110 81
 DEPOSIT 00
 NET DUE: 110.81

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore understood that an under-run or over-run of not more than 10% to be billed pro-rata, is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES

IN CASE OF COLLECTION THE LEGAL FEES WILL BE BORNE BY THE PURCHASER

CUSTOMER NO '4114' 032500

ALLIANCE TELECOM INC

CONTACT

(469)259-2267

FAX(469)259-9133

INVC NUMBER	DESCRIPTION	INVOICE DATE	DUE DATE	INVOICE TOTAL	AMOUNT APPLIED	AMOUNT TRMS DUE	CODE
085666	BLUE STAR AWARDS CST PO# 71555	4/28/03	5/28/03	1692 49	00	1692 49	INV
085703	PLATES CST PO#	4/29/03	5/29/03	120 70	00	120 70	INV
085723	CHECKER FLAC TRIM CST PO#	4/30/03	5/30/03	50 54	00	50 54	INV
085853	7 X 18 MAGNIFICATI CST PO# 72242	5/13/03	6/12/03	853 44	00	853 44	INV
085862	24 PACK SOFT-SIDE CST PO#	5/15/03	6/14/03	638 70	00	638 70	INV
085863	SQUARE MINI UMBREL CST PO# 72242	5/15/03	6/14/03	959 42	00	959 42	INV
085881	AVANTI PIGMENT-DYE CST PO# 72242	5/15/03	6/14/03	414 76	00	414 76	INV

Total
2,717.17

MORE? (Y/N) Y PRESS <END> FOR NEXT CUSTOMER, <CTRL-A> FOR ALL DETAIL

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX (214) 340-1388

INVOICE NUMBER 085666
 INVOICE DATE 4/28/03
 CUSTOMER P/O NO 71555
 SHIPPED VIA AIRBORNE
 DATE SHIPPED 4/21/03
 OUR ORDER NO 048266
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032500

SOLD ALLEGIANCE TELECOM, INC
 TO 9201 N CENTRAL EXPWY
 DALLAS, TX 75231
 ATTN DOMINGA SAUCEDO

SHIP ALLEGIANCE TELECOM, INC
 TO SEE ATTACHED LIST FOR DROP
 SHIPMENTS
 ATTN JEANNIE KINCAID FOR
 JOE D'AMICO

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
20	20		BLUE STAR AWARDS	45 40	908 00
3	3		CITY QUOTA ACHIEVEMENT AWARDS	57 50	172 50
2	2		QUARTERLY STAR OF EXCELLENCE AWARDS	219 00	438 00
2	2		ETCHING FOR QUARTERLY AWARD		N/C
15	15		DROP SHIP CHARGES	3 00	45 00

THANK YOU!
 TERMS NET 30

NET AMOUNT 1,563 50
 FREIGHT
 SALES TAX 128 99
 INVOICE TOTAL 1,692 49
 DEPOSIT 00
NET DUE: 1,692.49

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore, understood that an under-run or over-run of not more than 10% to be billed pro-rata, is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES
 IN CASE OF COLLECTION THE LEGAL FEES WILL BE BORNE BY THE PURCHASER

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX(214) 340-1388

INVOICE NUMBER 085703
 INVOICE DATE 4/29/03
 CUSTOMER P/O NO
 SHIPPED VIA AIRBORNE
 DATE SHIPPED 4/ 8/03
 OUR ORDER NO 048095
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032500

SOLD ALLEGIANCE TELECOM, INC
 TO 9201 N CENTRAL EXPWY
 DALLAS, TX 75231
 ATTN SANDY LLANOS/ACCTS PAY

SHIP ALLEGIANCE TELECOM, INC
 TO ATTN KAREN CERVANTES
 9201 N CENTRAL EXPWY
 DALLAS, TX 75231

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
24	24		PLATES 2002 4TH QUARTER	4 50	108 00

THANK YOU!
 TERMS NET 30

NET AMOUNT 108 00
 FREIGHT 3 50
 SALES TAX 9 20
 INVOICE TOTAL 120 70
 DEPOSIT 00
NET DUE: 120.70

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore understood that an under-run or over-run of not more than 10% to be billed pro-rata, is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES

IN CASE OF COLLECTION, THE LEGAL FEES WILL BE BORNE BY THE PURCHASER

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX (214) 340-1388

INVOICE NUMBER 085723
 INVOICE DATE 4/30/03
 CUSTOMER P/O NO
 SHIPPED VIA UPS GROUND
 DATE SHIPPED 4/25/03
 OUR ORDER NO 048414
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032500

SOLD ALLEGIANCE TELECOM, INC
 TO 9201 N CENTRAL EXPWY
 DALLAS, TX 75231
 ATTN SANDY LLANOS/ACCTS PAY

SHIP ALLEGIANCE TELECOM, INC
 TO ATTN BOB STEWART-5TH FLOOR
 1950 STEMMONS FRWY , STE 3026
 DALLAS, TX 75207

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
1	1	2930	CHECKER FLAG TRIM PIQUE POLO IN BLACK - LARGE	29 25	29 25
1	1		EMBROIDERY CHARGE		N/C

THANK YOU!
 TERMS NET 30

NET AMOUNT	29 25
FREIGHT	17 44
SALES TAX	3 85
INVOICE TOTAL	<u>50 54</u>
DEPOSIT	00
NET DUE:	<u>50.54</u>

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore understood that an under-run or over-run of not more than 10% to be billed pro-rata is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES

IN CASE OF COLLECTION THE LEGAL FEES WILL BE BORNE BY THE PURCHASER

***** INVOICE *****

DAVIS & STANTON, INC.
 PO BOX 551587
 DALLAS, TX 75355-1587
 (214) 340-1321/FAX (214) 340-1388

INVOICE NUMBER 085853
 INVOICE DATE 5/13/03
 CUSTOMER P/O NO 72242
 SHIPPED VIA UPS GROUND
 DATE SHIPPED 5/12/03
 OUR ORDER NO 048317
 SALESMAN STONA SPRADLIN

CUSTOMER NUMBER 032500

SOLD ALLEGIANCE TELECOM, INC
 TO 9201 N CENTRAL EXPWY
 DALLAS, TX 75231
 ATTN SANDY LLANOS/ACCTS PAY

SHIP EMBASY SUITES IN HUNT VALLEY
 TO ATTN J KINCAID/T PARELLA/
 ALLEGIANCE TELECOM MEET
 213 INTERNATIONAL CIRCLE
 HUNT VALLEY, MD 21030

ORDERED	SHIPPED	ITEM #	DESCRIPTION	PRICE	EXTENSION
41	44	367	7 X 18 MAGNIFICATION PANAVIEW BINOCULARS W/POUCH IN TRANSLUCENT BLUE	16 00	704 00
1	1		SETUP FOR SCREEN PRINT IN WHITE	40 00	40 00

THANK YOU!
 TERMS NET 30

NET AMOUNT 744 00
 FREIGHT 44 40
 SALES TAX 65 04
 INVOICE TOTAL 853 44
 DEPOSIT 00
NET DUE: 853.44

*** ORIGINAL ***

Since careful inspection at the factory usually results in some pieces being discarded it is practically impossible to ship the exact quantity ordered
 It is therefore understood that an under-run or over-run of not more than 10% to be billed pro-rata, is acceptable as fulfillment of this order

A FINANCE CHARGE OF 1½% PER MONTH (ANNUAL PERCENTAGE RATE OF 18%) WILL BE ADDED TO ALL PAST DUE BALANCES

IN CASE OF COLLECTION THE LEGAL FEES WILL BE BORNE BY THE PURCHASER