

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM



CRDID 23074

In re
Allegiance Telecom, Inc

Case Number
03-13057(RDD)

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.

Check box if you are aware that anyone else has filed a proof of claim related 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 this address differs from the address on the envelope sent to you by the court.

FILED
SOUTHERN DISTRICT OF NEW YORK
ALLEGIANTELECOM, INC
03-13057 (RRD)
1393
Allegiance Claim
01437
If you have already properly filed a proof of claim with that Bankruptcy Court, you do not need to file again.

Name of Creditor and Address
 03805890023074
AG EDWARDS AND SONS, INC
2801 CLARK ST
ST LOUIS MO 63103

Creditor Telephone Number ()
CREDITOR TAX ID #

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
085-235842-30

Check here replaces or amends a previously filed claim dated _____

1 BASIS FOR CLAIM
 Goods sold Personal injury/wrongful death Retiree benefits as defined in 11 U.S.C. § 1114(a)
 Services performed Taxes Wages salaries and compensation (Fill out below)
 Money loaned Other (describe briefly below) _____
Your social security number _____
Unpaid compensation for services performed from _____ to _____
(date) (date)

2. DATE DEBT WAS INCURRED _____ 3 IF COURT JUDGMENT, DATE OBTAINED _____

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ _____ (unsecured) \$ _____ (secured) \$ *1419.73* (unsecured priority) \$ *1,419.73* (total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below
 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
 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 above if any \$ _____

6 UNSECURED PRIORITY CLAIM
 Check this box if you have an unsecured priority claim
Specify the priority of the claim
 Wages salaries or commissions (up to \$4,000 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 \$2,100* 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 owed to governmental units - 11 U.S.C. § 507(a)(8)
 Other Specify applicable paragraph of 11 U.S.C. § 507(a) _____
*Amounts are subject to adjustment on 4/1/01 and every 3 years thereafter with respect to cases 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 the documents are not available explain. If the documents are voluminous attach a summary.

9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim.

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 5 00 p.m., November 26, 2003, Prevailing Eastern Time
BY MAIL United States Bankruptcy Court Southern District of New York Allegiance Claims Docketing Center Bowling Green Station P O Box 95 New York NY 10274-0095
BY HAND OR OVERNIGHT DELIVERY TO United States Bankruptcy Court Southern District of New York Allegiance Claims Docketing Center One Bowling Green Room 534 New York NY 10004-1408

THIS SPACE FOR COURT USE ONLY
RECEIVED
NOV 19 2003
CLAIMS PROCESSING CENTER
USBC SDNY

DATE SIGNED: *10-30-2003*
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)
Mercer B Busch MERCER B BUSCH

Penalty for presenting fraudulent claim is a fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 AND 967A

See Other Side For Instructions

ACCOUNT # 85 235842 030 | **MERCER B BUSCH**
 FINANCIAL CONSULTANT **OLIE CORDILL** | (719) 471 2550 (800) 544 2550



FOR THE PERIOD **October 27, 2001 - November 30, 2001**

UltraAsset Account

PAGE 4 OF 39

ULTRAASSET PORTFOLIO HOLDINGS

continued

Quantity	Description	% of Account	Opening Price	Opening Value	Current Price	Current Value	Unrealized Gain/Loss	Estimated Annual Income	% Yield
EQUITIES									
◆	* ALLEGIANCE TELECOM INC SYMBOL ALGX								
5 1651	02/15/00 Cash		74 17	383 07		41 37	341 70		
17 8349	03/01/00 Cash		58 13	1,036 66		142 86	893 80		
23	Asset Total	0 01		1 419 73	8 01	184 23	1 235 50		
◆	ANALOG DEVICES INC SYMBOL ADI								
54 4986	09/14/00 Cash		86 59	4 719 12		2 316 19	2 402 93		
5014	05/30/01 Cash		45 83	22 98		21 31	1 67		
55	Asset Total	0 13		4 742 10	42 50	2 337 50	2 404 60		
◆	* APPLIED MATERIALS SYMBOL AMAT								
85	12/09/99 Cash	0 19	58 19	4 946 16	39 74	3 377 90	1 568 26		
◆	* APPLIED MICRO CIRCUITS CORP SYMBOL AMCC								
5 8388	02/15/00 Cash		125 56	733 09		79 58	653 51		
20 1612	03/01/00 Cash		157 22	3 169 77		274 80	2 894 97		
34	04/17/01 Cash		39 24	1 334 02		463 42	870 60		
60	Asset Total	0 05		5 236 88	13 63	817 80	4 419 08		
◆	ARIBA INC SYMBOL ARBA								
32	12/16/99 Cash		68 31	2 185 88		136 96	2 048 92		
12	04/17/01 Cash		96 85	1 162 23		51 36	1 110 87		
44	Asset Total	0 01		3 348 11	4 28	188 32	3 159 79		

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	X	
ALLEGIANCE TELECOM, INC , <i>et al</i> ,		Chapter 11 Case No 03-13057 (RDD)
Debtors		Jointly Administered
	X	

NOTICE OF CORRECTED PROOF OF CLAIM FORM

PLEASE TAKE NOTICE THAT, RECENTLY, YOU SHOULD HAVE RECEIVED A "NOTICE OF BAR DATE," DATED SEPTEMBER 30, 2003, REQUIRING FILING OF PROOFS OF CLAIM ON OR BEFORE **NOVEMBER 26, 2003 AT 5 00 P M (PREVAILING EASTERN TIME)** TOGETHER WITH A PROOF OF CLAIM FORM FOR YOUR USE IN FILING A CLAIM IN THE ABOVE CAPTIONED CHAPTER 11 CASES THE PROOF OF CLAIM FORM HAD TYPOGRAPHICAL ERRORS INCLUDING THE INCORRECT DATE OF OCTOBER 1, 2003 AS THE DEADLINE TO FILE CLAIMS

ENCLOSED IS THE CORRECT PROOF OF CLAIM YOU SHOULD USE FOR FILING A CLAIM IN THE ABOVE CAPTIONED CHAPTER 11 CASES IN ACCORDANCE WITH THE NOTICE OF BAR DATE

IF YOU HAVE ALREADY FILED A PROOF OF CLAIM FORM USING THE INCORRECT FORM AND THIS PROOF OF CLAIM WAS SENT TO ONE OF THE ADDRESSES LISTED BELOW, YOU DO NOT NEED TO FILE THE SAME PROOF OF CLAIM ON THE CORRECT FORM WHICH IS ENCLOSED HEREWITH IF YOU HAVE NOT, PLEASE USE THE ENCLOSED PROOF OF CLAIM FORM

THE NOTICE OF BAR DATE YOU RECEIVED WHICH ACCOMPANIED THE INCORRECT PROOF OF CLAIM FORM IS ACCURATE IN REQUIRING THAT PROOFS OF CLAIM MUST BE FILED ON OR BEFORE **NOVEMBER 26, 2003 AT 5 00 P M (PREVAILING EASTERN TIME)**

PROOFS OF CLAIM SHOULD BE SENT BY MAIL OR HAND DELIVERED SO THAT THEY ARE RECEIVED ON OR BEFORE **NOVEMBER 26, 2003, AT 5 00 P M , PREVAILING EASTERN TIME, AS FOLLOWS**

BY MAIL TO United States Bankruptcy Court Southern District of New York Allegiance Claims Docketing Center Bowling Green Station, P O Box 95 New York, NY 10274-0095	BY HAND OR OVERNIGHT DELIVERY TO United States Bankruptcy Court Southern District of New York Allegiance Claims Docketing Center One Bowling Green, Room 534 New York, NY 10004-1408
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IF YOU HAVE ANY QUESTIONS CONCERNING THIS NOTICE, THE FILING OF PROOFS OF CLAIM OR REQUIRE A COPY OF THE NOTICE OF BAR DATE, PLEASE CONTACT THE ALLEGIANCE CLAIMS DOCKETING CENTER, BY CALLING BANKRUPTCY MANAGEMENT CORPORATION, THE DEBTORS' CLAIMS AGENT, AT 1-888-909-0100

ALLEGIANCE TELECOM, INC , ET AL