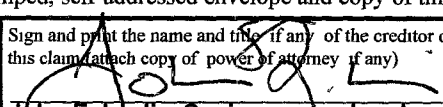
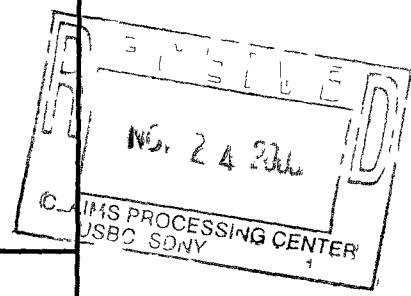


UNITED STATES BANKRUPTCY COURT Southern District of New York		PROOF OF CLAIM
Name of Debtor Allegiance Telecom Company Worldwide		Case Number 03-13064
<p><small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</small></p> <p style="text-align: right; font-weight: bold;">FILED</p> <p style="text-align: center; font-weight: bold;">U.S.B.C. SOUTHERN DISTRICT OF NEW YORK ALLEGANCE TELECOM, INC 03-13057 (RRD) 1732</p>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) McManemin & Smith, P C		THIS SPACE IS FOR COURT USE ONLY
Name and address where notices should be sent McManemin & Smith, P C 600 North Pearl Street Suite 1600 Dallas, Texas 75201		
Telephone number 214-953-1321		
Account or other number by which creditor identifies debtor 89229 002, 89229 003		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
<p>1 Basis for Claim</p> <p><input type="checkbox"/> Goods sold</p> <p><input checked="" type="checkbox"/> Services performed</p> <p><input type="checkbox"/> Money loaned</p> <p><input type="checkbox"/> Personal injury/wrongful death</p> <p><input type="checkbox"/> Taxes</p> <p><input type="checkbox"/> Other _____</p> <p><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)</p> <p><input type="checkbox"/> Wages, Salaries and compensations (Fill out below)</p> <p>Your SS # _____</p> <p>Unpaid compensation for services performed from _____ to _____ (date) (date)</p>		
2 Date debt was incurred <u>various</u>		3 If court judgment, date obtained RECEIVED
4 Total Amount of Claim at Time Case Filed \$ <u>30,543 25</u>		DEC 03 2003
<p><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.</p>		BMC
<p>5 Secured Claim</p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right to setoff)</p> <p>Brief Description of Collateral</p> <p><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle</p> <p><input type="checkbox"/> Other _____</p> <p>Value of Collateral \$ <u>0 00</u></p> <p>Amount of arrearage and other charges at time case filed included in secured claim if any \$ <u>0 00</u></p>		<p>6 Unsecured Priority Claim</p> <p><input type="checkbox"/> Check this box if you have an unsecured priority claim</p> <p>Amount entitled to priority \$ <u>0 00</u></p> <p>Specify the priority of the claim</p> <p><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 U.S.C. § 507(a)(3)</p> <p><input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4)</p> <p><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 U.S.C. § 507(a)(6)</p> <p><input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 U.S.C. § 507(a)(7)</p> <p><input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. § 507(a)(8)</p> <p><input type="checkbox"/> Other Specify applicable paragraph of 11 U.S.C. § 507(a)</p> <p><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></p>
<p>7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim</p> <p>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.</p> <p>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</p>		THIS SPACE IS FOR COURT USE ONLY
Date 11/21/2003	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)  John E Leslie, Senior counsel and agent	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years or both 18		



In re	\	
	\	
Allegiance Telecom, Inc	\	Case 03-13057
Allegiance Telecom Company Worldwide	\	Case 03-13064
Allegiance Telecom Service Corporation	\	Case 03-13103
	\	
Debtors	\	

Statement Regarding Claim of McManemin & Smith, P C

Attached is a summary of the invoices issued by McManemin & Smith, P C to Allegiance Telecom, Inc for the period August 2002 through September 2003, and payments made on such invoices during the time period in question

As of the Petition Date, May 14, 2003, the amounts due McManemin & Smith, P C were as follows

<u>Client/matter no</u>	<u>Matter Description</u>	<u>Amount</u>
89229/002	Worldcom	\$26,222 34
89229/003	Mpower	4,320 91
Total pre-petition claim		<u>\$30,543 25</u>

Copies of the detailed invoices are not attached, in order to preserve the attorney-client privilege, but will be produced upon order of the Court, or by appropriate agreement between the party requesting the information, Claimant (McManemin & Smith, P C) and Debtors

Out of an abundance of caution, identical claims are being filed in the three captioned cases above because each of these Debtors has indicated to McManemin & Smith, P C , on at least one occasion, that it is primarily responsible for the claim in question

For questions concerning these claims, please contact the following

McManemin & Smith, P C
Attention John E Leslie, Senior Counsel
600 North Pearl Street, Suite 1600
Dallas, TX 75201
214-979-0664 phone
214-953-0695 fax
jleslie@mspc.com email

Allegiance Tele

Worldcom

C/M No	Date	Inv # / Ck#	Amount		Balance
			Invoice	Check	
89229/002	08/23/02	35458	\$ 1,727 50		\$ 1,727 50
	10/31/02	35926	\$ 48,483 00		\$ 50,210 50
	11/15/02	35987	\$ 14,952 18		\$ 65 162 68
	12/05/02	36139	\$ 17 106 10		\$ 82,268 78
	01/03/03	119573		\$ 17,106 10	\$ 65 162 68
	01/31/03	36510	\$ 29,332 85		\$ 94,495 53
	02/17/03	124195		\$ 51,938 00	\$ 42,557 53
	03/17/03	126821		\$ 29,332 85	\$ 13,224 68
	03/31/03	36957	\$ 23,284 40		\$ 36,509 08
	04/22/03	37002	\$ 1 142 00		\$ 37,651 08
	04/29/03	130699		\$ 24,426 40	\$ 13,224 68
	05/30/03	37322	\$ 12,437 16		\$ 25,661 84
	06/16/03	37336	\$ 688 00		\$ 26,349 84
	07/18/03	37526	\$ 159 93		\$ 26 509 77
	08/04/03	137676		\$ 127 50	\$ 26,382 27
	08/18/03	139161		\$ 159 93	\$ 26,222 34
	08/26/03	37626	\$ 6 01		\$ 26,228 35
	09/16/03	140918		\$ 6 01	\$ 26,222 34
Totals			\$ 149,319 13	\$ 123 096 79	\$ 26,222 34

Inv 35458 paid twice
and applied to Inv 35987

Revised amount to \$560 50

Allegiance Tele

Mpower Communications Corp

C/M No	Date	Inv # / Ck#	Amount		Balance
			Invoice	Check	
89229/003	10/30/02	35924	\$ 4,207 30		\$ 4 207 30
	11/15/02	35982	\$ 3,150 91		\$ 7,358 21
	12/05/02	36140	\$ 6,188 00		\$ 13 546 21
	01/09/03			\$ 6,188 00	\$ 7,358 21
	01/31/02	36511	\$ 3 141 42		\$ 10,499 63
	02/19/03			\$ 4,207 30	\$ 6,292 33
	03/21/03			\$ 3,141 42	\$ 3,150 91
	03/31/03	36958	\$ 2,620 60		\$ 5,771 51
	04/22/03	37003	\$ 167 76		\$ 5,939 27
	05/01/03			\$ 2,620 60	\$ 3,318 67
	05/01/03			\$ 167 76	\$ 3,150 91
	05/30/03	37323	\$ 1,170 00		\$ 4,320 91
	06/16/03	37337	\$ 277 50		\$ 4,598 41
	07/18/03	37527	\$ 4,047 50		\$ 8,645 91
	08/11/03			\$ 277 50	\$ 8,368 41
	08/26/03	37627	\$ 132 00		\$ 8,500 41
	08/28/03			\$ 4 047 50	\$ 4,452 91
	09/22/03			\$ 132 00	\$ 4,320 91

Totals	\$ 25,102 99	\$ 20,782 08	\$ 4,320 91
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TO MAY 14TH

C/M No	Date	Inv # / Ck#	Amount		Balance
			Invoice	Check	
89229/003	10/30/02	35924	\$ 4 207 30		\$ 4 207 30
	11/15/02	35982	\$ 3,150 91		\$ 7,358 21
	12/05/02	36140	\$ 6,188 00		\$ 13,546 21
	01/09/03			\$ 6 188 00	\$ 7,358 21
	01/31/02	36511	\$ 3 141 42		\$ 10,499 63
	02/19/03			\$ 4,207 30	\$ 6 292 33
	03/21/03			\$ 3,141 42	\$ 3 150 91
	03/31/03	36958	\$ 2,620 60		\$ 5,771 51
	04/22/03	37003	\$ 167 76		\$ 5,939 27
	05/01/03			\$ 2,620 60	\$ 3,318 67
	05/01/03			\$ 167 76	\$ 3,150 91
	05/30/03	37323	\$ 1 170 00		\$ 4,320 91
					\$ 4,320 91
					\$ 4,320 91

Totals	\$ 20,645 99	\$ 16,325 08	\$ 4,320 91
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Post Petition Charges

06/16/03	37337	\$ 277 50		\$ 277 50
07/18/03	37527	\$ 4 047 50		\$ 4,325.00
08/11/03			\$ 277 50	\$ 4,047 50
08/26/03	37627	\$ 132 00		\$ 4,179.50
08/28/03			\$ 4,047 50	\$ 132 00
09/22/03			\$ 132 00	\$ -
10/28/03		\$ 487 50		\$ 487 50