

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

ALLEGIANCE TELECOM, INC , et al,

Case No 03-13057 (RDD)

Debtors

(Jointly Administered)

**ORDER APPROVING STIPULATION BETWEEN THE
DEBTORS AND THE TELEPHONE OPERATING COMPANY
SUBSIDIARIES OF VERIZON COMMUNICATIONS INC**

The Debtors and the telephone operating company subsidiaries of Verizon Communications Inc (collectively, "Verizon") having resolved certain of Verizon's claims and Verizon's objections to confirmation of the Debtors' Second Amended Joint Plan of Reorganization dated April 22, 2004 (the "Plan") in accordance with the terms of the stipulation dated June 7, 2004 ("Stipulation") between Verizon and Allegiance Telecom, Inc et al ("Allegiance") approving the Verizon-Allegiance Settlement Terms dated June 4, 2004, and upon approval of the Debtors' motion dated June 4, 2004 authorizing the filing under seal of certain settlement agreements, including the Stipulation, and upon the *in camera* hearing held on June 7, 2004 to consider approval of the Stipulation, and after due deliberation and sufficient cause appearing therefore as set forth by the Court on the record, it is

ORDERED, that the Stipulation is hereby approved

Dated New York, NY
June 8, 2004

/s/Robert D Drain
HONORABLE ROBERT D DRAIN
UNITED STATES BANKRUPTCY JUDGE

Docket #1465

VERIZON STIPULATION

CONFIDENTIAL – SUBJECT TO BANKRUPTCY COURT ORDER

THE VERIZON STIPULATION HAS BEEN FILED UNDER SEAL

Name of Debtor

Virtualis Systems, Inc

Case Number

03-13109 (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.

Name of Creditor (The person or other entity to whom the debtor owes money or property)

Operating Telephone Subsidiaries of Verizon Communications Inc

(See Exhibit A to Attachment)

Name and address where notices should be sent

Philip D Anker, Esq
Wilmer, Cutler & Pickering
399 Park Avenue
New York, NY 10022
Telephone number (212) 230-8800

- ☐ Check box if you have 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 the address differs from the address on the envelope sent to you by the court.

FILED
U.S. BANKRUPTCY COURT
DISTRICT OF NEW YORK
ALLEGIANCE TELECOM, INC
03-13057 (RRD)

2467

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Account or other number by which creditor identifies debtor

See Exhibits B 1- 3 to Attachment

Check here ☒ replaces a previously filed claim dated July 24, 2003
if this claim ☐ amends (See Exhibit C to Attachment)

1 Basis for Claim

- ☐ Goods sold
- ☒ Services performed
- ☐ Money loaned
- ☐ Personal injury/wrongful death
- ☐ Taxes
- ☒ Other Telecommunications services and facilities and other amounts owed by Debtors (See Attachment)

- ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
- ☐ Wages, salaries, and compensation (fill out below)

Your SS# _____

Unpaid compensation for services performed

from _____ to _____
(date) (date)

RECEIVED

DEC 13 2003

2 Date debt was incurred Various prior to May 14, 2003**3 If court judgment, date obtained** MC**4 Total Amount of Claim at Time Case Filed** \$ 61,532,048.73, plus other amounts described in the Attachment

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 RIGHTS OF SETOFF AND RECOUPMENT

Value of Collateral \$ CURRENTLY UNKNOWN

Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____

6 Unsecured Priority Claim

☐ Check this box if you have an unsecured priority claim.
Amount entitled to priority \$ _____

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 4/1/04 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 the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

Date

November 25, 2003

Sign and print the name and title of any of the creditor or other person authorized to file this claim.

William G. Cummings, Director, Special Assets, Verizon Wholesale Billing

THIS SPACE FOR COURT USE ONLY



01915

IN RE ALLEGIANCE TELECOM, INC , ET AL
CHAPTER 11 CASE NO 03-13057 (RDD) (JOINTLY ADMINISTERED)
UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

**ATTACHMENT TO PROOF OF CLAIM OF
THE OPERATING TELEPHONE COMPANY SUBSIDIARIES OF
VERIZON COMMUNICATIONS INC**

The claims of the operating telephone company subsidiaries of Verizon Communications Inc identified on Exhibit A attached hereto (individually and collectively, "Verizon") arise out of various telecommunications services and facilities provided by Verizon to or for the benefit of Allegiance Telecom, Inc , and its affiliated and subsidiary debtors in these Chapter 11 cases (individually and collectively, the "Debtors"), as well as other amounts owed by the Debtors to Verizon as set forth herein and in the Exhibits attached hereto Those Exhibits provide detailed information with respect to those claims, including (where applicable) the type of service, geographic location, BAN or billing account number, and amount owing by the Debtors with respect to each such BAN or account Those Exhibits, which are incorporated by reference, are as follows

EXHIBIT NO	DESCRIPTION
A	Verizon Operating Telephone Company Subsidiaries Asserting Claims
B 1	Wholesale Accounts
B 2	Enterprise Accounts
B 3	Retail Accounts
C	Previously Filed Claim

This Attachment, including each of its Exhibits, as well as the total dollar amount of this Proof of Claim specified on the proof of claim form, \$61,532,048 73, plus all other amounts described and claimed herein, is based on the preliminary information currently available to Verizon, and is subject to the following

1 Verizon reserves the right to amend, increase the dollar amount, or otherwise adjust its claims set forth in this Proof of Claim, including without limitation based on the identification of additional accounts, additional account activity, additional amounts that may be owing by the Debtors for adjustments due to the Debtors' failure to satisfy the terms and conditions for volume and term or other discounts on pricing, reciprocal compensation or other amounts paid prepetition by Verizon to the Debtors that may be recoverable by Verizon as not properly claimed by or owed to the Debtors, and additional amounts owed by the Debtors Verizon also reserves the right to add claims for damages resulting from the rejection of any executory contracts or unexpired leases

2 To the extent possible, based on the information currently available to Verizon, the Exhibits identify the specific Verizon entities owed, or the region in which the applicable services were provided, the amounts claimed, the type of service, the area and state, and the BAN or account numbers associated with the amounts claimed This information, including Verizon's identification of a specific BAN or account number or other information associated

with the amounts claimed, including, without limitation, the names listed on bills sent by Verizon to the Debtors, is provided solely for convenience and does not affect the substantive claims of Verizon

3 Verizon believes, based on the information currently available to Verizon, that the claims and amounts set forth in this Proof of Claim are owed to Verizon by the operating subsidiaries of Allegiance Telecom, Inc. Out of an abundance of caution, Verizon is filing a substantially identical Proof of Claim in the bankruptcy case of each of the Debtors in the event that one or more of the Debtors other than Allegiance Telecom, Inc. may be liable for any or all of the claims and amounts set forth in this Proof of Claim. Verizon reserves the right to assert that any or all of the Debtors are liable for any and all of the amounts that are the subject of this Proof of Claim.

4 Verizon reserves the right to assert that any or all of the amounts owing to it set forth in this Proof of Claim (as well as additional amounts that have arisen after the applicable Debtor(s) filed their Chapter 11 petitions) are entitled to administrative priority, and to file a motion for payment thereof, under 11 U.S.C. §§ 503(b) and 507(a)(1), to the extent that any such amounts arose on or after the date that the applicable Debtor(s) filed their Chapter 11 petitions. In addition, the claims asserted herein are entitled to priority, under 11 U.S.C. §§ 503(b) and 507(a)(1), as administrative expenses, to the extent that the Debtors in the future assume under 11 U.S.C. § 365 any of the executory contracts or unexpired leases under which any of the claims arise.

5 Verizon does not believe it owes any material amounts arising prepetition to any of the Debtors. To the extent that it may owe any such amounts, the claims asserted in this Proof of Claim are secured, under 11 U.S.C. § 506(a) (and Verizon is entitled to all of the benefits of 11 U.S.C. §§ 506(a) and (b)), to the extent of Verizon's rights of setoff (or recoupment) against any amounts owing or claimed by the Debtors to be owing by Verizon to the Debtors (or any liens Verizon may hold), whether such amounts are in the form of deposits or are currently liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed or otherwise.

6 The documents supporting this Proof of Claim, including the various executory contracts between Verizon and the Debtors, are voluminous and are largely, if not entirely, already in the possession of the Debtors. Nevertheless, Verizon will make supporting documents available upon reasonable request directed to Philip D. Anker, Wilmer Cutler & Pickering, 399 Park Avenue, New York, N.Y. 10022.

7 This Proof of Claim shall not be deemed a consent by Verizon to have any matters relating to any disputed claims heard by the Bankruptcy Court, including, without limitation, any dispute presently or in the future before administrative, regulatory or arbitral forums, or requiring consideration of laws or regulations other than the Bankruptcy Code, nor shall Verizon's submission of this Proof of Claim waive any right of Verizon to have final orders in non-core matters entered only after de novo review by a district judge, or to have the District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or any other rights, claims, actions, defenses, setoffs or recoupments (whether contingent, unliquidated or otherwise) to which Verizon is or may be entitled under any agreements, in law or equity, all of which rights, claims, actions, defenses, setoffs and recoupments (whether contingent, unliquidated or otherwise) are expressly reserved.

Summary of Amounts Identified in Exhibits

Exhibit B 1	Wholesale Accounts	Total = \$59,554,650 74
Exhibit B 2	Enterprise Accounts	Total = \$43,172 53
Exhibit B 3	Retail Accounts	Total = \$1,934,225 46
		Total from all Exhibits = \$61,532,048 73, plus all other amounts described in this Attachment

EXHIBIT A

Verizon Operating Telephone Company Subsidiaries Asserting Claims

Contel of the South Inc d/b/a Verizon North Systems

GTE Midwest Incorporated d/b/a Verizon Midwest

GTE Southwest Incorporated d/d/a Verizon Southwest

Verizon California Inc

Verizon Delaware Inc

Verizon Florida Inc

Verizon Maryland Inc

Verizon New England Inc

Verizon New Jersey Inc

Verizon New York Inc

Verizon North Inc

Verizon Northwest Inc

Verizon Pennsylvania Inc

Verizon South Inc

Verizon Virginia Inc

Verizon Washington, D C Inc

Verizon West Virginia Inc

EXHIBIT B 1

**Accounts from Wholesale Organization of the Operating Telephone Company
Subsidiaries of Verizon Communications Inc**

[SEE FOLLOWING PAGES]

Verizon ACSC, Resale/UNE, B&C, and Recip Comp Groups
Analysis Of Allegiance Telecom, Inc And Affiliates, ACNAs AFY, MWT, AECNs AFYL, ANTS
Customer Filed Chapter 11 Bankruptcy On 5-14-03 In The Bankruptcy Court
For The Southern District of NY, Case #03-13057

Area (specify either East (N) or East (S) or West)	Specify the state in which the service is provided, using 2 position state abbreviation	Type Service Specified as VADI, Access, Collocation, Resale, UNE, B&C/Misc Rec , B&C/Misc Pay , or Recip Comp	List The Pre-Petition BAN	Total Pre-Petition
West	CA	Resale	8181972777	7,770 87
West	CA	Specials	C112MA1092105	730,251 00
West	CA	Specials	C114MC1131105	20,850 88
West	CA	Specials	C11SQA1120106	132,592 12
West	CA	Specials	C11SQA1282107	74,655 25
West	CA	Specials	C11SQA4861105	157,426 53
West	CA	Specials	C11UQC1046105	60 360 24
West	CA	Specials	C11VMA3339106	29,265 76
West	CA	Specials	C11VMA3481106	1,893 26
West	CA	Specials	C11VMA3497106	689 16
West	CA	Specials	C11VMC1196106	33,576 97
West	CA	Specials	C11VMC4529105	1,868,975 43
West	CA	Specials	N31VMA2090106	821 46
West	CA	Switched	C113MA1216105	665 02
West	CA	Switched	C11HMA1128112	246 02
West	CA	Switched	C11HMA1128113	680 38
West	CA	Switched	C11HMA3660110	123,317 78
West	CA	Switched	C11HMA3707110	93,827 90
West	CA	UNE	8181973149	634 438 50
			Sub-total	3,972,304 53
East (S)	DC	Access	202H010031944	875 00
East (S)	DC	Access	202H365607236	2 544 344 64
East (S)	DC	Access	202H460001001	586,209 74
East (S)	DC	Access	202L010557556	42,741 68
East (S)	DC	Access	202L360030236	48,051 54
East (S)	DC	Access	202P905607236	1 628,681 37
East (S)	DC	Collocation	202M017003003	328 632 27
East (S)	DC	Collocation	202Y991019019	373 339 31
East (S)	DC	TTS	4NYN4160T0DC	7 10
East (S)	DC	TTS	4NYN7766T0DC	251 187 62
East (S)	DC	TTS	4NYN7766T1DC	19 177 13
East (S)	DC	TTS	4NYN8992T0DC	13 52
East (S)	DC	TTS	4NYN8992T1DC	6 34
East (S)	DC	UNE	000966289761	418 667 00
East (S)	DC	UNE	000973050099	3 380 07
East (S)	DC	UNE	202U091022736	1,477 414 70
East (S)	DC	UNE P	202Y011265265	5 87
			Sub-total	7,722,734 90
East (S)	DE	TTS	4NYN4190T1DE	0 95
East (S)	DE	TTS	4NYN7766T0DE	10 69
			Sub-total	11 64

West	FL	B&C/Misc	GTEAFY0328SVX	19 191 50
West	FL	LIBD	IN9NIALQRS0210	6,164 59
West	FL	LIBD	IN9NIALQRS0211	2,904 09
West	FL	LIBD	IN9NIALQRS0212	2,926 03
West	FL	LIBD	IN9NIALQRS0303	2,945 00
West	FL	LIBD	IN9NIALQRS0304	2 810 08
West	FL	LIBD	IN9NIALQRS0306	1,285 45
West	FL	Resale	8131972317	8,864 36
West	FL	Specials	F112BA1168105	755,316 83
West	FL	Specials	F114BA1384105	5,230 23
West	FL	Specials	F11SQA4550106	232 659 83
West	FL	Specials	F11UQA1048105	33 261 35
West	FL	Specials	F11VBA4542106	31,955 15
West	FL	Specials	F11VBA4576106	4,115 12
West	FL	Switched	F113BA1383105	1,270 60
West	FL	Switched	F11HBA1912112	11,412 59
West	FL	Switched	F11HFA2406112	7,008 02
West	FL	UNE	8131972525	19 99
West	FL	UNE	8131972734	757,185 94
			Sub-total	1,886,526 75
East (N)	MA	Access	617M010017517	16,115 37
East (N)	MA	Access	617M010023249	288 75
East (N)	MA	Access	617M020123917	130,353 43
East (N)	MA	Access	617M910127120	116,757 18
East (N)	MA	Access	617M910128790	38,982 35
East (N)	MA	Access	617Y550039512	259,626 10
East (N)	MA	Access	617Y770018281	2 552 29
East (N)	MA	Collocation	508K910019309	69,146 46
East (N)	MA	Collocation	508K910045281	4,467 33
East (N)	MA	Collocation	508K910108836	3,234 76
East (N)	MA	Collocation	508K910294407	8,403 22
East (N)	MA	Collocation	508K910295409	4,540 66
East (N)	MA	Collocation	508K910388216	3,499 74
East (N)	MA	Collocation	617K410000321	68,301 07
East (N)	MA	Collocation	617K410043333	28,970 81
East (N)	MA	Collocation	617K410044334	128,136 15
East (N)	MA	Collocation	617K410046924	3 224 24
East (N)	MA	Collocation	617K410053763	138,776 31
East (N)	MA	Collocation	617K410056522	80 226 87
East (N)	MA	Collocation	617K410060517	0 00
East (N)	MA	Collocation	617K410061523	155,530 21
East (N)	MA	Collocation	617K410121759	21,519 19
East (N)	MA	Collocation	617K410122760	3,241 30
East (N)	MA	Collocation	617K410123761	15,574 17
East (N)	MA	Collocation	617K410156913	4,088 87
East (N)	MA	Collocation	617K410157915	2,451 50
East (N)	MA	Collocation	617K910156623	5,783 40
East (N)	MA	Collocation	617K910157624	11,320 51
East (N)	MA	Collocation	617K910158625	26,372 16
East (N)	MA	Collocation	617K910161628	12,822 56
East (N)	MA	Collocation	617K910164631	22 054 98
East (N)	MA	Collocation	617K910216623	14,710 41
East (N)	MA	Collocation	617K910221646	35,331 41
East (N)	MA	Collocation	617K910284837	1,214 46
East (N)	MA	Collocation	617K910289838	4,335 97
East (N)	MA	Collocation	617K910354839	784 72

East (N)	MA	Collocation	617K910356840	2,620 12
East (N)	MA	Collocation	617K910456053	2,464 96
East (N)	MA	Collocation	617K910470658	5,038 94
East (N)	MA	Collocation	617K910510520	10,138 82
East (N)	MA	Resale	6178104858777	938 99
East (N)	MA	TTS	4NYN6168TOMA	12,575 44
East (N)	MA	TTS	4NYN7766TOMA	325,186 37
East (N)	MA	TTS	4NYN7766T1MA	17 557 45
East (N)	MA	TTS	4NYN8378TOMA	4,697 04
East (N)	MA	UNE	6170098452266	0 00
East (N)	MA	UNE	6172665544438	137 46
East (N)	MA	UNE	6178104856777	1,043,022 64
East (N)	MA	UNE	617K400029058	134,378 73
East (N)	MA	UNE	617M400007355	849 286 18
East (N)	MA	UNE	617U080002804	0 00
East (N)	MA	UNE	617U090020346	2,021 49
East (N)	MA	UNE-P	413Y400030587	0 00
East (N)	MA	UNE-P	617Y400033588	0 00
East (N)	MA	VADI	617M140012637	73,608 73
			Sub-total	3,926,412 27
East (S)	MD	Access	301B110006006	5,341 27
East (S)	MD	Access	301B111034034	5,440 41
East (S)	MD	Access	301H010023236	5,558 31
East (S)	MD	Access	301L100500500	62,805 05
East (S)	MD	Access	410H384242242	2,223 83
East (S)	MD	Access	410H902301238	1,112,133 89
East (S)	MD	Access	410L900255238	7 193 94
East (S)	MD	Access	410P902300238	359,288 06
East (S)	MD	Collocation	301Y991012012	1,635,655 00
East (S)	MD	Collocation	410M017004004	1,122,591 65
East (S)	MD	Resale	000180091651	229 90
East (S)	MD	TTS	4NYN4160T0MD	184 66
East (S)	MD	TTS	4NYN4160T1MD	18 39
East (S)	MD	TTS	4NYN7766T0MD	168,895 23
East (S)	MD	TTS	4NYN7766T1MD	12,040 90
East (S)	MD	TTS	4NYN8992T0MD	2 39
East (S)	MD	TTS	4NYN8992T1MD	5 92
East (S)	MD	UNE	000996091449	2,482,430 26
East (S)	MD	UNE	000979850937	12,340 99
East (S)	MD	UNE	410U091020357	668,816 83
			Sub-total	7,663,196 88
West	MI	PICC	M13IFT7660105	379 17
West	MI	Specials	M13SFV1256105	14,313 57
West	MI	Switched	M13DF21047105	28 28
West	MI	Switched	M13DF21075105	1,299 90
West	MI	Switched	M13DF21094105	6 32
West	MI	Switched	MA3DP21018105	0 03
			Sub-total	16,027 27
East (S)	NJ	Access	201D100002772	541,604 34
East (S)	NJ	Access	201H040078775	794,629 44
East (S)	NJ	Access	201H042410760	1,721 396 15
East (S)	NJ	Access	201H042450450	18 030 41
East (S)	NJ	Access	201L100003517	3,075 89
East (S)	NJ	Access	201L101049015	9 970 36
East (S)	NJ	Access	201M991112112	2,690 30

East (S)	NJ	Collocation	201M017000000	2 154 760 91
East (S)	NJ	Collocation	201Y991029029	2,624 322 58
East (S)	NJ	Resale	201X391005999	0 00
East (S)	NJ	TTS	4NYN4145T0NJ	550 84
East (S)	NJ	TTS	4NYN4145T1NJ	1 53
East (S)	NJ	TTS	4NYN7766T0NJ	4,033 23
East (S)	NJ	UNE	609Z371030777	971,021 23
East (S)	NJ	UNE	609Z371032777	2,058 15
East (S)	NJ	UNE	609Z371029777	42 82
East (S)	NJ	UNE	609Z371028777	41,446 54
East (S)	NJ	UNE	201U021017520	413,174 00
East (S)	NJ	UNE-P	201Y041087087	3 21
East (S)	NJ	UNE-P	609Y041085085	0 66
East (S)	NJ	UNE-P	856Y041086086	1 20
			Sub-total	9,302,813 79
East (N)	CT	Resale	212R281951777	398 77
East (N)	NY	Access	212M110032280	29,980 78
East (N)	NY	Access	212M110080702	9,677 09
East (N)	NY	Access	212M110160336	106,004 22
East (N)	NY	Access	212M310000353	605,318 39
East (N)	NY	Access	212M410005349	109,765 03
East (N)	NY	Access	212M520733643	61,891 62
East (N)	NY	Access	212M910158781	649,301 71
East (N)	NY	Access	212M910229725	42,573 65
East (N)	NY	Access	212M910242193	26,954 26
East (N)	NY	Access	212Y130029808	133 06
East (N)	NY	Access	212Y130029808	191 890 68
East (N)	NY	Access	212Y380014754	239 733 11
East (N)	NY	Access	212Y770018478	10,531 66
East (N)	NY	Access	518M110095539	30,807 33
East (N)	NY	Access	914M562148810	1,159 66
East (N)	NY	Collocation	212K410011070	25,606 29
East (N)	NY	Collocation	212K410011311	32,309 05
East (N)	NY	Collocation	212K410014048	222,242 96
East (N)	NY	Collocation	212K410023399	6,402 90
East (N)	NY	Collocation	212K410078620	293,625 72
East (N)	NY	Collocation	212K410079339	8 058 41
East (N)	NY	Collocation	212K410080273	8 038 68
East (N)	NY	Collocation	212K410093019	22 082 64
East (N)	NY	Collocation	212K410096753	342 049 66
East (N)	NY	Collocation	212K410108179	33,915 35
East (N)	NY	Collocation	212K410109678	21,616 71
East (N)	NY	Collocation	212K410115968	25 816 93
East (N)	NY	Collocation	212K410116969	12 197 98
East (N)	NY	Collocation	212K410500855	0 00
East (N)	NY	Collocation	212K430004462	21 938 45
East (N)	NY	Collocation	212K910083578	1,757 40
East (N)	NY	Collocation	212K910148040	144 994 04
East (N)	NY	Collocation	212K910149043	24 003 90
East (N)	NY	Collocation	212K910150044	0 00
East (N)	NY	Collocation	212K910151685	16 159 60
East (N)	NY	Collocation	212K910152686	0 00
East (N)	NY	Collocation	212K910272762	43 856 85
East (N)	NY	Collocation	212K910275314	41,154 81
East (N)	NY	Collocation	212K910278926	46 950 62
East (N)	NY	Collocation	212K910303341	50 105 75
East (N)	NY	Collocation	516K410048947	590 30

East (N)	NY	Collocation	516K410051952	35,095 17
East (N)	NY	Collocation	516K410073057	23,350 80
East (N)	NY	Collocation	516K410074058	10 448 94
East (N)	NY	Collocation	516K410076621	4 823 86
East (N)	NY	Collocation	516K410077184	32,479 73
East (N)	NY	Collocation	516K430011955	96,037 26
East (N)	NY	Collocation	516K430012092	32,199 57
East (N)	NY	Collocation	516K430020983	74,670 42
East (N)	NY	Collocation	516K430021984	883 49
East (N)	NY	Collocation	516K430027387	11 968 64
East (N)	NY	Collocation	516K430055313	40,283 75
East (N)	NY	Collocation	516K910118236	28,821 76
East (N)	NY	Collocation	516K910132239	40 563 73
East (N)	NY	Collocation	516K910135419	47 019 82
East (N)	NY	Collocation	516K910219893	37 313 62
East (N)	NY	Collocation	516K910305156	22,756 43
East (N)	NY	Collocation	516K910306157	33 581 05
East (N)	NY	Collocation	516K910307369	33,435 27
East (N)	NY	Collocation	516K910308370	28,376 71
East (N)	NY	Collocation	718K410000061	17,353 32
East (N)	NY	Collocation	718K410007612	10,029 50
East (N)	NY	Collocation	718K410052995	18,139 14
East (N)	NY	Collocation	718K410056622	11,102 73
East (N)	NY	Collocation	718K410057425	2,453 37
East (N)	NY	Collocation	718K410058427	2,582 92
East (N)	NY	Collocation	718K410059429	1,302 50
East (N)	NY	Collocation	718K410060014	4,493 82
East (N)	NY	Collocation	718K410061017	27,301 16
East (N)	NY	Collocation	718K410062333	18 580 16
East (N)	NY	Collocation	718K410063329	11,255 46
East (N)	NY	Collocation	718K410064330	12,879 43
East (N)	NY	Collocation	718K410070120	50,429 78
East (N)	NY	Collocation	718K410071069	18,508 76
East (N)	NY	Collocation	718K410072122	59,955 51
East (N)	NY	Collocation	718K410073124	95,526 90
East (N)	NY	Collocation	718K410074126	92 638 34
East (N)	NY	Collocation	718K410075177	140,984 91
East (N)	NY	Collocation	718K410091948	7,081 79
East (N)	NY	Collocation	718K410092949	61,878 76
East (N)	NY	Collocation	718K410093950	19 527 14
East (N)	NY	Collocation	718K410094951	33,639 12
East (N)	NY	Collocation	718K410127916	7 832 06
East (N)	NY	Collocation	718K410128864	16,282 40
East (N)	NY	Collocation	718K410129865	16 303 54
East (N)	NY	Collocation	718K410131074	32,546 44
East (N)	NY	Collocation	718K410132613	24,021 19
East (N)	NY	Collocation	718K410500062	231,297 73
East (N)	NY	Collocation	718K430001451	12,848 59
East (N)	NY	Collocation	718K910004982	17,023 45
East (N)	NY	Collocation	718K910025155	20,806 04
East (N)	NY	Collocation	718K910032371	14,538 29
East (N)	NY	Collocation	718K910109073	105,980 52
East (N)	NY	Collocation	718K910141462	65 452 28
East (N)	NY	Collocation	718K910326237	26,522 07
East (N)	NY	Collocation	718K910329238	57,819 54
East (N)	NY	Collocation	718K910330240	4,765 01
East (N)	NY	Collocation	718K910338133	147 419 04
East (N)	NY	Collocation	718K910339374	105 497 64

East (N)	NY	Collocation	718K910341591	51,542 59
East (N)	NY	Collocation	914K410025334	26 925 08
East (N)	NY	Collocation	914K410057866	92,493 83
East (N)	NY	Collocation	914K410058867	160,305 93
East (N)	NY	Collocation	914K410059868	4,228 84
East (N)	NY	Collocation	914K430005548	79,296 73
East (N)	NY	Collocation	914K910196082	107,486 14
East (N)	NY	Collocation	914K910218485	114,842 58
East (N)	NY	Collocation	914K910220417	33,190 23
East (N)	NY	Collocation	914K910221418	27,697 48
East (N)	NY	Collocation	914K910224153	28,092 31
East (N)	NY	Collocation	914K910226337	28,157 18
East (N)	NY	Collocation	914K910227339	38,039 60
East (N)	NY	Collocation	914K910230375	54,743 15
East (N)	NY	General	212OAABDB0702	437 79
East (N)	NY	Resale	203Q010017017	2 62
East (N)	NY	Resale	212R281941777	19,325 18
East (N)	NY	Resale	212R281942777	10,045 79
East (N)	NY	Resale	212R281943777	13,716 89
East (N)	NY	Resale	212R281944777	35,238 30
East (N)	NY	Resale	212R281945777	20,848 25
East (N)	NY	Resale	212R281946777	3,817 97
East (N)	NY	Resale	212R281947777	137 99
East (N)	NY	Resale	212R281948777	16,595 93
East (N)	NY	Resale	212R281949777	507 59
East (N)	NY	Resale	212R281950777	5,011 76
East (N)	NY	Resale	212R28193777	725 03
East (N)	NY	TTS	4NYN7766T0NY	344,467 76
East (N)	NY	TTS	4NYN7766T1NY	487 88
East (N)	NY	TTS	4NYN8378T0NY	849 71
East (N)	NY	UNE	7188547111759	99 22
East (N)	NY	UNE	212Q444658478	661 90
East (N)	NY	UNE	212R281938777	3,982,716 99
East (N)	NY	UNE	212R281939777	1,123 46
East (N)	NY	UNE	212R261201969	1,211 61
East (N)	NY	UNE	212M400000654	447,374 82
East (N)	NY	UNE	212M400050310	234,688 31
East (N)	NY	UNE	212U080002408	0 00
East (N)	NY	UNE	212U090020073	11,638 90
East (N)	NY	UNE	212U100002332	29,536 76
East (N)	NY	UNE-P	315Y400002931	0 00
East (N)	NY	UNE-P	518Y400004933	0 00
East (N)	NY	UNE-P	607Y400002932	0 00
East (N)	NY	UNE-P	716Y400005929	0 00
East (N)	NY	UNE P	914Y400001930	0 00
			Sub-total	11,848,616 47
West	OH	Access	M16EF21028105	1,353 15
			Sub-total	1,353 15
West	OR	LIBD	IN9NIALLOQRS0210	5,933 08
West	OR	LIBD	IN9NIALLOQRS0211	5 545 60
West	OR	LIBD	IN9NIALLOQRS0212	4 158 11
West	OR	LIBD	IN9NIALLOQRS0303	4 547 71
West	OR	LIBD	IN9NIALLOQRS0304	4,793 74
West	OR	LIBD	IN9NIALLOQRS0306	2,158 10
West	OR	Resale	5031971687	17 90
West	OR	Specials	N142QA1391105	204 965 43

West	OR	Specials	N144QA1667105	74 51
West	OR	Specials	N14SQA1557107	0 62
West	OR	Specials	N14SQA1598107	22,238 43
West	OR	Specials	N14SQA1673107	9 104 75
West	OR	Specials	N14SQC1714107	4,093 65
West	OR	Specials	N14UQA1090105	7 603 06
West	OR	Specials	N14VQA1726107	12 496 77
West	OR	SS7	IN9NIALGSS71102	1,173 36
West	OR	SS7	IN9NIALGSS71202	3,851 42
West	OR	SS7	IN9NIALGSS71203	4,678 86
West	OR	SS7	IN9NIALGSS70303	4,476 02
West	OR	SS7	IN9NIALGSS70403	4,416 62
West	OR	SS7	IN9NIALGSS70503	1,967 84
West	OR	Switched	N143QA1666105	170 12
West	OR	Switched	N14HQA3767112	789 16
West	OR	Switched	N14HQA3936112	4,106 46
West	OR	UNE	5411971217	3 418 37
West	OR	UNE	5411971227	113,734 44
			Sub-total	430,514 13
East (S)	PA	Access	215D010349349	696,885 01
East (S)	PA	Access	215H014484484	967 217 34
East (S)	PA	Access	215L010088088	42,131 89
East (S)	PA	Access	215L010557556	52,521 05
East (S)	PA	Access	215L011550550	185,389 66
East (S)	PA	Access	215M974001549	1,284 99
East (S)	PA	Access	215N523168168	197,515 06
East (S)	PA	Access	412D010051051	50 390 13
East (S)	PA	Access	412H500238237	155,588 71
East (S)	PA	Access	412H500238238	37 556 36
East (S)	PA	Access	412H500242242	575 00
East (S)	PA	Access	412L010022022	4 193 96
East (S)	PA	Access	717H504346346	1,143 06
East (S)	PA	Collocation	215Y991040040	2,048,903 43
East (S)	PA	Collocation	610M017003003	2 032 994 06
East (S)	PA	Resale	2151371013777	281 79
East (S)	PA	Slamming	215IU07621102	27 75
East (S)	PA	TTS	4NYN4190T0PA	396 68
East (S)	PA	TTS	4NYN4190T1PA	56 65
East (S)	PA	TTS	4NYN7766T0PA	106 032 72
East (S)	PA	UNE	7171011186777	25 530 54
East (S)	PA	UNE	7171171099777	2,211 525 05
East (S)	PA	UNE	7171171101777	57,861 95
East (S)	PA	UNE	215U041024024	1 015,890 66
East (S)	PA	UNE	412U010010197	337 14
East (S)	PA	UNE	412U040003324	13,085 33
East (S)	PA	UNE	412U041096096	59 721 88
			Sub-total	9,965,037 85
West	PA	Access	M18EF21001105	3 961 64
West	PA	UNE	101507566	9 772 55
West	PA	UNE	101510698	0 00
			Sub-total	13,734 19
West	TX	LIBD	IN9NIALLQRS0210	82 48
West	TX	LIBD	IN9NIALLQRS0211	82 11
West	TX	LIBD	IN9NIALLQRS0212	79 02
West	TX	LIBD	IN9NIALLQRS0303	35 62

West	TX	LIBD	IN9NIALQRS0304	28 27
West	TX	LIBD	IN9NIALQRS0306	118 58
West	TX	Resale	9031971282	10 40
West	TX	Resale	9721972518	955 15
West	TX	Specials	S154AA1209105	2 599 82
West	TX	Specials	S156AN5799105	7 150 02
West	TX	Specials	S15EAN6874115	5,704 61
West	TX	Specials	S15SAA3195105	31 636 35
West	TX	Specials	S15SAA4234105	212,744 09
West	TX	Specials	S15SAA4435105	47 283 15
West	TX	Specials	S15SAC3270105	37,892 33
West	TX	Specials	S15UAA1002105	9 516 85
West	TX	Specials	S15VAA4339105	260 20
West	TX	SS7 Signaling	995IU00010403	825 00
West	TX	SS7 Signaling	995IU00010503	825 00
West	TX	Switched	S15HGA1642106	23,303 27
West	TX	Switched	S15HGA1643106	6 815 68
West	TX	UNE	9721970063	94,494 23
			Sub-total	482,442 23
East (S)	VA	Access	703B111035035	1 636 22
East (S)	VA	Access	703H460001001	48,334 53
East (S)	VA	Collocation	703M017004004	490,221 77
East (S)	VA	Collocation	703Y991035035	535,230 85
East (S)	VA	TTS	4GTE4160T1VA	5 70
East (S)	VA	TTS	4NYN4160T0VA	8 71
East (S)	VA	TTS	4NYN4160T1VA	2 50
East (S)	VA	TTS	4NYN7766T0VA	120,573 95
East (S)	VA	TTS	4NYN7766T1VA	14 398 47
East (S)	VA	UNE	000101579881	745 318 24
East (S)	VA	UNE	000170091661	3 029 78
East (S)	VA	UNE-P	540Y011267267	0 00
East (S)	VA	UNE-P	757Y011268268	0 00
East (S)	VA	UNE-P	804Y011264264	0 00
			Sub-total	1,958,760 72
West	WA	Resale	3601971552	1 000 98
West	WA	Resale	5091971623	6 12
West	WA	Specials	N152QA1253105	8,981 59
West	WA	Specials	N154QA1346105	11,598 21
West	WA	Specials	N15SQA3698106	39,899 68
West	WA	Specials	N15SQA3906106	2,017 48
West	WA	Specials	N15UQ11000105	3,044 42
West	WA	Specials	N15UQA1100105	1 623 23
West	WA	Specials	N15VQC2127107	0 01
West	WA	Specials	N15VQC3300106	57,046 27
West	WA	Switched	N153QA1303105	295 00
West	WA	Switched	N15HQA1178112	28 001 43
West	WA	Switched	N15HQA4906111	9 890 27
West	WA	UNE	3601971554	200,759 28
			Sub-total	364,163 97
			Grand total	59,554,650 74

EXHIBIT B 2

**Accounts from Enterprise Solutions Group of the Operating Telephone Company
Subsidiaries of Verizon Communications Inc**

[SEE FOLLOWING PAGES]

Account Name	State	Account Number	PrePetition Amount
ALLEGIANCE TELECOM	DC	202 V36 9031 890	\$ 2,399 51
ALLEGIANCE TELECOM INC	MD	410 J95 1321 839	\$ 405 61
ALLEGIANCE TELECOM WRL	MD	301 J95 0324 740	\$ 1,827 73
ALLEGIANCE TELECOM	NY	914 M56-2148 810	\$ 1,159 66
ALLEGIANCE TELECOM	PA	215 N60 0840 612	\$ 1,694 35
ALLEGIANCE TELECOM	PA	215 N60 0841 010	\$ 2,076 59
ALLEGIANCE TELECOM	PA	215 N60 0842 618	\$ 1,593 28
ALLEGIANCE TELECOM	PA	215 N60 0843 613	\$ 929 39
ALLEGIANCE TELECOM	PA	215 N60 0845 617	\$ 1,533 22
ALLEGIANCE TELECOM	PA	215 N60 0849 616	\$ 1,640 41
ALLEGIANCE TELECOM	PA	215 N60 0850 614	\$ 1,218 76
ALLEGIANCE TELECOM	PA	412 N60 0254 206	\$ 5,953 67
ALLEGIANCE TELECOM	PA	717 N60 0163 930	\$ 1,496 47
ALLEGIANCE TELECOM CO	PA	215 N60 0688 551	\$ 13,270 00
ALLEGIANCE TELECOM	TX	VS57710	\$ 3,706 00
ALLEGIANCE TELECOM	VA	301 V36 8121 846	\$ 2,267 88
			\$ 43,172 53

EXHIBIT B 3

Accounts from Retail Organization of the Operating Telephone Company
Subsidiaries of Verizon Communications Inc

[SEE FOLLOWING PAGES]

State	Customer Name	ACCT #	Term Date	Type	Bill Cycle	Tot Amt Due	AMB
	VERIZON CALIFORNIA, INC						
CA	ALLEGIANCE	6269117884	99991231	B	10	\$ 786 85	\$ 386 92
CA	ALLEGIANCE	6269117883	99991231	B	07	\$ 94 38	\$ 31 17
CA	ALLEGIANCE	6269117885	99991231	B	13	\$ 124 82	\$ 31 65
CA	ALLEGIANCE	6269117886	99991231	B	16	\$ 155 51	\$ 32 13
CA	ALLEGIANCE	8189117719	99991231	B	25	\$ 104 27	\$ 34 18
CA	ALLEGIANCE	8189117720	99991231	B	28	\$ 71 16	\$ 35 86
CA	ALLEGIANCE	8189117721	99991231	B	01	\$ 35 81	\$ 35 81
CA	ALLEGIANCE	8189117722	99991231	B	04	\$ 33 63	\$ 33 63
CA	ALLEGIANCE	9099117764	99991231	B	10	\$ 134 41	\$ 34 08
CA	ALLEGIANCE	9099117755	99991231	B	13	\$ 134 41	\$ 34 08
CA	ALLEGIANCE	9099117766	99991231	B	16	\$ 168 00	\$ 34 61
CA	ALLEGIANCE	9099117827	99991231	B	19	\$ 133 32	\$ 34 07
CA	ALLEGIANCE	9099117765	99991231	B	13	\$ 133 32	\$ 34 07
CA	ALLEGIANCE	9099117828	99991231	B	22	\$ 99 48	\$ 33 56
CA	ALLEGIANCE	9099117830	99991231	B	28	\$ 66 47	\$ 33 09
CA	ALLEGIANCE	9099117829	99991231	B	25	\$ 134 42	\$ 34 08
CA	ALLEGIANCE	7149117849	99991231	B	25	\$ 129 64	\$ 32 87
CA	ALLEGIANCE	7149117858	99991231	B	22	\$ 551 85	\$ 186 19
CA	ALLEGIANCE	7149117853	99991231	B	07	\$ 563 91	\$ 186 29
CA	ALLEGIANCE	7149117857	99991231	B	19	\$ 65 29	\$ 31 86
CA	ALLEGIANCE	7149117852	99991231	B	04	\$ 31 86	\$ 31 86
CA	ALLEGIANCE	7149117859	99991231	B	25	\$ 745 85	\$ 189 14
CA	ALLEGIANCE	7149117879	99991231	B	25	\$ 129 64	\$ 32 87
CA	ALLEGIANCE	7149117856	99991231	B	16	\$ 162 53	\$ 33 37
CA	ALLEGIANCE	7149117850	99991231	B	28	\$ 368 75	\$ 183 55
CA	ALLEGIANCE TELCOM	3109117830	99991231	B	28	\$ 67 66	\$ 33 68
CA	ALLEGIANCE TELCOM	3109117828	99991231	B	22	\$ 101 26	\$ 34 16
CA	ALLEGIANCE TELCOM	3109117827	99991231	B	19	\$ 67 31	\$ 33 63
CA	ALLEGIANCE TELCOM	3109117829	99991231	B	25	\$ 136 83	\$ 34 69
CA	ALLEGIANCE TELCOM	3101670315	99991231	B	13	\$ 6 372 62	\$ 1 300 86
CA	ALLEGIANCE TELCOM	310UHA1964	99991231	B	10	\$ 7 688 52	\$ 1 321 13
CA	ALLEGIANCE TELCOM	9091671344	99991231	B	10	\$ 1 904 91	\$ 327 36
CA	ALLEGIANCE TELCOM	7141678788	99991231	B	22	\$ 4 841 61	\$ 832 26
CA	ALLEGIANCE TELCOM	7141679474	99991231	B	10	\$ 11 456 23	\$ 1 968 54
CA	ALLEGIANCE TELCOM	7141676874	99991231	B	10	\$ 11 456 23	\$ 1 968 54
CA	ALLEGIANCE TELCOMS INC	5629117836	99991231	B	16	\$ 165 83	\$ 34 03
CA	ALLEGIANCE TELCOMS INC	5629117838	99991231	B	22	\$ 97 92	\$ 33 02
CA	ALLEGIANCE TELCOMS INC	5629117837	99991231	B	19	\$ 97 92	\$ 33 02
CA	ALLEGIANCE TELCOMS INC	5629117835	99991231	B	13	\$ 132 26	\$ 33 53
CA	ALLEGIANCE TELECOM	6263697808	99991231	B	22	\$ 28 40	\$ 28 40
CA	ALLEGIANCE TELECOM	6265814758	99991231	B	22	\$ 32 13	\$ 32 13
CA	ALLEGIANCE TELECOM	8183664076	99991231	B	16	\$ 64 23	\$ 64 23
CA	ALLEGIANCE TELECOM	3102079746	99991231	B	16	\$ 31 94	\$ 31 94
CA	ALLEGIANCE TELECOM	310UH03538	99991231	B	22	\$ 1 487 06	\$ 742 95
CA	ALLEGIANCE TELECOM	310UH03537	99991231	B	19	\$ 3 028 38	\$ 766 68
CA	ALLEGIANCE TELECOM	3103996588	99991231	B	22	\$ 65 82	\$ 65 82
CA	ALLEGIANCE TELECOM	3104341998	99991231	B	22	\$ 31 14	\$ 31 14
CA	ALLEGIANCE TELECOM	3102681952	99991231	B	04	\$ 65 24	\$ 65 24
CA	ALLEGIANCE TELECOM	4083581444	99991231	B	10	\$ 1 749 47	\$ 867 14
CA	ALLEGIANCE TELECOM	9099484338	99991231	B	22	\$ 1 137 90	\$ 1 137 90
CA	ALLEGIANCE TELECOM	9094767422	99991231	B	04	\$ 37 54	\$ 37 54
CA	ALLEGIANCE TELECOM	9094607613	99991231	B	07	\$ 58 25	\$ 58 25

CA	ALLEGIANCE TELECOM	9099315162	99991231 B	04	\$	58 33	\$	58 33
CA	ALLEGIANCE TELECOM	9096274652	99991231 B	04	\$	58 25	\$	58 25
CA	ALLEGIANCE TELECOM	5625961858	99991231 B	22	\$	31 25	\$	31 25
CA	ALLEGIANCE TELECOM	7148483938	99991231 B	22	\$	32 13	\$	32 13
CA	ALLEGIANCE TELECOM	7149019938	99991231 B	22	\$	31 83	\$	31 83
CA	ALLEGIANCE TELECOM	714UH00253	99991231 B	07	\$	5 361 11	\$	1 828 11
CA	ALLEGIANCE TELECOM	714UH00254	99991231 B	10	\$	9 217 45	\$	1 887 51
CA	ALLEGIANCE TELECOM INC	7604160033	99991231 B	07	\$	266 39	\$	266 39
CA	ALLEGIANCE TELECOM INC	9093831203	99991231 B	07	\$	62 89	\$	62 89
CA	COAST TO COAST	6268522767	19961211 B	16	\$	2 724 35	\$	2 000 00
CA	COAST TO COAST	3108205353	20020116 B	25	\$	0 60	\$	
CA	COAST TO COAST	6619498566	19970924 B	07	\$		\$	
CA	COAST TO COAST	9094854708	19980708 B	19	\$	259 46	\$	260 00
CA	COAST TO COAST	5624264221	19981009 B	25	\$	237 19	\$	230 00
CA	COAST TO COAST	7148419530	19960614 B	07	\$	389 54	\$	300 00
CA	COAST TO COAST	8009811900	19960902 B	28	\$	117 28	\$	
CA	COAST TO COAST	8006756600	19970103 B	10	\$	106 66	\$	100 00
CA	COAST TO COAST	7602465400	19970212 B	07	\$	280 61	\$	280 00
CA	COAST TO COAST	5595922459	99991231 B	16	\$	181 00	\$	180 00
CA	COAST TO COAST	7079234200	99991231 B	01	\$	200 19	\$	181 00
					\$	77 180,70	\$	21 506 49
VERIZON FLORIDA, INC								
FL	ALLEGIANCE TELECOM INC	8139335276	99991231 B	16	\$	103 12	\$	51 94
FL	ALLEGIANCE TELECOM INC	8135710956	99991231 B	16	\$	100 34	\$	50 54
FL	ALLEGIANCE TELECOM INC	8131EV1313	99991231 B	16	\$	330 75	\$	166 64
FL	ALLEGIANCE TELECOM INC	8131DH4268	99991231 B	16	\$	1 567 88	\$	789 95
FL	ALLEGIANCE TELECOM INC	8131EV1311	99991231 B	16	\$	352 55	\$	177 62
FL	ALLEGIANCE TELECOM INC	8138888875	99991231 B	13	\$	190 04	\$	95 72
FL	ALLEGIANCE TELECOM INC	8138720453	99991231 B	07	\$	46 95	\$	46 95
FL	ALLEGIANCE TELECOM INC	8131EV1315	99991231 B	16	\$	354 16	\$	178 44
FL	ALLEGIANCE TELECOM INC	8131DH4276	99991231 B	16	\$	1 192 89	\$	403 18
FL	ALLEGIANCE TELECOM INC	8131EV1317	99991231 B	16	\$	354 16	\$	178 44
FL	ALLEGIANCE TELECOM INC	7275259076	99991231 B	16	\$	109 90	\$	56 53
FL	ALLEGIANCE TELECOM INC	7273196593	99991231 B	07	\$	53 53	\$	53 53
FL	ALLEGIANCE TELECOM INC	7273445816	99991231 B	16	\$	104 00	\$	52 24
FL	ALLEGIANCE TELECOM INC	7273216543	99991231 B	07	\$	47 10	\$	47 10
FL	ALLEGIANCE TELECOM INC	7275843675	99991231 B	13	\$	89 50	\$	45 08
FL	ALLEGIANCE TELECOM INC	7275365666	99991231 B	16	\$	103 48	\$	52 12
FL	ALLEGIANCE TELECOM INC	7275367835	99991231 B	13	\$	89 50	\$	45 08
FL	ALLEGIANCE TELECOM INC	7277855623	99991231 B	07	\$	46 95	\$	46 95
FL	ALLEGIANCE TELECOM INC	7279398026	99991231 B	16	\$	107 23	\$	55 83
FL	ALLEGIANCE TELECOM INC	7278457096	99991231 B	16	\$	97 80	\$	49 26
FL	ALLEGIANCE TELECOM OF	8136266647	99991231 B	19	\$	2 364 79	\$	1 197 81
FL	ALLEGIANCE TELECOM OF FLA	8133484657	99991231 B	19	\$	2 521 11	\$	1 269 86
FL	COAST TO COAST	8137827447	99991231 B	19	\$	191 35	\$	191 35
FL	COAST TO COAST TELCOM	8139849508	19981027 B	16	\$	259 08	\$	
FL	COAST TO COAST TELECOM	8139140600	19981110 B	19	\$	1 987 03	\$	
					\$	12 765 19	\$	5,302 16
VERIZON NORTHWEST INC								
WA	ALLEGIANCE TELECOM	425EP00011	99991231 B	01	\$	285 72	\$	47 62
WA	ALLEGIANCE TELECOM	425EP00010	99991231 B	28	\$	534 00	\$	89 00
WA	ALLEGIANCE TELECOM INC	4256409743	99991231 B	07	\$	42 48	\$	40 00
WA	ALLEGIANCE TELECOM INC	4258615992	99991231 B	04	\$	97 71	\$	100 00
WA	COAST TO COAST	3605681835	20011128 B	19	\$		\$	

WA	COAST TO COAST	3605684554	99991231 B	19	\$		\$
WA	COAST TO COAST	3603324077	99991231 B	22	\$	172 12	\$ 170 00
WA	COAST TO COAST COMMUNICATNS	8002627830	19961206 B	16	\$	237 59	\$
ID	COAST TO COAST	2082675214	20020727 B	10	\$		\$
ID	COAST TO COAST	8772321382	20020109 B	19	\$	106 92	\$
ID	COAST TO COAST	2082675214	20021207 B	16	\$	31 23	\$
ID	COAST TO COAST	2082638938	19990510 B	01	\$	324 98	\$
OR	ALLEGIANCE TELECOM	5036205749	99991231 B	25	\$	155 72	\$ 78 35
OR	ALLEGIANCE TELECOM	5036206008	99991231 B	22	\$	393 78	\$ 395 00
OR	ALLEGIANCE TELECOM INC	5036394778	99991231 B	22	\$	78 05	\$ 75 00
OR	ALLEGIANCE TELECOM INC	5036413358	99991231 B	22	\$	76 32	\$ 75 00
					\$	2 536 62	\$ 1,069 97
	VERIZON NORTH INC						
OH	COAST TO COAST	9378336026	20010326 B	19	\$		\$
					\$		
	VERIZON SOUTHWEST INC						
TX	ALLEGIANCE TELECOM INC	2143300100	20010307 B	16	\$	1 807 33	\$
TX	COAST TO COAST COMMUNICATION	2812083202	19991021 B	13	\$	684 42	\$
					\$	2,491 75	\$ -

Customer Name	Address Line 1	Address line 2	Account Number	Telephone Number	Last Bill Date	CSG	Total Amount Due	AMB	STATE
VERIZON VIRGINIA INC									
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	17232444	7034514850	5/2/2003		\$53 76		\$58 VA
ALLEGIANCE TELECOM	%LINE COST 5B	9201 N CENTRAL EXPY	43671833	8047881040	5/17/2003		\$278 22		\$62 VA
ALLEGIANCE TELECOM INC	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPY	77506936	7035913743	5/20/2003		\$45 59		\$23 VA
ALLEGIANCE TELECOM INC	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPY	76671973	7035069453	5/16/2003		\$53 59		\$54 VA
ALLEGIANCE TELECOM INC VA	ATTM JACKIE JACKSON	1950 N STEMMONS FWY	817554157	239251006	5/25/2003		\$1 623 67		\$541 VA
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	96960930	237744092	5/13/2003		\$739 80		\$184 VA
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	59883044	235055280	5/13/2003		\$483 80		\$107 VA
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	74065645	231054559	5/13/2003		\$551 28		\$122 VA
ALLEGIANCE TELECOM	% LINE COST 5B	9201 N CENTRAL EXPY	763475790	227614059	5/10/2003		\$1 965 38		\$493 VA
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	20749715	217684530	5/22/2003		\$6 625 67		\$1 469 VA
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	19355612	217684516	5/2/2003		\$1 943 35		\$483 VA
ALLEGIANCE TELECOM	ATTN JACKIE JACKSON	SUITE 3026	123007757	215257080	5/1/2003		\$191 61		\$40 VA
ALLEGIANCE TELECOM	ATTN JACKIE JACKSON	SUIT 30126	115423612	215256701	5/1/2003		\$369 68		\$102 VA
ALLEGIANCE TELECOM	ATTN JACKIE JACKSON	SUITE 3026	125852517	211794023	5/1/2003		\$96 66		\$25 VA
							\$15,022 06		\$3,759 81
VERIZON MARYLAND INC									
ALLEGIANCE TELECOM	%ACCT PYBL SUIT 3026	1950 N STEMMONS FREEWAY	122415636	5716339888	5/10/2003		\$57 67		\$58 MD
COAST TO COAST INC	FOR DUCLAW BREWING	P O BOX 478	140552134	4437559552	5/17/2003		\$543 52		\$170 MD
COAST TO COAST INC	FOR DUCLAW BREWING CO II	P O BOX 478	139455857	4437559551	5/17/2003		\$359 95		\$111 MD
COAST TO COAST TELECOM	FOR GEO S DELI	P O BOX 478	63507156	4108379899	5/13/2003		\$574 18		\$179 MD
ALLEGIANCE TELECOM I C25	% ACCOUNTS PAYABLE	9201 N CENTRAL EXPY	80588411	4107408347	5/13/2003		\$87 53		\$44 MD
ALLEGIANCE TELECOM	9TH FLR ACCTS PYBL	1349 EMPIRE CENTRAL	98393996	4107371588	5/25/2003		\$118 18		\$24 MD
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	46881360	4107273250	5/7/2003		\$2 751 50		\$669 MD
COAST TO COAST INC	FOR FOX S CUT RATE	PO BOX 478	54921009	4106699502	5/4/2003		\$736 30		\$231 MD
ALLEGIANCE TELECOM	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPY	93784848	4106597381	5/20/2003		\$309 53		\$51 MD
ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPY	FLR 5 B ACCTS PAYABLE	69529182	4106591473	5/20/2003		\$88 60		\$44 MD
ALLEGIANCE TELECOM INC DC	STE 3026	1950 N STEMMONS FWY	946000590	4106365900	5/11/2003		\$4 649 29		\$471 MD
COAST TO COAST INC	FOR DUCLAW BREWING CO	PO BOX 478	45086013	4105699070	5/29/2003		\$152 14		\$26 MD
COAST TO COAST INC	FOR DUCLAW BREWING CO	PO BOX 478	45086012	4105699045	5/29/2003		\$290 14		\$87 MD
COAST TO COAST INC	% HAVEN HOUSE	PO BOX 723	61988017	4103929829	5/29/2003		\$25 00		\$25 MD
ALLEGIANCE TELECOM	ATTN LINE COST	9201 N CENTRAL EXPY	127979867	4103775800	5/16/2003		\$446 78		\$72 MD
ALLEGIANCE TELECOM	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPY	73502670	4103473350	5/14/2003		\$333 65		\$300 MD
ALLEGIANCE TELECOM INC	5TH FLOOR	9201 N CENTRAL EXPY	76833973	4102437561	5/7/2003		\$92 75		\$93 MD
ALLEGIANCE TELECOM	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPY	76352158	3019639348	5/20/2003		\$90 88		\$46 MD
ALLEGIANCE TELECOM	% LINE COST 5B	9201 N CENTRAL EXPRSWY	23784642	3016573547	5/10/2003		\$8 888 59		\$1 994 MD
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	16477238	3016573487	5/10/2003		\$9 001 69		\$2 717 MD
ALLEGIANCE TELECOM INC	ATTN JACKIE JACKSON	1950 N STEMMONS FWY	614744011	3016561956	5/25/2003		\$6 981 28		\$1 510 MD
ALLEGIANCE TELECOM INC	ATTN JACKIE JACKSON	1950 N STEMMONS FWY	601228337	3012943283	5/25/2003		\$1 05		\$5 MD
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	25368622	3012157909	5/2/2003		\$20 073 68		\$4 982 MD
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	19058359	3012156937	5/2/2003		\$353 84		\$88 MD
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	38161366	3012154591	5/2/2003		\$2 413 10		\$599 MD
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	39002068	3012154590	5/2/2003		\$2 419 23		\$600 MD
		TOTAL					\$61 840		\$15,198
VERIZON WASHINGTON DC									
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	63419465	2027852027	5/23/2003		\$219 22		\$45 DC
ALLEGIANCE TELECOM INC DC	ATTN JACKIE JACKSON	1950 N STEMMONS FWY	966281606	2027830140	5/11/2003		\$3 68		\$5 DC
ALLEGIANCE TELECOM	LINE COST 5B	9201 N CENTRAL EXPY	17033051	2023317468	5/28/2003		\$3 428 88		\$1 029 DC
ALLEGIANCE TELECOM	9201 N CENTRAL EXPRSWY	FLOOR 5B	79157810	2022230041	5/4/2003		\$157 77		\$80 DC
Total							\$3 809 55		\$1 158 69

VERIZON NEW ENGLAND

Customer Name	Address Line 1	Address line 2	Account Number	Telephone Number	Last Bill Date	CSG	Total Amount Due	AMB	STATE
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178104704945	6178104704	5/8/2003	77	\$0 00		\$2
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6178071972090	6178071972	5/2/2003	R02	\$0 00		\$14
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6178071977741	6178071977	5/2/2003	R02	\$0 00		\$14
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170068318870	6170068318	5/5/2003	R02	\$0 00		\$14
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170098595392	6170098595	5/10/2003	R02	\$0 00		\$14
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170072269829	6170072269	5/14/2003	R02	\$0 00		\$14
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170033102722	6170033102	5/23/2003	R02	\$0 00		\$14
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178101293083	6178101293	5/8/2003	R02	\$0 00		\$26
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3206	6170098435250	6170098435	5/10/2003	R02	\$0 00		\$29
ALLEGIANCE TELECOM	STE 3026	1950 STEMMONS FRWY	6178156839894	6178156839	5/2/2003	77	\$590 27		\$37
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6178105160916	6178105160	5/8/2003	R02	\$0 00		\$39
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170102256496	6170102256	5/8/2003	R02	\$0 00		\$43
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170017407966	6170017407	5/13/2003	R02	\$0 00		\$46
ALLEGIANCE TELECOM	9201 N CENTRAL XPRSWY	DALLAS TX 75231	6172419051042	6172419051	5/22/2003	45D	\$91 82		\$46
ALLEGIANCE TELECOM	9201 N CENTRAL EXPWY	FLR 5 B	7817216975731	7817216975	5/19/2003	45D	\$49 08		\$49
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170033101980	6170033101	5/23/2003	R02	\$0 00		\$58
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6170068250725	6170068250	5/5/2003	R02	\$0 00		\$77
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6178105158992	6178105158	5/8/2003	R02	\$0 00		\$87
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6178071969087	6178071969	5/2/2003	R02	\$0 00		\$115
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6170027858744	6170027858	5/22/2003	R02	\$0 00		\$204
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FREEWAY	6170017308704	6170017308	5/13/2003	R02	\$0 00		\$360
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6178057345730	6178057345	5/20/2003	R02	\$0 00		\$712
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178100442912	6178100442	5/8/2003	R02	\$0 00		\$949
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178100443912	6178100443	5/8/2003	R02	\$0 00		\$1 217
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170083460575	6170083460	5/1/2003	R02	\$0 00		\$1 263
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6178071967086	6178071967	5/2/2003	R02	\$0 00		\$1 294
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178108115113	6178108115	5/8/2003	R02	\$0 00		\$1 442
ALLEGIANCE TELECOM	RM 3026	1950 STEMMONS FRWY	6178109722602	6178109722	5/8/2003	R02	\$0 00		\$1 596
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	RM 3026	6170017405966	6170017405	5/13/2003	R02	\$0 00		\$1 862
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6170068249724	6170068249	5/5/2003	R02	\$0 00		\$2 174
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3206	6170098455762	6170098455	5/10/2003	R02	\$0 00		\$2 542
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170080001535	6170080001	5/1/2003	R02	\$0 00		\$2 990
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170027857913	6170027857	5/22/2003	R02	\$0 00		\$3 074
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178104705997	6178104705	5/8/2003	R02	\$0 00		\$3 564
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170072224001	6170072224	5/14/2003	R02	\$0 00		\$4 008
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3206	6170068179338	6170068179	5/5/2003	R02	\$0 00		\$4 471
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6178071973093	6178071973	5/2/2003	R02	\$0 00		\$4 527
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170117438241	6170117438	5/23/2003	77	\$0 00		\$5 400
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178101290047	6178101290	5/8/2003	R02	\$0 00		\$6 169
ALLEGIANCE TELECOM	% ACCTS PAYABLE	1950 STEMMONS FRWY	6170102186689	6170102186	5/8/2003	R02	\$0 00		\$7 032
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178104741410	6178104741	5/8/2003	E23	\$0 00		\$7 621
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6170032793999	6170032793	5/23/2003	R02	\$0 00		\$8 640
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178104703996	6178104703	5/8/2003	R02	\$0 00		\$8 642
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3206	6170056795898	6170056795	5/14/2003	R02	\$0 00		\$9 108
ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	6178154067572	6178154067	5/2/2003	77	\$991 280 44		\$171 997 summary bill
							\$990 831 07		\$263,598

Customer Name	Address Line 1	Address line 2	Account Number	Telephone Number	Last Bill Date	CSG	Total Amount Due	AMB	STATE
VERIZON PENNSYLVANIA INC									
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	717X170745834	717X170745	5/10/2003		\$576 85		\$193 93 PA
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	7171483647948	7171483647	5/19/2003		\$157 86		\$52 85 PA
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	7171416674429	7171416674	5/25/2003		\$3 63		\$0 04 PA
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	7171416208226	7171416208	5/25/2003		\$172 40		\$0 00 PA
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	7171362393170	7171362393	5/22/2003		\$396 79		\$133 39 PA
ALLEGIANCE TELECOM INC	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPWY	6106232984013	6106232984	5/7/2003		\$27 35		\$27 35 PA
ALLEGIANCE TELECOM INC	ATTN ACCTS PAYABLE	STE 5B	6106178953227	6106178953	5/1/2003		\$25 57		\$25 57 PA
ALLEGIANCE TELECOM INC	ATTN ACCTS PAYABLE	9201 N CENTRAL EXPWY	6104919865233	6104919865	5/21/2003		\$51 38		\$25 57 PA
ALLEGIANCE TELECOM	9201 N CENTRAL EXPWAY	FL 5B ACCT PYBL	4123213100009	4123213100	5/22/2003		\$2 513 20		\$1 966 78 PA
ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	FL 5 B ACCOUNTS PAYABLE	2159252286685	2159252286	5/10/2003		\$502 47		\$250 13 PA
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	2159181505378	2159181505	5/9/2003		\$60 29		\$60 29 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE	9201 N CENTRL EXP	2157510437844	2157510437	5/23/2003		\$20 30		\$19 92 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE FL 5	9201 N CENTRAL EXPY	2156719924896	2156719924	5/16/2003		\$79 93		\$39 87 PA
ALLEGIANCE TELECOM INC	ATTN ACCOUNTS PAYABLE 5B	9201 N CENTRAL EXPRESSWAY	2156344028416	2156344028	5/8/2003		\$38 64		\$38 64 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE COLLO BLDGS	9201 N CNTRL EXPWY FL 5 B	2156343965111	2156343965	5/8/2003		\$20 30		\$20 30 PA
ALLEGIANCE TELECOM	ATTN ACCT PAYABLE	FL 5 B	2155698116834	2155698116	5/10/2003		\$189 06		\$189 06 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE	9201 N CENTRAL EXPRESSWAY	2155691067399	2155691067	5/10/2003		\$19 01		\$18 49 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE COLLO BLDGS	9201 N CNTRL EXPWY FL 5 B	2155353762821	2155353762	5/11/2003		\$46 49		\$23 33 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE	9201 N CENTRL EXP	2154960255147	2154960255	5/26/2003		\$21 27		\$21 31 PA
ALLEGIANCE TELECOM INC	ACCTS PAYABLE	9201 N CENTRL EXP	2154573581848	2154573581	5/23/2003		\$23 03		\$23 03 PA
ALLEGIANCE TELECOM	C O REGINA MYERS JACKSON	1950 STEMMONS FWY	2151821007022	2151821007	5/1/2003		\$79 45		\$79 45 PA
ALLEGIANCE TELECOM	1950 STEMMONS FWY	SUITE 3026	2151371004999	2151371004	5/25/2003		\$325 76		\$0 00 PA
							\$5 351 03		\$3 209 30
VERIZON NEW JERSERY, INC									
ALLEGIANCE TELECOM	SUITE 3026	1950 STEMMONS FWY	609Z371010999	609Z371010	5/25/2003		\$46 38		\$46 38 NJ
ALLEGIANCE TELECOM INC	ATTN ACCTS PAY CO LO BL	9201 N CENTRAL EXPWY	9739120116741	9739120116	5/28/2003		\$91 90		\$46 10 NJ
ALLEGIANCE TELECOM INC	ATTN ACCTS PAY CO LO BL	9201 N CENTRAL EXPWY	9737580453750	9737580453	5/5/2003		\$45 38		\$45 38 NJ
ALLEGIANCE TELECOM INC	ATTN ACCTS PAY CO LO BL	9201 N CENTRAL EXPWY	9734101796514	9734101796	5/10/2003		\$44 96		\$44 46 NJ
ALLEGIANCE TELECOM INC	ACTS PYBLE COLLO BUILDS	1950 N STEMMONS SU 3026	2018672791608	2018672791	5/26/2003		\$92 10		\$46 10 NJ
ALLEGIANCE TELECOM	ADAM PARK STE 3026	1950 STEMMONS FRWY	2017709800474	2017709800	5/28/2003		\$1 283 30		\$646 59 NJ
ALLEGIANCE TELECOM INC	ATTN AP BOX 391	1950 STEMMONS FRWY	2017709273022	2017709273	5/28/2003		\$164 10		\$82 58 NJ
ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	FLR 5 B ACCTS PAYABLE	2017700376688	2017700376	5/28/2003		\$1 759 79		\$895 80 NJ
ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	FLR 5 B ACCTS PAY	2017580872607	2017580872	5/4/2003		\$46 67		\$46 67 NJ
ALLEGIANCE TELECOM INC	ACTS PYBLE COLLO BUILDS	1950 N STEMMONS SU 3026	2014898254606	2014898254	5/11/2003		\$90 92		\$45 38 NJ
ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	FLR B ACCTS PAYABLE	2013720290457	2013720290	5/2/2003		\$44 55		\$44 55 NJ
ALLEGIANCE TELECOM INC	ACCTS PYBLE FLR 5 B	9201 N CENTRAL EXPWY	2012430286556	2012430286	5/22/2003		\$52 51		\$26 17 NJ
ALLEGIANCE TELECOM INC	ACCTS PAYBLE COLLO BUIL	1950 N STEMMONS SU 3026	2012099672578	2012099672	5/10/2003		\$46 48		\$46 48 NJ
							\$3 809 04		\$2 062 64

75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	516P350692760	516P350692	5/25/2003 G11	\$99 64	\$100 New York
75207	3107 ALLEGIANCE TELECOM	1950 N STEMMONS FREEWAY	STE 3026	6318470015618	6318470015	5/28/2003 T07	\$97 22	\$48 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	516P350792664	516P350792	5/25/2003 G11	\$88 57	\$89 New York
75231	5916 ALLEGIANCE TELECOM INC	/ ACCTS PAYABLE COLLO	FLR 5B	6314673475482	6314673475	5/13/2003 L07	\$87 90	\$88 New York
75231	5916 ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	ACCTS PAYABLE FLR 5B	2127322486709	2127322486	5/13/2003 A11	\$87 48	\$87 New York
75207	3107 ALLEGIANCE TELECOM	/ ACCOUNTS PAYABLE	1950 STEMMONS FRWY	212Q449814138	212Q449814	5/19/2003 B11	\$87 15	\$87 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	212R283108664	212R283108	5/13/2003 A31	\$85 41	\$85 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	914N510378663	914N510378	5/19/2003 G11	\$85 05	\$85 New York
75207	3107 ALLEGIANCE TELECOM	/ ACCOUNTS PAYABLE	1950 STEMMONS FRWY	516T310310054	516T310310	5/25/2003 G11	\$83 80	\$84 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	718P844382687	718P844382	5/10/2003 C23	\$78 73	\$79 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY300	ROOM 3026	516P310201695	516P310201	5/25/2003 G11	\$77 50	\$78 New York
75207	3107 ALLEGIANCE TELECOM	SUITE 3026	1950 STEMMONS FRWY	718S163090741	718S163090	5/13/2003 C81	\$75 26	\$75 New York
75231	5916 ALLEGIANCE TELECOM INC	/ ACCTS PAYABLE COLLO	FLR 5B	5166263156484	5166263156	5/13/2003 L07	\$71 25	\$71 New York
75231	5916 ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	ACCTS PAYABLE FLR 5B	7186807979071	7186807979	5/16/2003 T07	\$67 19	\$33 New York
75231	5916 ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	ACCTS PAYABLE FLR 5B	2126951791038	2126951791	5/16/2003 T07	\$66 64	\$32 New York
75231	5916 ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	ACCTS PAYABLE FLR 5B	2122132948870	2122132948	5/16/2003 T07	\$66 64	\$32 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	914N550887644	914N550887	5/28/2003 G11	\$66 60	\$66 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	212Q604300617	212Q604300	5/4/2003 B81	\$66 49	\$66 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	212Q444649626	212Q444649	5/4/2003 E23	\$66 28	\$66 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	516P330224877	516P330224	5/25/2003 G11	\$66 01	\$66 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	212W363182705	212W363182	5/13/2003 B11	\$64 85	\$65 New York
75231	5916 ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	ACCTS PAYABLE FLR 5B	2122285259278	2122285259	5/10/2003 A11	\$64 52	\$65 New York
75231	5916 ALLEGIANCE TELECOM INC	/ ACCTS PAYABLE COLLO	FLR 5B	5168899306483	5168899306	5/7/2003 L07	\$63 87	\$64 New York
75207	3107 ALLEGIANCE TELECOM INC	SUITE 3026	/ ACCTS PAYABLE COLLO	6312890229051	6312890229	5/7/2003 G11	\$62 16	\$62 New York
75231	5916 ALLEGIANCE TELECOM INC	/ ACCOUNTS PAYABLE COLLO	9201 N CENTRAL EXPRESSWAY	5162280892513	5162280892	5/13/2003 L07	\$61 12	\$31 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	212R429314716	212R429314	5/19/2003 A31	\$58 30	\$58 New York
75207	3107 ALLEGIANCE TELECOM	ROOM 3026	1950 STEMMONS FRWY	516T350410391	516T350410	5/25/2003 G11	\$55 17	\$55 New York
75207	3107 ALLEGIANCE TELECOM	/ ACCOUNTS PAYABLE	1950 STEMMONS FRWY	718N816079536	718N816079	5/16/2003 H14	\$52 92	\$53 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	718P848170664	718P848170	5/10/2003 C23	\$45 09	\$45 New York
75207	3107 ALLEGIANCE TELECOM	SUITE 3026	1950 STEMMONS FRWY	718S163091759	718S163091	5/13/2003 C81	\$41 79	\$42 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	718P846252890	718P846252	5/10/2003 C23	\$39 83	\$40 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	718N817076468	718N817076	5/7/2003 H14	\$39 83	\$40 New York
75207	3107 ALLEGIANCE TELECOM	ROOM 3026	1950 STEMMONS FRWY	718P614832717	718P614832	5/4/2003 C23	\$37 63	\$38 New York
75231	5916 ALLEGIANCE TELECOM INC	/ ACCOUNTS PAYABLE COLLO	9201 N CENTRAL EXPRESSWAY	6464730082514	6464730082	5/13/2003 L07	\$36 18	\$36 New York
75231	5916 ALLEGIANCE TELECOM INC	9201 N CENTRAL EXPWY	ACCTS PAYABLE FLR 5B	7182440131982	7182440131	5/13/2003 T07	\$32 25	\$32 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	212R573981878	212R573981	5/13/2003 A31	\$28 35	\$28 New York
75207	3107 ALLEGIANCE TELECOM	ROOM 3026	1950 STEMMONS FRWY	718P840326781	718P840326	5/10/2003 C23	\$27 28	\$27 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	718N815042303	718N815042	5/25/2003 H14	\$27 28	\$27 New York
75207	3107 ALLEGIANCE TELECOM	ROOM 3026	1950 STEMMONS FRWY	914N540262407	914N540262	5/28/2003 G11	\$26 90	\$27 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	212R573979878	212R573979	5/13/2003 A31	\$26 15	\$26 New York
75207	3107 ALLEGIANCE TELECOM INC	SUITE 3026	% ACCTS PAYABLE COLLO	6315633487682	6315633487	5/1/2003 G11	\$26 00	\$26 New York
75207	3107 ALLEGIANCE TELECOM	ROOM 3026	1950 STEMMONS FRWY	718P840327691	718P840327	5/10/2003 C23	\$22 54	\$23 New York
75207	3107 ALLEGIANCE TELECOM INC	SUITE 3026	% ACCTS PAYABLE COLLO	7188436537966	7188436537	5/4/2003 C23	\$22 40	\$67 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FREEWAY	DALSA TX	2120641771300	2120641771	5/13/2003 T07	\$19 73	\$18 New York
75207	3107 ALLEGIANCE TELECOM	/ ACCOUNTS PAYABLE	1950 STEMMONS FRWY	212Q605950785	212Q605950	5/25/2003 B81	\$17 03	\$17 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	212Q605973664	212Q605973	5/25/2003 B81	\$15 07	\$15 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	212Q446106664	212Q446106	5/16/2003 B11	\$15 07	\$15 New York
75207	3107 ALLEGIANCE TELECOM	/ SHERRY WINDSOR	1950 STEMMONS FREEWAY	718S227079479	718S227079	5/7/2003 C23	\$14 18	\$14 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	914N540220958	914N540220	5/28/2003 G11	\$13 99	\$14 New York
75207	3107 ALLEGIANCE TELECOM	/ ACCOUNTS PAYABLE	1950 STEMMONS FRWY	718S636255791	718S636255	5/16/2003 F13	\$13 64	\$14 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	718P614506693	718P614506	5/4/2003 C23	\$13 64	\$14 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	718P614502589	718P614502	5/4/2003 C23	\$13 64	\$14 New York
75207	3107 ALLEGIANCE TELECOM	/ SHERRY WINDSOR	1950 STEMMONS FREEWAY	718N818063717	718N818063	5/28/2003 H14	\$13 64	\$14 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	914N630263532	914N630263	5/22/2003 G11	\$13 46	\$13 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	516P350691880	516P350691	5/25/2003 G11	\$13 43	\$13 New York
75207	3107 ALLEGIANCE TELECOM	/ SHERRY WINDSOR	1950 STEMMONS FREEWAY	516P310162111	516P310162	5/25/2003 G11	\$13 43	\$13 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	516P350654469	516P350654	5/25/2003 G11	\$13 41	\$13 New York
75207	3107 ALLEGIANCE TELECOM	1950 STEMMONS FRWY	ROOM 3026	516P370482727	516P370482	5/25/2003 G11	\$12 84	\$13 New York
75207	3107 ALLEGIANCE TELECOM	ROOM 3026	1950 STEMMONS FRWY	718N812272777	718N812272	5/22/2003 H14	\$11 27	\$11 New York
75207	3107 ALLEGIANCE TELECOM INC	1950 STEMMONS FRWY	ROOM 3026	718P843612804	718P843612	5/10/2003 C23	\$10 41	\$10 New York

75207 3107 ALLEGIANCE TELECOM INC 1950 STEMMONS FRWY
75207 3107 ALLEGIANCE TELECOM INC 1950 STEMMONS FRWY
75207 3107 ALLEGIANCE TELECOM 1950 STEMMONS FRWY

ROOM 3026
ROOM 3206
ROOM 3026

212W400009126 212W400009
212R573962789 212R573962
212W388031010 212W388031

5/10/2003 B11
5/13/2003 A31
5/28/2003 B11

\$10 35
\$10 35
\$9 81
\$758 588 45

\$10 New York
\$10 New York
\$10 New York
\$308 694 51

Total

\$1 934 225 46

\$625 560

EXHIBIT C

Previously Filed Claim

[SEE FOLLOWING PAGES]

REC'D AUG 06 2003

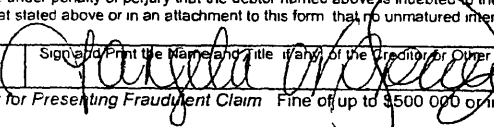
20 1516
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United States Bankruptcy Court B 19 (3 88) <u>SOUTHERN</u> DISTRICT OF <u>NEW YORK</u>		Proof of Claim
Name of Debtor ALLEGIANCE TELECOM INC		Bankruptcy Case No 03-13057

A CREDITOR INFORMATION (The Creditor is the person or other entity to whom the debtor owes money or property)		FILED U.S. BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK ALLEGIANCE TELECOM, INC 03-13057 (RRD) 278
Name and Address of Creditor  540 BROAD STREET FLR 8 NEWARK NJ 07102		☒ Check box if you never received 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 ☐ Check box and attach copy of assignment if claim has been assigned to you
Number by which creditor identifies debtor 301V368121846 202V369031890 717N600163930 SEE ATTACHMENT FOR ADDITIONAL ACCOUNTS		Check here if this claim ☐ replaces ☐ supplements ☐ amends a previously filed claim dated _____

B CLAIM INFORMATION	
1 BASIS FOR CLAIM ☐ Goods purchased ☒ Services performed ☐ Monies loaned ☐ Other forms of contract (identify) ☐ Personal injury/Wrongful death/Property damage ☐ Other (Describe briefly) _____	
☐ Wages Salaries and Commissions (Fill out below) Your social security number _____ Unpaid services performed from _____ to _____ Nature of service (Describe briefly) _____	
2 DATE DEBT WAS INCURRED 05 14 2003	
3 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Priority (3) Secured It is possible for a claim to be partly in one category and partly in another - such as wage claim which may be a priority claim for the first \$2 000 and an unsecured nonpriority claim for the balance Classify the nature of the claim by CHECKING THE APPROPRIATE BOX OR BOXES which you believe best describes the claim STATE THE AMOUNT OF THE CLAIM ☒ UNSECURED NONPRIORITY CLAIM 38306 87 For the purpose of this form a claim is unsecured if there is no collateral or to the extent the value of collateral is less than the amount of the debt ☐ SECURED CLAIM Attach evidence of perfection of security Brief Description of Collateral ☐ Real Estate ☐ Motor Vehicle ☐ Other _____	
☐ PRIORITY CLAIM Specify the priority of the claim by checking the appropriate box(es) ☐ Wages salaries or commissions (up to \$2 000 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) ☐ Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4) ☐ Up to \$900 of deposits toward purchase lease or rental of property or services for personal family or household use - 11 U.S.C. § 507(a)(6) ☐ Taxes or penalties of government units - 11 U.S.C. § 507(a)(7) ☐ Other specify _____	

4 TOTAL AMOUNT OF CLAIM 38306 87 (Unsecured) + _____ (Secured) + _____ (Priority) = 38306 87 (Total)	
5 Attach copies of documents in support of this claim such as purchase orders invoices itemized statement 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	
6 This form should not be used to make a claim for expenses incurred after the filing of the bankruptcy petition Such expenses may be paid only upon proper application and notice pursuant to 11 U.S.C. § 503	
7 CREDITS AND SETOFFS Attach an itemization of all amounts and dates of payments which have been credited against the debt Set off many setoff or counterclaim which the debtor may have against your claim	
8 To receive an acknowledgment of the receipt of your claim enclose a stamped self addressed envelope and a copy of your claim	

C CERTIFICATION The undersigned certifies under penalty of perjury that the debtor named above is indebted to the claimant in the amount shown that there is no security for the debt other than that stated above or in an attachment to this form that no unmatured interest is included and that the undersigned is authorized to make this claim Date 07 24 2003 Signature  TANGELA N SPIVEY SERVICE REPRESENTATIVE Penalty for Presenting Fraudulent Claim Fine of up to \$500 000 or imprisonment for up to 5 years or both Title 18 U.S.C. § 152 & § 3623	
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Allegiance Telecom Inc

Numbers by which creditor identifies debtor (Cont)

215 N60-0688 551
215 N60-0840 612
215 N60-0841 010
215 N60-0842 618
215 N60-0843 613
215 N60-0845 617
215 N60-0849 616
215 N60-0850 614
301 J95-0324 740
410 J95-1321 839
412 N60-0254 206

Verizon Enterprise Solutions
540 Broad Street Floor 8
Newark NJ 07102

Phone 800 727 4339