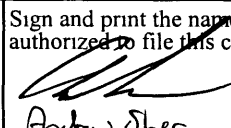


UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK		PROOF OF CLAIM
Name of Debtor ALLEGIANCE TELECOM OF OREGON, INC		CASE NO 03-13092 (RDD) Judge's Initials _____
Note This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" for payment for 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) Qwest Corporation	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court	Chapter _____ Please include an original and 2 copies if you would like an acknowledgment of the filing of your claim
Name and Addresses Where Notices Should Be Sent Andrew Sherman, Esq Sills Cummis Radin Tischman Epstein & Gross, P A One Riverfront Plaza Newark, New Jersey 07102	FILED U S B C SOUTHERN DISTRICT OF NEW YORK ALLEGIANCE TELECOM, INC 03-13057 (RRD) ----- 1970	
Telephone No (973) 643-7000	THIS SPACE IS FOR COURT USE ONLY	
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR	Check here if this claim <input type="checkbox"/> replaces a previously filed <input type="checkbox"/> amends dated _____	
1 BASIS FOR CLAIM <input type="checkbox"/> Goods sold <input type="checkbox"/> Retiree benefits as defined in 11 U S C § 1114 (a) <input checked="" type="checkbox"/> Services performed <input type="checkbox"/> Wages, salaries, and compensation (fill out below) <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal Injury/Wrongful Death Your SS# _____ <input type="checkbox"/> Taxes Unpaid compensation for services performed from _____ to _____ (date) (date) <input type="checkbox"/> Other		RECD DEC 03 2003 BMC
2 DATE DEBT WAS INCURRED Pre-petition (through May 14, 2003)	3 IF COURT JUDGMENT, DATE OBTAINED	
4 Total Amount of Claim at Time Case Filed \$415,415 98 (See Exhibit A)		
If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input 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		
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 (Describe briefly) Qwest Corporation asserts a secured claim for any deposits held and/or rights of setoff which may arise due to monies owed by Qwest Corporation Value of Collateral \$ Unliquidated Amount of arrearage and other charges at time case filed included in secured claim, if any \$ _____	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"/> Contributions to an employee benefit plan 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 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 of 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 purposes 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 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 11/24/03	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)  Sills Cummis Radin Tischman Epstein & Gross Andrew Sherman Counsel to Qwest Corporation	



INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to these general rules

— DEFINITIONS —

Debtor

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor

Creditor

A creditor is any person, corporation or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien. In addition to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*)

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California) the name of the debtor in the bankruptcy case and the bankruptcy case number. If you received a notice of the case from the court all of this information is near the top of the notice

Information about Creditor

Complete the section giving the name address and telephone number of the creditor to whom the debtor owes money or property and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form

1 Basis for Claim

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed check 'Other' and briefly describe the type of debt. If you were an employee of the debtor fill in your social security number and the dates of work for which you were not paid

2 Date Debt Incurred

Fill in the date when the debt first was owed by the debtor

3 Court Judgments

If you have a court judgment for this debt state the date the court entered the judgment

4 Total Amount of Claim at Time Case Filed

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included check the appropriate place on the form and attach an itemization of the interest and charges

5 Secured Claim

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim attach copies of the documentation of your lien and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS above)

6 Unsecured Priority Claim

Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority. (See DEFINITIONS above) A claim may be partly priority and partly nonpriority if, for example the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim

7 Credits

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor

8 Supporting Documents

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or if the documents are too lengthy a summary of those documents. If documents are not available you must attach an explanation of why they are not available

EXHIBIT A

Pre-Petition Amounts Allegiance Telecom of Oregon, Inc Owes to Qwest Corporation

<u>ENTITY</u>	CRIS Billed		Ancillary** Billing & Collection	IABS Billed				BART Billed Collocation	TOTAL
	Unbundled Loop	ELL		LIS T1 DTT	LIS Trunk	UDIT	Collocation**		
<u>OREGON</u>	\$107,957.61	\$8,796.06	\$4,523.27	\$73,856.36	\$237,197.99	\$6,204.68	\$17,438.17	(\$40,558.6)	\$415,415.98

* The above chart summarizes the voluminous supporting documents. These documents are available upon request.

** Indicates that a claim for this amount has also been filed with the parent company because it has not yet been determined which entity is liable.

Lisa Rupper

From Rich Reilly
Sent Thursday, August 26, 2004 10 38 AM
To Mike Booth
Cc Steffanie Cohen, Lisa Rupper
Subject FW Allegiance/Qwest

Attachments Qwest Pre-Petition Claims 8-25-04 pdf



Qwest Pre-Petition
Claims 8-25

Mike,

When we address the Qwest claims can you see that the email is at least referenced if not appended to at least one image (footnote all claim numbers for reference)

-----Original Message-----

From Stachiw, Mark [mailto:Mark.Stachiw@sharedtechnologies.net]
Sent Thursday, August 26, 2004 9 57 AM
To Rich Reilly
Subject FW Allegiance/Qwest

I presume this is good enough (e.g., expunge all claims filed by Qwest and all of those scheduled by ALGX and its subs) Please confirm I have also attached the list I sent him yesterday for your use (which did not include scheduled claims)

-----Original Message-----

From ASHERMAN@sillscummis.com [mailto:ASHERMAN@sillscummis.com]
Sent Thursday, August 26, 2004 11 42 AM
To Stachiw, Mark
Subject RE Allegiance/Qwest

Any proofs of claim filed by Qwest in the Allegiance case can be expunged

-----Original Message-----

From Stachiw, Mark [mailto:Mark.Stachiw@sharedtechnologies.net]
Sent Wednesday, August 25, 2004 3 12 PM
To Andrew Sherman
Subject RE Allegiance/Qwest

Andy,

As I mentioned in my voicemail to you, attached is a list of claims that Qwest filed which ATLT believes were resolved as part of our settlement with

Qwest. Could you please have someone confirm in writing that these are in fact resolved (and should be expunged) so I can clean up the claims register. If you have any questions, please do not hesitate to call me. Thanks

Mark Stachiw
Allegiance Telecom Liquidating Trust
1405 South Beltline Road, Suite 100
Coppell, Texas 75019
Tel (972) 462-5933 (Mon - Wed)
Tel (972) 881-2231 (Thurs - Fri)

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Claim Number	Claimant	Claim Amount
2217	QWEST CORPORATION	415415 98
2218	QWEST CORPORATION	609395 05
2219	QWEST CORPORATION	967272 81
2213	QWEST CORPORATION	522972 5
2214	QWEST CORPORATION	3469438 8
2215	QWEST CORPORATION	1052283 9
2216	QWEST CORPORATION	228239 31