

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor Allegiance Telecom of Pennsylvania Inc		Case Number 03 13093
<p>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.</p>		
Name of Creditor (The person or other entity to whom the debtor owes money or property) GENERAL ELECTRIC CAPITAL CORPORATION as agent for lenders		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. FILED <input type="checkbox"/> 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. FILED <input type="checkbox"/> 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. FILED <input checked="" type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.
Name and address where notices should be sent Paul Hastings Janofsky & Walker LLP 1055 Washington Boulevard Stamford CT 06901 Attention Leslie A Plaskon Esq Telephone Number (203) 961-7400		
Account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim dated _____
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input checked="" type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input type="checkbox"/> Other		<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 SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)
2 Date debt was incurred February 15 2000		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$479,528,934.33, plus additional fees and costs If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 below <input checked="" 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.		RECD DEC 03 2003 BMC
5 Secured Claim <input checked="" type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Value of Collateral <u>blanket lien</u> Amount of arrearage and other charges at time case filed included in secured claim if any \$ <u>see attached addendum</u>		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <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) <input type="checkbox"/> Contribution to an employee benefit plan - 11 U.S.C. § 507(a)(4) <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) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child - 11 U.S.C. § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8) <input type="checkbox"/> 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.		THIS SPACE IS FOR COURT USE ONLY <div style="border: 1px solid black; padding: 5px; width: fit-content; margin: auto;"> RECEIVED CLAIMS CENTER USE </div>
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 20 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) General Electric Capital Corporation, as agent for lenders By _____ Name <u>Bhupesh Gupta</u> Title <u>Duly Authorized Signatory</u>	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.		



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

<p>In re</p> <p>Allegiance Telecom, Inc , <u>et al</u> ,</p> <p style="text-align: center;">Debtors</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No 03-13057 (RDD)</p> <p>Jointly Administered</p>
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**ADDENDUM FOR ALLEGIANCE TELECOM SERVICE CORPORATION,
ALLEGIANCE TELECOM INTERNATIONAL, INC , ALLEGIANCE
INTERNET, INC , ALLEGIANCE TELECOM PURCHASING COMPANY,
ALLEGIANCE TELECOM OF ARIZONA, INC , ALLEGIANCE TELECOM OF
CALIFORNIA, INC , ALLEGIANCE TELECOM OF COLORADO, INC ,
ALLEGIANCE TELECOM OF THE DISTRICT OF COLUMBIA, INC ,
ALLEGIANCE TELECOM OF FLORIDA, INC , ALLEGIANCE TELECOM OF
GEORGIA, INC , ALLEGIANCE TELECOM OF ILLINOIS, INC ,
ALLEGIANCE TELECOM OF INDIANA, INC , ALLEGIANCE TELECOM OF
MARYLAND, INC , ALLEGIANCE TELECOM OF MASSACHUSETTS, INC ,
ALLEGIANCE TELECOM OF MICHIGAN, INC , ALLEGIANCE TELECOM
OF MINNESOTA, INC , ALLEGIANCE TELECOM OF MISSOURI, INC ,
ALLEGIANCE TELECOM OF NEVADA, INC , ALLEGIANCE TELECOM OF
NEW JERSEY, INC , ALLEGIANCE TELECOM OF NEW YORK, INC ,
ALLEGIANCE TELECOM OF NORTH CAROLINA, INC , ALLEGIANCE
TELECOM OF OHIO, INC , ALLEGIANCE TELECOM OF OKLAHOMA, INC ,
ALLEGIANCE TELECOM OF OREGON, INC , ALLEGIANCE TELECOM OF
PENNSYLVANIA, INC , ALLEGIANCE TELECOM OF TEXAS, INC ,
ALLEGIANCE TELECOM OF VIRGINIA, INC , ALLEGIANCE TELECOM OF
WASHINGTON, INC , ALLEGIANCE TELECOM OF WISCONSIN, INC ,
ADGRAFIX CORPORATION, ALGX BUSINESS INTERNET, INC , COAST TO
COAST TELECOMMUNICATIONS, INC , HOSTING COM, INC ,
INTERACCESS TELECOMMUNICATIONS CO , JUMP NET, INC ,
VIRTUALIS SYSTEMS, INC AND SHARED TECHNOLOGIES ALLEGIANCE,
INC , (COLLECTIVELY, THE “DEBTORS”)**

Pursuant to that certain Credit and Guaranty Agreement dated as of February 15, 2000 (as amended, restated, supplemented or otherwise modified from time to time the “Prepetition Credit Agreement”) and the related loan documents thereto (the “Prepetition Loan Documents”) between and among Allegiance Telecom Company WorldWide (“Allegiance”), the Debtors, lenders party thereto from time to time, Goldman Sachs Credit Partners L P , as syndication agent, General Electric Capital Corporation (as

successor in interest to Toronto Dominion (Texas), Inc), as administrative agent (the “Agent”), and BankBoston, N A and Morgan Stanley Senior Funding, Inc , as co-documentation agents, Allegiance and the Debtors incurred the Obligations under the Prepetition Credit Agreement Capitalized terms not defined herein have the meanings ascribed to them under the Prepetition Credit Agreement

As of the petition date, on May 14, 2003, the principal amount¹ of the outstanding and accrued Obligations and interest² under the Prepetition Credit Agreement were as follows

Revolving Loans	\$332,815,964 53
Revolving Loans Interest	\$ 1,147,043 33
Delayed Draw Term Loans	\$145,011,086 47
Delayed Draw Term Loans Interest	<u>\$ 554,840 00</u>
Total balance	\$479,528,934 33

Due to the voluminous nature of the Prepetition Credit Agreement and the Prepetition Loan Documents, these documents have not been attached to the proof of claim, but copies may be made available (at the expense of the requesting party) upon request Please forward your requests for additional information and/or access to the foregoing documents to Leslie A Plaskon, Esq , Paul, Hastings, Janofsky & Walker LLP, 1055 Washington Boulevard, Stamford, Connecticut 06901, Telephone (203) 961-7400, Telecopy (203) 359-3031, Counsel for General Electric Capital Corporation, as Agent

¹ The principal amounts include the funded amounts by the Defaulting Lenders (as defined in the Prepetition Credit Agreement) which were funded after the Petition Date under the terms of (i) the settlement agreement approved by order of the bankruptcy court entered on July 29, 2003 and (ii) the second settlement agreement approved by order of the bankruptcy court entered on November 19, 2003

² Pursuant to the Final Order Authorizing Use of Cash Collateral By Consent approved by the this court on June 23, 2003, the Debtors are obligated to continue to pay current interest, fees and expenses pursuant to the terms of the Prepetition Credit Agreement To the extent any interest, fees, costs or expenses due and owing under the Revolving Loans or the Delayed Draw Term Loans under the Prepetition Credit Agreement remain unpaid, the Agent reserves the right to amend the Proof of Claim