

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

PROOF OF CLAIM

In re (Name of Debtor) **Allegiance Telecom, Inc** Case Number **03 13057 (RDD)**
(Jointly Administered)

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 entity to whom the debtor owes money or property)
Lucent Technologies Inc

Name and Addresses Where Notices Should be Sent
**Robert D Towey Esq
Andrew J Pincus Esq
Lowenstein Sandler PC
65 Livingston Avenue
Roseland NJ 07068**

— Check box if you are ~~not~~ **ALLEGANCE TELECOM, INC** or else has filed a proof of claim relating to your claim. Attach copy of **03-13057 (RRD)** 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
SOUTHERN DISTRICT OF NEW YORK
ALLEGANCE TELECOM, INC
03-13057 (RRD)
1875

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR _____ Check here if this claim replaces amends a previously filed claim **RECD**

1 BASIS FOR CLAIMS
 Goods sold
 Services performed
 Money loaned
 Personal injury/wrongful death
 Taxes
 Other (Describe briefly) _____
 Retiree benefits as defined in 11 U.S.C. §114(a)
 Wages, salaries, and compensations (Fill out below)
 Your social security number
 Unpaid compensations for services performed from _____ (date) to _____ (date)

DEC 03 2003
BMC

2 DATE DEBT WAS INCURRED _____ 3 IF COURT JUDGMENT DATE OBTAINED _____

4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority (3) Secured It is possible for part of a claim to be in one category and part in another CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM

SECURED CLAIM \$ _____
 Attach evidence of perfection of security interest
 Brief Description of Collateral
 Real Estate Motor Vehicle Other (Describe briefly) _____
 Amount of arrearage and other charges included in secured claim above if any \$ _____

UNSECURED NONPRIORITY CLAIM \$ _____ A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim

UNSECURED PRIORITY CLAIM
 \$ 4,000,000.00

Specify the priority of the claim
 Wages, salaries, or commissions (up to \$2000¹/\$4,000¹/\$4,300¹) 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 \$900¹/\$1,800¹/\$1,950¹ of deposits towards 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 of governmental units 11 U.S.C. §507(a)(8)
 Other Specify applicable paragraph of 11 U.S.C. §§507(a) _____

¹Cases commenced prior to 10/22/94 ²Cases commenced on or after 4/01/98
³Cases commenced on or after 10/22/94

5 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED
 \$ _____ (Unsecured) \$ _____ (Secured) **\$4,000,000.00** (Priority) **\$4,000,000.00** (Total)

Check this box if claim includes prepetition charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.

6 CREDITS AND SETOFFS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof. In filing this claim, claiming has deducted all amounts that claimant owes to debtor.

7 SUPPORTING DOCUMENTS Attach copies of supporting documents such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, or evidence of security interests. If the documents are not available, explain. If the documents are voluminous, attach a summary.

8 TIME STAMPED COPY To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

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RECEIVED
FILING CENTER

Date
November 24, 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)
LOWENSTEIN SANDLER PC
By **Robert D Towey Esq**

* Lucent Technologies Inc reserves its right to amend this claim and to file a request for payment of administrative expenses pursuant to 11 U.S.C. Section 503(b)(1)(B) to the extent that it is determined that any portion or all of the claimed amount arose following May 14, 2003.



LOWENSTEIN SANDLER PC
Attorneys at Law

ELIZABETH B LAWLER
Legal Assistant

Tel 973 597 6226 Fax 973 597 6227
elawler@lowenstein.com

November 24, 2003

VIA FEDERAL EXPRESS

United States Bankruptcy Court
Southern District of New York
Allegiance Claims Docketing Center
One Bowling Green
Room 534
New York, NY 10004-1408

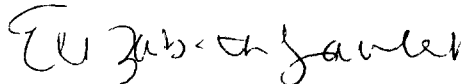
**Re Allegiance Telecom, Inc et al
03-13057 (jointly administered)**

Dear Sir or Madam

I have enclosed three proofs of claim to be filed in the above captioned matters on behalf of
Lucent Technologies

I have also enclosed a copy of each claim with a self-addressed, stamped envelope. Please return
a file stamped copy in the envelope provided. Thank you.

Very truly yours,



Elizabeth Lawler

12453/114
11/24/03 1478766 01

Enclosure(s)