

ORIGINAL
AMENDED
PROOF OF CLAIM

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK (M, ATTN)

Name of Debtor
ALLEGIANCE TELECOM, INC

Case Number
03-13057-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)
Cooley Godward LLP

Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of claim with particulars.

FILED
U.S. BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK
ALLEGIANCE TELECOM, INC
03-13057 (RRD)
1854

Name and address where notices should be sent
J Michael Kelly
Cooley Godward LLP
One Maritime Plaza, 20th Floor
San Francisco, CA 94111-3580
Telephone number (415) 693-2000

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.

THIS SPACE IS FOR COURT USE ONLY

Account or other number by which creditor identifies debtor
303241

Check here if this claim
 replaces amends a previously filed claim dated 06/25/2003

1 Basis For Claim

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other _____

- 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)

2 Date debt was incurred

Various dates from February thru May 14, 2003

3 If court judgment, date obtained

REC'D

4 Total Amount of Claim at Time Case Filed

\$ 4,876.92

DEC 03 2003

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.

BMC

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 _____

Value of collateral \$ _____

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

6 Unsecured Priority Claim

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

- 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)(____)

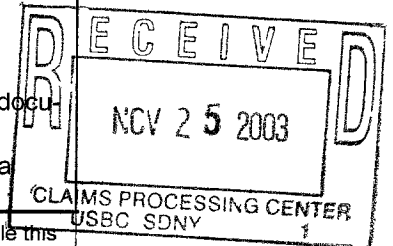
*Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

THIS SPACE IS FOR COURT USE ONLY

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. See attached

9 Time-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of the proof of claim



Date
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)

Cooley Godward LLP
By Carole Hearn, Director of Finance

Carole Hearn



Penalty for presenting fraudulent claim. Fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U.S.C.

11/20/03
12 54 20

Cooley Godward LLP
Outstanding A/R

Page 1
User CACHIAKT
Period 11/2003

Report RUNRPT PRT0AR 1 00
Command PRT0AR SELECT(*CLN) CLNMTR((303241)) SORT(*CLN) COMMENTS(*NO) PRTOPT(*NO) PRCOPT(*SUBMT)

Client/ Matter Name	Coll Del	Type	Bill/Ppmt Number	Bill Date	Fee Balance	Cost Balance	Late Chg Balance	Total Balance
303241 ALLEGIANCE TELECOM INC			Tel (469) 259 2640	Last Payment	5/02/2003			
701 BROWN V ALLEGIANCE	11086	A H	BL 200303-06069	3/18/2003	00	00	3 04	3 04
701 BROWN V ALLEGIANCE	11086	A H	BL 200305 06221	5/15/2003	1216 00	42 20	00	1258 20
701 BROWN V ALLEGIANCE	11086	A H	BL 200308-05619	5/14/2003	335 00	87 70	2 83	425 53
702 ALISON MAYNARD V QWEST SERV,	11086	A H	BL 200303-06070	3/18/2003	00	00	41 49	41 49
702 ALISON MAYNARD V QWEST SERV,	11086	A H	BL 200305-06222	5/15/2003	3060 00	68 53	00	3128 53
702 ALISON MAYNARD V QWEST SERV,	11086	A H	BL 200308 05620	5/14/2003	00	20 00	13	20 13
			Client Total		4611 00	218 43	47 49	4876 92
			Report Total		4611 00	218 43	47 49	4876 92

** END OF REPORT **

Cooley Godward LLP

May 15 2003

KAETE DEMRO
ALLEGIANCE TELECOM INC
9201 CENTRAL EXPRESSWAY
DALLAS TX 75231

ATTORNEYS AT LAW

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San Francisco, CA
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www.cooley.com
Taxpayer ID Number
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Boulder, CO
303 546-4000
Denver, CO
303 606 4800
Kirkland, WA
425 893-7700
Menlo Park, CA
650 843-5000
Palo Alto, CA
650 843 5000
Reston VA
703 262 8000
San Diego, CA
858 550-6000

Bill Number

20030506221 02 RC 11086 11086

303241 201

Re BROWN V ALLEGIANCE

For services rendered through 4/30/2003

4/03/03	A H	REVIEW RESPONSE TO MOTION TO DISMISS (3) ATTENTION TO LITIGATION STRATEGY FOR REPLY (3)	60
4/03/03	KJB	REVIEW PLAINTIFF'S RESPONSE TO MOTION TO DISMISS	30
4/08/03	A H	REVIEW COURT CORRESPONDENCE	30
4/09/03	JAS2	REVIEW MESSAGE FORM K BERETS (1) REVIEW RESPONSE TO MOTION TO DISMISS (1), RESEARCH RULES REGARDING RESPONSE DUE DATES AND SERVICE TIME (1) MEET WITH K BERETS REGARDING RESPONSE DUE DATE (1)	40
4/15/03	KJB	RESEARCH RE AND DRAFT REPLY IN SUPPORT OF MOTION TO DISMISS BROWN'S NEGLIGENCE CLAIM	2 00
4/15/03	JAS2	MEET WITH K BERETS REGARDING FILING DEFENDANTS REPLY IN SUPPORT OF THEIR MOTION TO DISMISS PURSUANT TO C R C P 12(B)(5) (1) REVIEW AND REVISE SAME (2) PREPARE DOCUMENT FOR ELECTRONIC FILING AND FILE WITH COURT (1) MEET WITH K BERETS REGARDING CONFIRMATION OF FILING AND SERVICE (1)	50

\$1 216 00

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Page 2

BROWN V ALLEGIANCE

303241- 201 200305 06221 11086

Attorney Summary

<u>Attorney/Paralegal</u>	<u>Rate</u>	<u>Hours</u>	<u>Fee</u>
JAS2 SMITH, JOSHUA A	160	90	144 00
A H HARTMAN ANDREW	335	90	301 50
KJB BERETS KEITH J	335	2 30	770 50

For costs and disbursements recorded through 4/30/2003

MESSENGER SERVICE	40 00		
REPRODUCTION OF DOCUMENTS	2 20		
TOTAL COSTS			\$42 20
TOTAL			\$1 258 20

Bills are due and payable upon receipt but no later than 30 days from the bill date Any unpaid balance after 30 days will accrue a late charge of 67% per month

Cooley Godward LLP

May 14, 2003

KAETE DEMRO
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San Francisco CA
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94111 3580
Menlo Park CA
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Palo Alto CA
650 843 5000
Fax 415 951 3699
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Reston VA
703 456 8000
Taxpayer ID Number
San Diego CA
94 114085
858 550 6000

Bill Number
20030805619 03 CC 11086 110

303241- 201

Re BROWN V ALLEGIANCE

For Services rendered thought 5/14/2003

5/08/03	A H	REVIEW COURT ORDER, CORRESPOND WITH CLIENT RE SAME, CONFERENCE WITH CLIENT AND AIG	50	
5/08/03	KJB	REVIEW ORDER DISMISSING FINAL CLAIM AND DRAFT EMAIL TO K DEMRO RE SAME	30	
5/09/03	A H	STATUS LETTER TO AIG REP RE DISMISSAL	20	\$335 00

Attorney Summary

Attorney/Paralegal

	<u>Rate</u>	<u>Hours</u>	<u>Fee</u>
A H HARTMAN, ANDREW	335	70	234 50
KJB BERETS, KEITH J	335	30	100 50

For costs and disbursements recorded through

RESEARCH DATABASES / DOCUMENT RETRIEVAL 85 70

WEST GROUP

WESTLAW FOR 42003

RESEARCH DATABASES / DOCUMENT RETRIEVAL 2 00

DATA WEST CORPORATION

TOTAL COSTS \$87 70

TOTAL \$422 70

Bills are due and payable upon receipt but no later than
30 days from the bill date Any unpaid balance after
30 days will accrue a late charge of 67% per month

Cooley Godward LLP

May 15, 2003

KAETE DEMRO
ALLEGIANCE TELECOM INC
9201 CENTRAL EXPRESSWAY
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Menlo Park, CA
650 843 5000
Palo Alto CA
650 843 5000
Reston VA
703 262 8000
San Diego CA
858 550 6000

Bill Number

20030506222 02 RC 11086 11086

303241 202

Re ALISON MAYNARD V QWEST SERV QWEST DEX
& ALLEGIANCE TELECOM OF CO

For services rendered through 4/30/2003

3/25/03	JAS2	REVIEW REPLY ON NOTICE RE TIMING OF RESPONSE TO AMENDED MOTIONS TO DISMISS (2) MEET WITH J SMITH REGARDING SAME (1)	30
4/03/03	JAS3	RESEARCH CASE LAW ON TARIFFS RAISED IN PLAINTIFF S RESPONSE (1 5) DRAFT REPLY BRIEF IN SUPPORT OF MOTION TO DISMISS (1 5)	3 00
4/04/03	A H	ATTENTION TO RESPONSIVE PLEADINGS	30
4/04/03	JAS3	DRAFT REPLY BRIEF IN SUPPORT OF MOTION TO DISMISS (4 8) CONFERENCE WITH CLIENT RE SAME (2)	5 00
4/07/03	A H	REVIEW REPLY BRIEF TO MOTION TO DISMISS	30
4/07/03	JAS3	FINALIZE REPLY BRIEF	20
4/07/03	JAS2	MEET WITH J SMITH REGARDING FILING RESPONSE TO REVISED MOTIONS TO DISMISS (1), PREPARE RESPONSE AND EXHIBITS FOR ELECTRONIC FILING (1) FILE WITH COURT (1) DISTRIBUTE SERVICE COPIES (1)	40
			\$3,060 00

Attorney Summary

<u>Attorney/Paralegal</u>	<u>Rate</u>	<u>Hours</u>	<u>Fee</u>
JAS2 SMITH JOSHUA A	160	70	112 00
A H HARTMAN ANDREW	335	60	201 00
JAS3 SMITH JEFFREY A	335	8 20	2 747 00

Cooley Godward LLP

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Palo Alto, CA
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Reston, VA
703 262-8000
San Diego, CA
858 550 6000

Page 2

ALISON MAYNARD V QWEST SERV QWEST DEX

303241 202 200305 06222 11086

For costs and disbursements recorded through 4/30/2003

FAX	36 00
DOCUMENT PREPARATION	7 33
REPRODUCTION OF DOCUMENTS	25 20
TOTAL COSTS	\$68 53
TOTAL	\$3 128 53

Bills are due and payable upon receipt but no later than
30 days from the bill date Any unpaid balance after
30 days will accrue a late charge of 67% per month

J Michael Kelly (JMK - 6222) (CA State Bar #133657)
COOLEY GODWARD LLP
One Maritime Plaza, 20th Floor
San Francisco, CA 94111-3580
Telephone (415) 693-2000
Facsimile (415) 951-3699

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

ALLEGIANCE TELECOM, INC , et al ,

Debtors

Chapter 11

Case No 03-13057(RDD)

(Jointly Administered)

**NOTICE OF WITHDRAWAL OF RESPONSE BY COOLEY GODWARD LLP TO DEBTORS'
EIGHTH OMNIBUS OBJECTION TO CERTAIN PROOFS OF CLAIMS**

Cooley Godward LLP ("Cooley"), hereby withdraws its Response by Cooley Godward LLP to Debtors' Eighth Omnibus Objection to Certain Proofs of Claims ("Response"), filed herein on August 16, 2004. The Debtors' objection to Cooley's claim relates to claim number 2101, which was an amended claim filed by Cooley. Cooley and the Debtors have now reached agreement that Cooley will not object to the expungement of claim number 2101 pursuant to the Eighth Omnibus Objection, and that Cooley's original claim number 188 in the amount of \$4,431.26, which is not subject to a pending objection, will be allowed.

WHEREFORE, based upon and subject to the foregoing, Cooley withdraws its Response

Dated October 7, 2004

COOLEY GODWARD LLP

/s/ J Michael Kelly

J Michael Kelly (JMK-6222)
(CA State Bar #133657)
One Maritime Plaza, 20th Floor
San Francisco, CA 94111-3580
Telephone (415) 693-2000
Facsimile (415) 951-3699
Email kellyjm@cooley.com

Docket # 1804 eod 10/7/04

J Michael Kelly (JMK - 6222) (CA State Bar #133657)
Robert L Eisenbach III (RLE - 9239) (CA State Bar #124896)
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

ALLEGIANCE TELECOM, INC , et al ,

Debtors

Chapter 11

Case No 03-13057(RDD)

(Jointly Administered)

PROOF OF SERVICE

I, Kris Tsao Cachia, hereby declare

I am employed in the City of San Francisco, County of San Francisco, California in the office of a member of the bar of this court at whose direction the following service was made I am over the age of eighteen years and not a party to the within action My business address is Cooley Godward LLP, One Maritime Plaza, 20th Floor, San Francisco, California 94111-3580

On October 7, 2004, I served the foregoing document(s) described as

Notice of Withdrawal of Response by Cooley Godward LLP to Debtors' Eighth Omnibus Objection to Certain Proofs of Claims

on the interested parties in this action by placing a true copy(ies) thereof, on the above date, enclosed in sealed envelopes for service and prepared for processing as described below, and addressed and served in the manner indicated on the attached service list

Ira S Dizengoff, Esq
Akin Gmp Strauss Hauer Feld LLP
590 Madison Avenue
New York, NY 10022

Annie Terry
Allegiance Telecom Liquidating Trust
1405 South Beltline Road, Suite 100
Coppell, TX 75019

Pamela J Lustrin, Esq
Office of the U S Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

Eugene I Davis
Pirinate Consulting, LLC
Allegiance Telecom Liquidating Trust Plan Administrator
5 Canoe Brook Drive
Livingston, NJ 07039

XX (BY FIRST CLASS MAIL) I am personally and readily familiar with the business practice of Cooley Godward LLP for collection and processing of correspondence for mailing with the United States Postal Service, pursuant to which mail placed for collection at designated stations in the ordinary course of business is deposited the same day, proper postage prepaid, with the United States Postal Service

* * * * *

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this declaration was executed on October 7, 2004 at San Francisco, California

/s/ Kris Tsao Cachia

Kris Tsao Cachia

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

**In re Allegiance Telecom, Inc , et al
Case No 03-13057-(RDD)-11**

DOCUMENTS APPENDED TO CLAIM

On May 27, 2005, document(s) were appended to Claim Number **2101** for the following reason(s)

- Stipulation/Order
- New Supporting Documents
- Change of Address
- Stipulation and Order
- Other Per Docket Number 2206 EOD 5/27/05

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X

In re	Chapter 11
ALLEGIANCE TELECOM INC , <u>et al</u> ,	Case No 03-13057 (RDD)
Debtors	Jointly Administered

-----X

**ORDER GRANTING THE EIGHTH OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIMS**

Upon the Eighth Omnibus Objection to Certain Proofs of Claims dated August 6, 2004 (the "Objection") of the Allegiance Telecom Liquidating Trust (the "ATLT") for an order pursuant to Section 502(b) of the Bankruptcy Code disallowing or amending the certain proofs of claim as set forth therein, and the Court having jurisdiction to consider and determine the Objection as a core proceeding in accordance with 28 U S C §§ 157 and 1334, and it appearing that the relief requested by the Objection is necessary and in the best interests of the ATLT, these estates, and their creditors and due and sufficient notice of the Objection having been provided, including notice to the United States Trustee and holders of the claims listed in the exhibits to the Objection, and it appearing that no other or further notice is necessary, and in light of the consent of Cooley Godward LLP to the reduction and allowance of proof of claim numbered 2101 in the amount of \$4,431 26, and sufficient cause appearing therefor, it is hereby

ORDERED that the Objection is granted as provided herein, and it is further

ORDERED that proof of claim 2101 of Cooley Godward LLP that was filed in the amount of \$4,876 92 is hereby reduced and allowed in the amount of \$4,431 26

Dated New York, New York
May 26, 2005

/s/ Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

**In re: Allegiance Telecom, Inc., et al.
Case No. 03-13057-(RDD)-11**

DOCUMENTS APPENDED TO CLAIM

On October 30, 2007, document(s) were appended to Claim Number **2101** for the following reason(s):

- Stipulation/Order
- New Supporting Documents
- Change of Firm Name
- Stipulation and Order
- Other: Per Docket Number 2537

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

ALLEGIANCE TELECOM, INC., et al.,
Debtors.

Chapter 11

Case No. 03-13057-rdd
(Jointly Administered)

NOTICE OF CHANGE OF FIRM NAME

Please take notice that our firm has changed its name from "Cooley Godward LLP" to "Cooley Godward Kronish LLP" ("Cooley").


Cooley Godward LLP holds an allowed claim in the amount of \$4,431.26 (Claim No. 2101). Please update your claim records to reflect the following contact information for this claim:

J. Michael Kelly
Cooley Godward Kronish LLP
101 California Street, 5th Floor
San Francisco, CA 94111-5800
Phone: (415) 693-2000
Fax: (415) 693-2222

Please change your records accordingly and direct all future correspondence and distributions to the above address to the attention of **Mr. J. Michael Kelly**.

Dated: October 26, 2007

COOLEY GODWARD KRONISH LLP



J. Michael Kelly (CA State Bar #133657)
101 California Street, 5th Floor
San Francisco, CA 94111-5800
Telephone: (415) 693-2000
Facsimile: (415) 693-2222
Email: kellyjm@cooley.com

Attorneys for Creditor
COOLEY GODWARD KRONISH LLP

PROOF OF SERVICE

I, Kris Tsao Cachia, hereby declare:

I am employed in the City of San Francisco, County of San Francisco, California in the office of a member of the bar of this court at whose direction the following service was made. I am over the age of eighteen years and not a party to the within action. My business address is Cooley Godward Kronish LLP, 101 California Street, 5th Floor, San Francisco, California 94111-5800.

On October 26, 2007, I served the foregoing document(s) described as:

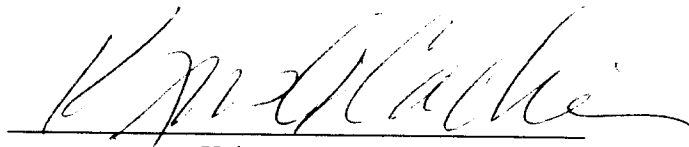
Notice of Change of Firm Name

on the interested parties in this action by placing a true copy(ies) thereof, on the above date, enclosed in sealed envelopes for service and prepared for processing as described below, and addressed and served in the manner indicated on the attached service list.

XX (BY FIRST CLASS MAIL) I am personally and readily familiar with the business practice of Cooley Godward Kronish LLP for collection and processing of correspondence for mailing with the United States Postal Service, pursuant to which mail placed for collection at designated stations in the ordinary course of business is deposited the same day, proper postage prepaid, with the United States Postal Service.

* * * * *

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this declaration was executed on October 26, 2007 at San Francisco, California.


Kris Tsao Cachia

In re ALLEGIANCE TELECOM, INC.
Case No. 03-13057-rdd

SERVICE LIST

Debtor

Allegiance Telecom, Inc.
9201 N. Central Expressway
Dallas, TX 75231

Claims Agent

Bankruptcy Mgmt Corp Claims Agent
1330 E. Franklin Ave.
El Segundo, CA 90245

Debtor's Counsel

Matthew A. Cantor, Esq.
Jonathan S. Henes, Esq.
Kirkland & Ellis
Citigroup Center
153 East 53rd Street
New York, New York 10022-4611

U.S. Trustee

Pamela Jean Lustrin
Office of the U.S. Trustee
33 Whitehall Street, 21st Floor
New York, NY 10004

Committee Counsel

Ira S. Dizengoff, Esq.
Akin Gump Strauss hauer & Feld LLP
590 Madison Avenue
New York, NY 10022-2524