

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

\_\_\_\_\_ X

In re

Allegiance Telecom, Inc , et al.,

Debtors

\_\_\_\_\_ X

Chapter 11 Case No  
03-13057 (RDD)

Jointly Administered

**STIPULATION AND AGREED ORDER RESOLVING CURE  
AMOUNT WITH AMERITECH PUBLISHING, INC.**

Allegiance Telecom of Illinois, Inc (“Allegiance” or “Debtor”) and Ameritech Publishing, Inc (f/k/a Ameritech advertising services) (“Vendor”) hereby stipulate and agree as follows

WHEREAS, on May 14, 2003 (the “Petition Date”), Allegiance commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the Bankruptcy Court for the Southern District of New York, Case No 03-13057 (RDD) (the “Bankruptcy Court”), and

WHEREAS, Allegiance, as part of its Third Amended Joint Plan Reorganization (the “Plan”) filed its schedule of assumed contracts (Schedule 2) with the Bankruptcy Court listing a certain contract between Allegiance and Vendor known as the Comprehensive Listing and Directory Advertising Agreement (the “Contract”) to be assumed by Allegiance and the proposed cure amounts under such Contract, and

Docket #1607  
eod 8-4-04

WHEREAS, the Vendor has objected to the proposed cure amount for the Contract (“Ameritech Objection”), and

WHEREAS, Debtors also objected to Vendor’s filed Proof of Claim (Claim #1873) via Debtor’s Sixth Objection to Certain Proofs of Claim filed by SBC Communications, Inc (“Debtor Objection”), and

WHEREAS, the Court entered its Order Confirming Debtors’ Third Amended Joint Plan Reorganization on June 10, 2004 (the “Confirmation Order”), and

WHEREAS, subsequent to the entry of the Confirmation Order, Allegiance and Vendor have negotiated in good faith and have reached a consensual resolution with respect to the cure amount for the Contract, as set forth below

**ACCORDINGLY, IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS**

1 Allegiance shall pay, within ten (10) calendar days of the entry of this Stipulation and Order, the Vendor the total amount of \$50,572.06 in full and final satisfaction of all prepetition amounts due under the Contract

2 Other than the payment of the cure amount in section 1 above, Allegiance and Vendor agree that there are no other defaults as of this date by Allegiance under the Contract, the Ameritech Objection is resolved, and the Debtor’s Objection is resolved with respect to Vendor’s Proof of Claim (Claim #1873). Allegiance further acknowledges and agrees that it does not have any claims against Vendor for the recovery of preferential transfers and/or fraudulent conveyances arising out of or relating to the Contract

3 Pursuant to section 365(a) of the Bankruptcy Code, the Contract shall be assumed, and pursuant to section 365(b) of the Bankruptcy Code, the Contract shall be assigned, all pursuant to the Plan and Confirmation Order without further objection by Vendor

4 Vendor and Allegiance represent and agree that Vendor's proof of claim in the amount of \$74,024.53 (claim #1873) shall be expunged upon the entry of this Stipulation and Order

5 This Court shall retain jurisdiction to resolve any disputes between the parties arising with respect to this Stipulation and Order

6 The undersigned on behalf of Allegiance and Vendor each warrants and represents that he or she has been duly authorized and empowered to execute and deliver this Stipulation and Order on behalf of such party. Vendor represents and warrants to Allegiance that it is the sole holder of all claims against Allegiance related to the Contract and Vendor has not assigned, sold, or otherwise transferred any claims against Allegiance related to the Contract

7 This Stipulation and Order shall have no force or effect and shall not be binding upon either Allegiance or Vendor until it is entered by the Bankruptcy Court.

8 The parties acknowledge that no promise, inducement, or agreement not stated herein has been made to them in connection with this Stipulation, and that this Stipulation constitutes the entire agreement between them. The parties understand and agree that this Stipulation may not be altered, amended, modified, or otherwise changed in any respect whatsoever except by a writing duly executed by both parties. The parties agree and acknowledge that they will make no claim at any time or place that this Stipulation has been orally altered or modified or otherwise changed by oral communication of any kind or character.

9 This Stipulation and Order may be executed simultaneously or in one or more counterparts, each of which shall be an original, but all of which together shall constitute one and the same instrument. A facsimile copy of a signature page is the equivalent of an original signature page.

10 Allegiance and Vendor represent and agree that this Stipulation and Order is binding on the parties hereto and their predecessors, successors, the Plan Administrator, and any trustee appointed under chapter 7 of the Bankruptcy Code.

Dated New York, New York

June 23, 2004

Allegiance Telecom of Illinois, Inc  
1405 S Beltline Road, Suite 100  
Coppell, Texas 75019  
(972) 462-5933

Ameritech Publishing, Inc  
(f/k/a Ameritech advertising services)

By /s/ Mark A. Stachiw  
Mark A. Stachiw

By /s/ Sherr Blank Lazear  
Sherr Blank Lazear

Its Attorney

Attorney for Ameritech Publishing, Inc  
(f/k/a Ameritech advertising services)

**AKIN GUMP STRAUSS HAUER & FELD  
LLP**

By /s/ Ira Dizengoff

Baker & Hostetler  
Capitol Square, Suite 2100  
65 East State Street  
Columbus, Ohio 43215-4260  
(614) 228-1541

Ira S. Dizengoff (ID-9980)  
Colin M. Adams (CA-2913)  
590 Madison Avenue  
New York, New York 10022  
Telephone (212) 872-1000

Counsel to the Allegiance Telecom Liquidating  
Trust

SO ORDERED, this 3rd day of August 2004

/s/ ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>	<b>PROOF OF CLAIM</b>
In re <b>Allegiance Telecom of Michigan, Inc</b>	Case Number <b>03-13079</b>

Barcode  
s2208

**YOUR CLAIM IS SCHEDULED AS**

\$1 205 571 00 UNSECURED DISPUTED  
**FILED**

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

**U S B O SOUTHERN DISTRICT OF NEW YORK  
ALLEGIANTELECOM, INC  
03-13057 (RRD)**

**Name of Creditor and Address**

03805888024727

AMERITECH CABS  
POB 1838  
SAGINAW MI 48605-1838

*Ameritech Services, Inc  
110 Bankruptcy  
12211 Broadway, Fl 11  
Milwaukee, WI 53202*

Creditor Telephone Number *414 273-8115*

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

1784

The amounts reflected above constitute your claim as scheduled by the Debtor If you agree with the amounts set forth herein and have no other claim against the Debtor you do not need to file this proof of claim EXCEPT as stated below

If the amounts shown above are listed as Contingent Unliquidated or Disputed a proof of claim must be filed

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

CREDITOR TAX I D # *38-0823930*

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR *See attached*

Check here if this claim  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) *telecommunications*

Your social security number \_\_\_\_\_

Unpaid compensation for services performed from \_\_\_\_\_ to \_\_\_\_\_

**RECEIVED**  
**DEC 03 2003**  
**BMC**  
(date) (date)

**2 DATE DEBT WAS INCURRED** *through 5-13-03*

**3 IF COURT JUDGMENT, DATE OBTAINED**

**4 TOTAL AMOUNT OF CLAIM AS OF PETITION DATE**

\$ \_\_\_\_\_ (unsecured) \$ *1,489,619.41* (secured) \$ \_\_\_\_\_ (unsecured priority) \$ *1,489,619.41* (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 *Set off*

Value of collateral *\$ Claim to be the extent of setoff rights*

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 \$4 650 ) 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 4 00 p m , October 1, 2003, Eastern Daylight Time

BY MAIL TO United States Bankruptcy Court re Allegiance Telecom Inc et al P O Box 95 Bowling Green Station New York NY 10274

BY HAND OR OVERNIGHT DELIVERY TO Clerk of the United States Bankruptcy Court re Allegiance Telecom Inc , et al One Bowling Green 6th Floor New York NY 10004-11408

Allegiance Claim  
Barcode  
01608

**RECEIVED**  
NOV 14 2003

CLAIMS PROCESSING CENTER

DATE SIGNED *11-24-03*

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)  
*Cheryl Becker - Cheryl Becker, DD Manager (creditor Collections)*

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 3571

**See Other Side For Instructions**

## ADDENDUM

By this proof of claim, Ameritech Services, Inc assert its rights to setoff the amounts owed by the Debtors to Ameritech Services, Inc against any claim brought against Ameritech Services, Inc by the Debtors, the Debtors in possession, any trustee or any estate representative, including, but not limited to any claims for reciprocal compensation

Ameritech Services, Inc also expressly reserves all other rights, including, without limitation, (i) the right of recoupment, (ii) any other defenses to any cause of action, (iii) to amend this claim, and (iv) to assert this claim or any portion of it against any other debtor if a basis to do so is subsequently discovered. To the extent that these claims are used defensively, as a right of setoff, Ameritech Services, Inc asserts that such claims are secured claims

	PRE-PETITION AMT	
ALLEGIANCE TELCOM INC	MI	
ACNA AFY and Z1X		
Bankruptcy date filed 5 14-03		
AIT LSC-CPO	\$	255 181 58
AIT LSC-UNB	\$	249 634 48
AIT LSC -RSL -Unbundled	\$	14 240 63
AIT LSC-RSL- Reseller		
AIT COLO	\$	540 806 77
AIT LSB	\$	182 941 99
AIT ASC-IXC & CAP	\$	246 320 63
AIT ASC IPOC	\$	493 33
<b>MI AIT TOTAL</b>	<b>\$</b>	<b>1,489,619 41</b>



ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH  
LOCAL ACCOUNTS

PRE ACCOUNT	TOTAL PRE DOLLARS PER BAN	POST ACCOUNT AIT LOCAL -CPO ACCTS	INVOICE	INVOICE DATE	INVOICE TOTAL
313 G78-0624 999	\$ 7 428 01	313 G78-0402 402	03281	10/8/03	\$ 186 14
			03251	9/8/03	\$ 204 52
"		"	03220	8/8/03	\$ 231 93
"		"	03189	7/8/03	\$ 195 44
"		"	03159	6/8/03	\$ (1,572 38)
"		"	03128	5/8/03	\$ (5,108 03)
"		"	03098	4/8/03	\$ 11,404 98
"		"	03067	3/8/03	\$ 216 16
"		"	03039	2/8/03	\$ 1,458 14
			02312	11/8/02	\$ 19 74
		"	02281	10/8/02	\$ 11 49
		"	02251	9/8/02	\$ 61 88
"			02220	8/8/02	\$ 118 00
"	\$ (766 78)	313 G78 0802-802	03254	9/11/03	\$ 17 26
			03223	8/11/03	\$ 16 93
"		"	03192	7/11/03	\$ 25 25
"		"	03162	6/11/03	\$ 71 46
"		"	03131	5/11/03	\$ (2,070 80)
"		"	03101	4/11/03	\$ 1,173 55
"		"	03042	2/11/03	\$ (9 47)
"		"	02315	11/11/02	\$ 8 19
"		"	02284	10/11/02	\$ 0 85
"	\$ (169 97)	313 G78 1020 020	03256	9/13/03	\$ 16 67
"		"	03225	8/13/03	\$ 8 82
"		"	03194	7/13/03	\$ 9 82
"		"	03164	6/13/03	\$ 15 73
"		"	03133	5/13/03	\$ (362 44)
"		"	03103	4/13/03	\$ 141 73
"		"	03044	2/13/03	\$ (404 28)
"		"	03013	1/13/03	\$ 403 98
"	\$ (1 308 51)	313 G78-1802 802	03262	9/19/03	\$ 76 70
"		"	03231	8/19/03	\$ 78 81
"		"	03200	7/19/03	\$ 76 37
"		"	03170	6/19/03	\$ 83 49
"		"	03139	5/19/03	\$ (4,510 05)
"		"	03109	4/19/03	\$ 2,886 23
"		"	03050	2/19/03	\$ (2,325 55)
"		"	03019	1/19/03	\$ 2,315 33
"		"	02323	11/19/02	\$ 2 91
"		"	02292	10/19/02	\$ 7 25
"	\$ 249 998 83	313 G78-2207 207	03283	10/10/03	\$ 5,044 67
"		"	03253	9/10/03	\$ 5,212 82

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH  
LOCAL ACCOUNTS

PRE ACCOUNT	TOTAL PRE DOLLARS PER BAN	POST ACCOUNT	INVOICE	INVOICE DATE	INVOICE TOTAL
"		"	03222	8/10/03	\$ 5,212 81
"		"	03191	7/10/03	\$ 5,269 83
"		"	03161	6/10/03	\$ (20,409 40)
"		"	03130	5/10/03	\$ (107,718 82)
"		"	03100	4/10/03	\$ 38,404 92
"		"	03069	3/10/03	\$ 2,200 72
"		"	03041	2/10/03	\$ 310,418 51
"		"	03010	1/10/03	\$ 2,512 53
"		"	02344	12/10/02	\$ 1,025 29
"		"	02314	11/10/02	\$ 416 39
"		"	02283	10/10/02	\$ 180 93
"		"	02253	9/10/02	\$ 292 39
"		"	02222	8/10/02	\$ 255 70
"		"	02203	7/22/02	\$ 712 62
"		"	02173	6/22/02	\$ 885 78
"		"	02142	5/22/02	\$ 81 14
MICHIGAN					
<b>TOTAL AIT LOCAL CPO</b>	<b>\$ 255,181 58</b>				<b>\$ 255,181 58</b>

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH LOCAL ACCOUNTS

STATE	PRE ACCOUNT	TOTAL PRE DOLLARS PER BAN	POST ACCOUNT	INVOICE	INVOICE DATE	INVOICE TOTAL
			<b>AIT LOCAL UNB ACCTS</b>			
MI	313 G67 0311 999	\$ 26 742 60	313 G67 0003 003	03222	8/10/03	\$ 385 05
				03161	6/10/03	\$ 1 336 89
				03130	5/10/03	\$ 7 224 64
				03100	4/10/03	\$ 8 664 78
				03069	3/10/03	\$ 291 21
				03041	2/10/03	\$ 6 099 51
				03010	1/10/03	\$ 274 59
				02344	12/10/02	\$ 85 11
				02314	11/10/02	\$ 1 251 10
				02283	10/10/02	\$ 159 66
				02253	9/10/02	\$ 184 44
				02222	8/10/02	\$ 302 38
				02182	7/1/02	\$ 215 13
				02152	6/1/02	\$ 109 20
				02121	5/1/02	\$ 91 39
				02032	2/1/02	\$ (60 16)
				02001	1/1/02	\$ 37 49
				01305	11/1/01	\$ 85 67
				01274	10/1/01	\$ 4 52
		\$	313 G67 2706 706			
		\$ 5 136 98	313 G67 4810 810	03200	7/19/03	\$ 90 87
				03109	4/19/03	\$ 5 046 11
		\$ (10 12)	313 G68-0021 021	01251	9/8/01	\$ 95 59
				01220	8/8/01	\$ 71 00
				00245	9/1/00	\$ (176 74)
		\$ (0 03)	313 G68 0082 082	03039	2/8/03	\$ (1 702 00)
				02220	8/8/02	\$ 136 42
				02182	7/1/02	\$ 121 51
				02152	6/1/02	\$ 137 63
				02121	5/1/02	\$ 105 18
				02060	3/1/02	\$ 666 34
				02032	2/1/02	\$ 534 89
		\$ 182 319 40	313 G68 1519 376	03220	8/8/03	\$ 5 138 76
				03189	7/8/03	\$ 4 899 27
				03159	6/8/03	\$ (59 936 33)
				03128	5/8/03	\$ 47 048 08
				03098	4/8/03	\$ 173 431 45
				03067	3/8/03	\$ 8 313 48
				03039	2/8/03	\$ (49 856 95)
				03008	1/8/03	\$ 7 775 23
				02342	12/8/02	\$ 12 008 96
				02312	11/8/02	\$ 22 689 77
				02281	10/8/02	\$ 24 344 37
				02251	9/8/02	\$ 32,758 65
				02220	8/8/02	\$ 15 042 00
				02159	6/8/02	\$ (61 337 34)

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH LOCAL ACCOUNTS

STATE	PRE ACCOUNT	TOTAL PRE DOLLARS PER BAN	POST ACCOUNT	INVOICE	INVOICE DATE	INVOICE TOTAL
		\$ 7 893 22	313 G68 1585 585	03220	8/8/03	\$ 115 95
				03189	7/8/03	\$ 116 10
				03159	6/8/03	\$ 430 64
				03128	5/8/03	\$ 1 103 37
				03098	4/8/03	\$ 5 945 42
				03067	3/8/03	\$ 131 66
				03039	2/8/03	\$ (81 13)
				03008	1/8/03	\$ 131 21
		\$	313 G68 1819 491			
		\$	313 G68 1836 281			
		\$	313 G68 2119 119			
		\$ (18 31)	313 G68 2768 768	02220	8/8/02	\$ (18 31)
		\$ 0 10	313 G68 4223 223	00353	12/18/00	\$ 0 10
		\$ 383 65	313 G68 4289 340	03230	8/18/03	\$ 17 12
				03199	7/18/03	\$ 16 26
				03169	6/18/03	\$ 11 73
				03138	5/18/03	\$ 7 97
				03108	4/18/03	\$ 330 29
				03049	2/18/03	\$ (427 15)
				03018	1/18/03	\$ 427 43
		\$ (204 00)	313 G68-4823 823	01067	3/8/01	\$ (204 00)
		\$ 19 374 50	313 G68 4891 340	03231	8/19/03	\$ 511 25
				03200	7/19/03	\$ 581 75
				03170	6/19/03	\$ (67 01)
				03139	5/19/03	\$ 4,493 80
				03109	4/19/03	\$ 13 367 12
				03078	3/19/03	\$ 533 79
				03050	2/19/03	\$ (15 566 07)
				03019	1/19/03	\$ 15,374 42
				02353	12/19/02	\$ 138 77
				02323	11/19/02	\$ 4 90
				02292	10/19/02	\$ 1 78
		\$ 224 00	313 G68 5419 419	03039	2/8/03	\$ (660 00)
				02281	10/8/02	\$ 71 00
				02251	9/8/02	\$ 71 00
				01128	5/8/01	\$ 142 00
				00172	6/20/00	\$ 600 00
		\$ (31 42)	313 G68 5452 638	02171	6/20/02	\$ (13 02)
				02079	3/20/02	\$ (18 40)
		\$ 213 00	313 G68 5725 639	02281	10/8/02	\$ 213 00
		\$ (221 96)	313 G68 5743 514	02220	8/8/02	\$ (221 96)
		\$ (0 41)	313 G68 6325 640	03039	2/8/03	\$ (96 00)
				02281	10/8/02	\$ 95 59
		\$ 7 833 28	313 S67 2155 155	03223	8/11/03	\$ (13 121 36)
				03162	6/11/03	\$ (30 225 46)
				03131	5/11/03	\$ 5 637 99
				03101	4/11/03	\$ 24 563 56
				03070	3/11/03	\$ 21 164 04

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH LOCAL ACCOUNTS

STATE	PRE ACCOUNT	TOTAL PRE DOLLARS PER BAN	POST ACCOUNT	INVOICE	INVOICE DATE	INVOICE TOTAL
				03042	2/11/03	\$ 45 244 63
				03011	1/11/03	\$ 18 532 85
				02345	12/11/02	\$ 17,120 73
				02315	11/11/02	\$ 2 731 95
				02284	10/11/02	\$ 587 34
				02254	9/11/02	\$ 1,200 18
				02223	8/11/02	\$ 1 200 18
				02192	7/11/02	\$ 2 094 18
				02162	6/11/02	\$ 2 321 80
				02131	5/11/02	\$ 1 568 85
				02101	4/11/02	\$ (1 494 02)
				02070	3/11/02	\$ (8 008 52)
				02042	2/11/02	\$ 574 99
				02011	1/11/02	\$ 1 200 18
				01345	12/11/01	\$ 1 200 18
				01315	11/11/01	\$ (949 16)
				01284	10/11/01	\$ 72 751 25
				01254	9/11/01	\$ (5 156 93)
				01223	8/11/01	\$ 2,078 08
				01192	7/11/01	\$ (7 841 29)
				01162	6/11/01	\$ (1 380 01)
				01131	5/11/01	\$ 296 22
				01101	4/11/01	\$ 1 909 32
				01070	3/11/01	\$ (36 166 03)
				01042	2/11/01	\$ (36 104 44)
				01011	1/11/01	\$ (36,039 00)
				00346	12/11/00	\$ (36,039 00)
				00316	11/11/00	\$ (600 00)
				00285	10/11/00	\$ (600 00)
				00255	9/11/00	\$ (2 420 00)
	MI TOTAL	\$ 249 634 48				
	TOTAL AIT LOCAL - UNB	\$ 249 634 48				\$ 249 634 48

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH  
LOCAL ACCOUNTS

State	Segment	Invoice Number	RSID	BILL DATE	Pre-Petition Amount
			<b>AIT LOCAL RESALE- UNEP</b>		
			AIT AFY - Unbundled		
MI	UNB	115651	AFY MI	3/13/2003	\$ 3,231 10
MI	UNB	116187	AFY MI	4/13/2003	\$ 5,863 80
MI	UNB	116724	AFY MI	5/11/2003	\$ 4,531 13
MI	UNB	117269	AFY MI	6/12/2003	\$ 614 60
<b>Total AIT LOCAL Resale UNEP/CPO Accts</b>					<b>\$ 14,240 63</b>

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH  
LOCAL ACCOUNTS

Account	Inv Bal	
<b>AIT LSB ACCTS</b>		
MI00595LSB0802	\$ 5,901 65	
MI00595LSB0902	\$ 67 32	
MI00595LSB1202	\$ 136 77	
MI00595LSB0303	\$ 234 62	
MI00595LSB0403	\$ 329 92	
MI00595LSB0503	\$ -	
		\$ 6 670 28
MI04347LSB0802	\$ 20,315 67	
MI04347LSB1202	\$ 40,556 60	
MI04347LSB0103	\$ 16,552 68	
MI04347LSB0303	\$ 42,515 89	
MI04347LSB0403	\$ 39,391 29	
MI04347LSB0503	\$ 16,939 58	
		\$ 176 271 71
<b>TOTAL LOCAL LSB ACCTS</b>	<b>\$ 182,941 99</b>	<b>\$ 182,941 99</b>

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH  
COLLOCATION ACCOUNTS

State	Segment	CLLI CODE	PRE-BAN	POST-BAN	ACNA	PRE-PETITION TOTAL
MI	COL	ABHGMIMNH25	313 S67-1841 841	313 S67-1189 189	AFY	\$ 407,087 98
MI	COL	ANARMIMNH47	313 S67-1841 841	313 S67-2040 040	AFY	
MI	COL	BRHMMIMNH23	313 S67-1841 841	313 S67-2041 041	AFY	
MI	COL	CNLNMIMNH13	313 S67-1841 841	313 S67-2042 042	AFY	
MI	COL	DRBRMIDBH07	313 S67-1841 841	313 S67-2043 043	AFY	
MI	COL	DTRTMINI08	313 S67-1841 841	313 S67-2044 044	AFY	
MI	COL	DTRTMIRFH23	313 S67-1841 841	313 S67-2045 045	AFY	
MI	COL	FRTNMIMNH17	313 S67-1841 841	313 S67-2046 046	AFY	
MI	COL	LIVNMIMNH19	313 S67-1841 841	313 S67-2047 047	AFY	
MI	COL	MTCLMICLH07	313 S67-1841 841	313 S67-2048 048	AFY	
MI	COL	MTCLMIMNH09	313 S67-1841 841	313 S67-2049 049	AFY	
MI	COL	NRVLMIMNH21	313 S67-1841 841	313 S67-2050 050	AFY	
MI	COL	PLMOMIMNH22	313 S67-1841 841	313 S67-2051 051	AFY	
MI	COL	ROCHMIMNH13	313 S67-1841 841	313 S67-2052 052	AFY	
MI	COL	RSVLMIMNH14	313 S67-1841 841	313 S67-2053 053	AFY	
MI	COL	RSVLMINRH12	313 S67-1841 841	313 S67-2054 054	AFY	
MI	COL	RYLOMIMNH46	313 S67-1841 841	313 S67-2055 055	AFY	
MI	COL	SFLDMIMNH37	313 S67-1841 841	313 S67-2064 064	AFY	
MI	COL	SFLDMIOKH13	313 S67-1841 841	313 S67-2056 056	AFY	
MI	COL	TROYMIMNH19	313 S67-1841 841	313 S67-2057 057	AFY	
MI	COL	TROYMISMH26	313 S67-1841 841	313 S67-2058 058	AFY	
MI	COL	UTICMIMNH20	313 S67-1841 841	313 S67-2063 063	AFY	
MI	COL	WAYNMIMNH15	313 S67-1841 841	313 S67-2059 059	AFY	
MI	COL	WBFDMIMNH10	313 S67-1841 841	313 S67-2060 060	AFY	
MI	COL	WRRNMIMNH18	313 S67-1841 841	313 S67-2061 061	AFY	
MI	COL	WYNDMIMNH06	313 S67-1841 841	313 S67-2062 062	AFY	
MI	COL	RYLOMIMNH27	313 S67-2004 004	313 S67-2037 037	AFY	\$ 40,592 70
MI	COL	PNTCMIMNH27	313 S67-2005 005	313 S67-2038 038	AFY	\$ 8,780 02
MI	COL	DTRTMIBLH69	313 S67-2036 036	313 S67-2039 039	AFY	\$ 84,346 07
TOTAL AIT COLLOCATION						\$ 540,806 77



ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH ACCESS ACCOUNTS

BAN	ACNA	INVOICE	LPC	PRE-PETITION AMT W/O LPC	TOTAL PRE- PETITION + LPC	TOTAL PRE PETITION FOR BAN	DUMMY BANKRUPTCY BAN	PRE-PETITION AMT XFR TO DUMMY BAN W/O LPC	PRE PETITION AMT XFR TO DUMMY BAN W/ LPC	True Pre Petition for AIT
<b>AIT ACCESS ACCOUNTS</b>										
313k672101101	AFY	03161 06/10/03		\$ 194 63	\$ 194 63	\$ 4,459 98	313S602189999	219,848 67	257,171 91	\$ 246 320 63
		03130 05/10/03	\$ 52 86	\$ 1 554 36	\$ 1 607 22					
		03100 04/10/03	\$ 125 12	\$ 2 586 10	\$ 2 711 22					
		03041 02/10/03		\$ (828 81)	\$ (828 81)					
		03010 01/10/03	\$ 130 00		\$ 130 00					
		02344 12/10/02	\$ 86 39		\$ 86 39					
		02314 11/10/02	\$ 53 31		\$ 53 31					
		02283 10/10/02	\$ 63 51		\$ 63 51					
		02253 09/10/02	\$ 64 09		\$ 64 09					
		02222 08/10/02	\$ 57 33		\$ 57 33					
		02192 07/11/02	\$ 74 43		\$ 74 43					
		02162 06/11/02	\$ 125 07		\$ 125 07					
		02131 05/11/02	\$ 85 54		\$ 85 54					
		02101 04/11/02	\$ 52 71		\$ 52 71					
		02070 03/11/02		\$ (3 494 59)	\$ (3 494 59)					
		02042 02/11/02		\$ 1 238 55	\$ 1 238 55					
		02011 01/11/02		\$ 1 102 26	\$ 1 102 26					
		01345 12/11/01		\$ 1 189 98	\$ 1 189 98					
313S604221216	AFY	03162 06/11/03		\$ (419 58)	\$ (419 58)	\$ 241,860 65				
		03131 05/11/03	\$ 2 394 12	\$ (4 202 15)	\$ 6 596 27					
		03101 04/11/03	\$ 4 054 16	\$ 97 551 65	\$ 101 605 81					
		03070 03/11/03	\$ 3 008 33	\$ 109 012 07	\$ 112 020 40					
		03042 02/11/03		\$ (39 214 50)	\$ (39 214 50)					
		03011 01/11/03	\$ 3,138 39	\$ 4 135 96	\$ 7 274 35					
		02345 12/11/02	\$ 1 361 29	\$ 4 135 96	\$ 5 497 25					
		02315 11/11/02	\$ 1 039 30	\$ 4 135 96	\$ 5 175 26					
		02284 10/11/02	\$ 831 55	\$ 4 253 14	\$ 5 084 69					
		02254 09/11/02	\$ 1 259 46	\$ 4 135 96	\$ 5 395 42					
		02223 08/11/02	\$ 1 405 63	\$ 8 945 96	\$ 10 351 59					
		02199 07/18/02	\$ 1 344 11	\$ 4 135 96	\$ 5 480 07					
		02169 06/18/02	\$ 1 576 06	\$ 4 253 14	\$ 5 829 20					
		02138 05/18/02	\$ 1 589 62	\$ 3 600 68	\$ 5 190 30					
		02108 04/18/02	\$ 1 829 99	\$ 3 600 76	\$ 5 430 75					
		02049 02/18/02		\$ 715 51	\$ 715 51					
		01352 12/18/01	\$ 2 808 54	\$ 948 22	\$ 3 756 76					
		01322 11/18/01	\$ 146 93	\$ 2 985 83	\$ 3 132 76					
		01291 10/18/01	\$ 161 10	\$ 3 595 66	\$ 3 756 76					
313S670039039	AFY	01274 10/01/01		\$ (11 312 20)	\$ (11 312 20)	\$ -				
		01244 09/01/01		\$ (1 433 10)	\$ (1 433 10)					
		01213 08/01/01		\$ 12 745 30	\$ 12 745 30					
<b>TOTALS</b>			\$ 28 918 94	\$ 219 848 67	\$ 257 171 91	\$ 246 320 63	\$ -	\$ 219 848 67	\$ 257 171 91	\$ 246 320 63
<b>TOTAL AIT ACCESS</b>										\$ 246 320 63

ALLEGIANCE  
PRE-PETITION AMOUNTS

AMERITECH  
ACCESS-IPOC ACCOUNTS

Invoice	Bill Date	Pre	
AIT ACCESS- IPOC ACCOUNTS			
MI00902ATM0303	4/19/2003	\$ 200 00	
MI00902ATM0403	5/19/2003	\$ 200 00	
MI00902ATM0503	6/19/2003	\$ 93 33	
AIT ACCESS IPOC TOTAL		\$ 493 33	