

<b>In re Allegiance Telecom of Michigan, Inc</b>	Case Number <b>03-13079 (RDD)</b>
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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.

Name of Creditor  Level 3 Communications LLC Attn: John Ryan 1025 Eldorado Blvd Broomfield CO 80021 (720) 888 6150	<input type="checkbox"/> Check box if you are aware that anyone has filed a proof of claim relating to your claim. Attach a 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 checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
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Name and Addresses where notices should be sent  Michael B. Schaedle Esq Blank Rome LLP One Logan Square Philadelphia PA 19103 Telephone (215) 569 5507	Account or other number by which Creditor identifies Debtor
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**FILED**  
**U S B C SOUTHERN DISTRICT OF NEW YORK**  
**ALLEGIANCE TELECOM, INC**  
**03-13057 (RRD)**  
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**2036**

THIS SPACE IS FOR COURT USE ONLY

Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
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**1 BASES FOR CLAIM**

<input type="checkbox"/> Goods sold <input checked="" type="checkbox"/> Services performed (See Attachments) <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other Contingent Unliquidated Damages for (a) Rejection of Executory Contracts and Leases and (b) Indemnification (See Attachment)	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) <input type="checkbox"/> Wages salaries and compensation (fill out below) Your social security number _____ Unpaid compensations for services performed from (date) _____ to _____
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**RECEIVED**  
**DEC 03 2003**

<b>2</b> Date debt was incurred On or before December 30 1999	<b>3</b> IF COURT JUDGMENT DATE OBTAINED
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**4 CLASSIFICATION OF CLAIM** Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured Nonpriority (2) Unsecured Priority or (3) Secured. It is possible for part of a claim to be in one category and part in another.

CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM

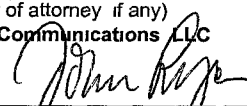
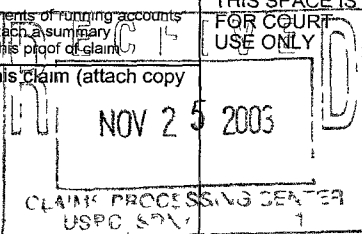
<input checked="" type="checkbox"/> <b>SECURED CLAIM</b> See Attachment Attach evidence of security interest Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicles <input checked="" type="checkbox"/> Other (describe briefly) (See attachment) Amount of arrearage and other charges included in secured claim above if any (See attachment)	<input checked="" type="checkbox"/> <b>UNSECURED PRIORITY CLAIM</b> See Attachment Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 300)* earned not more than 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) <input type="checkbox"/> Contributions to an employee benefit plan 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1950 of deposits toward purchase lease or rental of property or services for personal family or household use - 11 U.S.C. § 507(a)(6) <input type="checkbox"/> Taxes or penalties of governmental units 11 U.S.C. § 507(a)(8) <input checked="" type="checkbox"/> Other specify applicable paragraph of 11 U.S.C. §§ 507(a)(1)* (See Attachment) *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
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**5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED**

\$ _____ (UNSECURED) See Attachment	\$ _____ (SECURED) See Attachment	\$ _____ (PRIORITY) See Attachment
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Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of additional charges.

**6 CREDITS** The amount of all payments on this claim has been credited and deducted for the purposes of making this proof of claim.  
**7 SUPPORTING DOCUMENTS** Attach copies of supporting documents such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments or evidence of security interests. If the documents are not available explain. If the documents are voluminous attach a summary.  
**8 TIME 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.

<b>DATE</b> November 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) <b>Level 3 Communications LLC</b>  By  Name: <b>John Ryan</b> Title: <b>Vice President</b>	THIS SPACE IS FOR COURT USE ONLY 
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**Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both 18 U.S.C. §§**



**SUPPLEMENT TO PROOF OF CLAIM OF LEVEL 3 COMMUNICATIONS, LLC  
IN THE CHAPTER 11 CASE OF ALLEGIANCE TELECOM OF MICHIGAN, INC ,  
BANKRUPTCY CASE NUMBER 03-13079 (BANKR S D N Y)**

The nature and extent of the claims of Level 3 Communications, LLC, 1025 Eldorado Blvd , Broomfield, CO 80021, and affiliated entities, (collectively, “Level 3”) under this Proof of Claim, including, without limitation, the assertion of cumulative remedies (no election of remedies being intended hereby) are asserted herein as (i) secured claims, (ii) unsecured priority claims under §§503(b)(A) and (507)(a)(1) of Title 11 of the United States Code, 11 U S C §101 et seq (the “Bankruptcy Code”), and (iii) unsecured, non-priority claims. Reference is made to that certain Proof of Claim of Level 3 Communications, LLC in the Chapter 11 case of Allegiance Telecom Company Worldwide (“Worldwide”), Bankruptcy Case No 03-13064 (Bankr S D N Y ), (the “Worldwide Proof of Claim”) which Worldwide Proof of Claim is incorporated here by reference as if set forth in full. Level 3 asserts against Allegiance Telecom of Michigan, Inc (“Michigan”) as contingent, unliquidated, secured claims, and as appropriate, as unsecured, priority and non-priority claims all rights under that certain IRU Agreement between Worldwide, as agent for Michigan, Allegiance Telecom of Colorado, Inc and Allegiance Telecom of California, Inc , dated December 30, 1999, as amended or supplemented.