

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM



In re
ALLEGIANCE TELECOM, INC, et al,

Case Number
03-13057 (RRD)

FILED
SOUTHERN DISTRICT OF NEW YORK
ALLEGIANCE TELECOM, INC
03-13057 (RRD)
1532
If you have already properly filed a proof of claim with the Bankruptcy Court, you do not need to file again.

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 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 this address differs from the address on the envelope sent to you by the court.

Name of Creditor and Address
 03805890024198
GRANDE COMMUNICATIONS NETWORKS, INC
ATTN DOUG BRANNAGAN
401 CARLSON CIRCLE
SAN MARCOS TX 78666

Creditor Telephone Number () **512-878-5434**
CREDITOR TAX ID #
52-2229928

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR
SEE ATTACHED INVOICES
Check here replaces or amends a previously filed claim dated _____ if this claim

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 \$ **80,375.34** (unsecured) \$ _____ (secured) \$ _____ (unsecured priority) \$ _____ (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: **REC'D NOV 25 2003**
 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 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 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.

THIS SPACE FOR COURT USE ONLY
NOV 20 2003

DATE SIGNED **11/19/03**
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).
DOUG BRANNAGAN, TREASURER



Page Number 1
 Account Number ATCW-0202D
 Invoice Number 0202D-03097
 Billing Date 04/07/2003

Balance Forward	Payments	Credits / Adj's/Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 83,295 00	\$ (55,530 00)	\$ -	\$ 27,765 00	\$ 55,530 00	08-May-03
Balance Forward				\$ 83,295 00	
Payments	<i>Thank you for your payment</i>			\$ (55,530 00)	
Credits/Adjustments				\$ -	
Current Charges				\$ 27,765 00	
San Antonio Ring #1 (April 1 - 30, 2003)				\$ 7,605 00	
Four Fibers / \$45 00 per fiber mile / Route Miles 42 25					
#1 5308 Distribution Blvd					
#2 SNANTXFR					
#3 SNANTXWE					
#4 SNANTXDI					
San Antonio Ring #2 (April 1 - 30, 2003)				\$ 8,910 00	
Four Fibers / \$45 00 per fiber mile / Route Miles 49 50					
#1 5308 Distribution Blvd					
#2 SNANTXBE					
#3 SNANTXPE					
#4 SNANTXCA					
San Antonio Ring #3 (April 1 - 30, 2003)				\$ 11,250 00	
Four Fibers / \$45 00 per fiber mile / Route Miles 62 50					
#1 5308 Distribution Blvd					
#2 SNANTXCU					
#3 SNANTXLA					
#4 SNANTXGE					
Total Current Charges				\$ 27,765 00	
TOTAL AMOUNT DUE				\$ 55,530 00	

FOR QUESTIONS REGARDING YOUR BILL CALL 1-512 878 5448

ANY AMOUNT PAST DUE IS SUBJECT TO A LATE CHARGE
 IN THE AMOUNT OF ONE AND ONE-HALF PERCENT (1.5%) PER MONTH

Please send this remittance advice with payment to

GRANDE COMMUNICATIONS NETWORKS INC
 Attn: Revenue Accounting
 401 Carlson Circle
 San Marcos TX 78666

Allegiance Telecom Company Worldwide
 Attn: Heather Thompson, Dir Accts Payable
 9201 N Central Expressway
 5th Floor
 Dallas, Texas 75231

BILLING DATE 04/07/2003
 PAST DUE AFTER 05/08/2003
 TOTAL AMOUNT DUE \$55,530.00



Page Number 1
 Account Number ATCW-0203
 Invoice Number 0203-03097
 Billing Date 04/07/2003

Balance Forward	Payments	Credits / Adj's Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 29,565 00	\$ (19,710 00)	\$ -	\$9,855 00	\$ 19,710 00	08-May-03
Balance Forward				\$ 29,565 00	
Payments	<i>Thank you for your payment</i>			\$ (19,710 00)	
Credits/Adjustments			\$0 00	\$ -	
Current Charges				\$ 9,855 00	
Austin Ring #3 - (April 1 - 30, 2003)					
54 75 Miles @ \$45 Per fiber per mile			\$ 9,855 00		
Four (4) Fiber Ring					
#1 5308 Distribution Blvd					
#2 4207 Smith School Road (Level 3)					
Total Current Charges				\$ 9,855 00	
TOTAL AMOUNT DUE				\$ 19,710 00	

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 Dallas, Texas 75231

BILLING DATE 04/07/2003
 PAST DUE AFTER 05/08/2003
 TOTAL AMOUNT DUE \$19,710.00



Page Number 1
 Account Number ATCW-0901
 Invoice Number 0901-03097
 Billing Date 04/07/2003

Balance Forward	Payments	Credits / Adj's/Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 28,728 00	\$ (19,152 00)	\$ -	\$9,576 00	\$ 19,152 00	08-May-03
Balance Forward				\$ 28,728 00	
Payments	<i>Thank you for your payment!</i>			\$ (19,152 00)	
Credits/Adjustments				\$ 0 00	
Current Charges				\$ 9,576 00	
Austin Ring 1					
April 1 - 30, 2003		9,576 00			
Route Miles		53 2			
Price Per Fiber Mile		45 00			
Number of Fibers		4			
#1	ALGX - 11400 Burnett Rd				
#2	AUSTTXGR				
#3	AUSTTXHO				
#4	AUSTTXHI				
Total Current Charges				\$ 9,576 00	
TOTAL AMOUNT DUE				\$ 19,152 00	

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BILLING DATE 04/07/2003

PAST DUE AFTER 05/08/2003

TOTAL AMOUNT DUE \$19,152.00



Page Number 1
 Account Number ATCW-0203
 Invoice Number 0203-03097
 Billing Date 04/07/2003

Balance Forward	Payments	Credits / Adj's Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 29,565 00	\$ (19,710 00)	\$ -	\$9,855 00	\$ 19,710 00	08-May-03
Balance Forward				\$ 29,565 00	
Payments	<i>Thank you for your payment</i>			\$ (19,710 00)	
Credits/Adjustments			\$0 00	\$ -	
Current Charges				\$ 9,855 00	
Austin Ring #3 - (April 1 - 30, 2003)					
54 75 Miles @ \$45 Per fiber per mile			\$ 9,855 00		
Four (4) Fiber Ring					
#1 5308 Distribution Blvd					
#2 4207 Smith School Road (Level 3)					
Total Current Charges				\$ 9,855 00	
TOTAL AMOUNT DUE				\$ 19,710 00	

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BILLING DATE 04/07/2003
 PAST DUE AFTER 05/08/2003
 TOTAL AMOUNT DUE \$19,710.00



Page Number 1
 Account Number ATCW-0202D
 Invoice Number 0202D-03121
 Billing Date 05/01/2003

Balance Forward	Payments	Credits / Adj's Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 55,530 00	\$ (27,765 00)	\$ -	\$ 27,765 00	\$ 55,530 00	01-Jun-03
Balance Forward					\$ 55,530 00
Payments 04/25/2003		Thank you for your payment		\$ (27,765 00)	
Credits/Adjustments					\$ -
Current Charges					\$ 27,765 00
San Antonio Ring #1 (May 1 - 31, 2003)				\$ 7,605 00	
Four Fibers / \$45 00 per fiber mile / Route Miles 42 25					
#1 5308 Distribution Blvd					
#2 SNANTXFR					
#3 SNANTXWE					
#4 SNANTXDI					
San Antonio Ring #2 (May 1 - 31, 2003)				\$ 8,910 00	
Four Fibers / \$45 00 per fiber mile / Route Miles 49 50					
#1 5308 Distribution Blvd					
#2 SNANTXBE					
#3 SNANTXPE					
#4 SNANTXCA					
San Antonio Ring #3 (May 1 - 31, 2003)				\$ 11,250 00	
Four Fibers / \$45 00 per fiber mile / Route Miles 62 50					
#1 5308 Distribution Blvd					
#2 SNANTXCU					
#3 SNANTXLA					
#4 SNANTXGE					
Total Current Charges					\$ 27,765 00
TOTAL AMOUNT DUE					\$ 55,530 00

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 Dallas, Texas 75231

BILLING DATE 05/01/2003
 PAST DUE AFTER 06/01/2003
 TOTAL AMOUNT DUE \$55,530.00



Page Number 1
 Account Number ATCW-0203
 Invoice Number 0203-03121
 Billing Date 05/01/2003

Balance Forward	Payments	Credits / Adj's Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 19,710 00	\$ (9,855 00)	\$ -	\$9,855 00	\$ 19,710 00	01-Jun-03
Balance Forward				\$ 19,710 00	
Payments	04/25/2003		Thank you for your payment	\$ (9,855 00)	
Credits/Adjustments			\$0 00	\$ -	
Current Charges				\$ 9,855 00	
Austin Ring #3 - (May 1 - 31, 2003)					
54 75 Miles @ \$45 Per fiber per mile			\$ 9,855 00		
Four (4) Fiber Ring					
#1 5308 Distribution Blvd					
#2 4207 Smith School Road (Level 3)					
Total Current Charges				\$ 9,855 00	
TOTAL AMOUNT DUE				\$ 19,710 00	

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BILLING DATE 05/01/2003
 PAST DUE AFTER 06/01/2003
 TOTAL AMOUNT DUE \$19,710.00



Page Number 1
 Account Number ATCW-0901
 Invoice Number 0901-03121
 Billing Date 05/01/2003

Balance Forward	Payments	Credits / Adj's Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 19,152 00	\$ (9,576 00)	\$ -	\$9,576 00	\$ 19,152 00	01-Jun-03
Balance Forward					\$ 19,152 00
Payments 04/25/2003		Thank you for your payment		\$ (9,576 00)	
Credits/Adjustments					\$ 0 00
Current Charges					\$ 9,576 00
Austin Ring 1					
May 1 - 31, 2003		9,576 00			
Route Miles		53 2			
Price Per Fiber Mile		45 00			
Number of Fibers		4			
#1 ALGX - 11400 Burnett Rd					
#2 AUSTTXGR					
#3 AUSTTXHO					
#4 AUSTTXHI					
Total Current Charges					\$ 9,576 00
TOTAL AMOUNT DUE					\$ 19,152 00

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 4th Floor
 Dallas, Texas 75231

BILLING DATE 05/01/2003
 PAST DUE AFTER 06/01/2003
 TOTAL AMOUNT DUE \$19,152.00



Page Number 1
 Account Number ATCW2-1101
 Invoice Number 1101-03121
 Billing Date 05/01/2003

Balance Forward	Payments	Credits / Adj's Late Charges	Current Charges	Total Amount Due	DUE DATE
\$ 18,864 00	\$ (9,432 00)	\$ -	\$9,432 00	\$ 18,864 00	01-Jun-03
Balance Forward					\$ 18,864 00
Payments	04/25/2003	<i>Thank you for your payment</i>		\$ (9,432 00)	
Credits/Adjustments					\$ -
Current Charges					\$ 9,432 00
Austin Ring 2					
May 1 - 31, 2003					9,432 00
Route Miles					52 4
Price Per Fiber Mile					45 00
Number of Fibers					4
#1 ALGX - 11400 Burnett Rd					
#2 AUSTTXTE					
#3 AUSTTXFA					
#4 AUSTTXFI					
#5 AUSTTXJO					
Total Current Charges					\$ 9,432 00
TOTAL AMOUNT DUE					\$ 18,864 00

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BILLING DATE 05/01/2003
 PAST DUE AFTER 05/01/2003
 TOTAL AMOUNT DUE \$18,864.00