

*FILE ORIGINAL FOR CHAPTERS 7 AND 11, IN DUPLICATE FOR CHAPTER 13, FOR DATE-STAMPED COPY, SEE # 9 BELOW

United States Bankruptcy Court		___ CH 7 ___ CH 13 <u>xx</u> CH 11 PLEASE CHECK CHAPTER
District of Delaware		PROOF OF CLAIM
Name of Debtor Allegiance Telecom Inc		Case Number 03-13057
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.		File Claim Form With
Name of Creditor (The person or other entity to whom the debtor owes money or property) Downtown Properties, LLC	<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.	FILED U.S. BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK ALLEGIANCE TELECOM, INC 03-13057 (RRD) 2385 Creditor # _____ THIS SPACE IS FOR COURT USE ONLY
Name and Address Where Notices Should be Sent Eric S Prezant Esq Allyson B Russo Esq Vedder Price Kaufman & Kammholz, P C 222 North LaSalle Street Suite 2600 Chicago, IL 60601 Telephone No (312) 609-7500	<input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.	
Account or other number by which creditor identifies debtor	<input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.	
Account or other number by which creditor identifies debtor		Check here if this claim <input type="checkbox"/> amends <input type="checkbox"/> replaces a previously filed claim dated _____
1 BASIS FOR CLAIM <input type="checkbox"/> Goods sold <input 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 social security number _____ <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other Charges incurred pursuant to real property lease Unpaid compensation for services performed <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a) from _____ to _____ (date) (date)		
2 DATE DEBT WAS INCURRED		3 IF COURT JUDGMENT, DATE OBTAINED
4 Total Amount of Claim at Time Case Filed \$77,883.39		RECD DEC 03 2003
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 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 type="checkbox"/> 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 <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 - 11 U.S.C. § 507(a)(4) <input type="checkbox"/> Up to \$1 950* 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
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. ANY ATTACHMENT MUST BE 8-1/2" BY 11".		RECEIVED DEC 03 2003 BMC
9 DATE-STAMPED COPY To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and an additional copy of this proof of claim.		
Date 11/25/03	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. Allyson Russo Attorney for Downtown Properties, LLC	
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 1573		



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

ALLEGIANCE TELECOM, INC ,

Debtor

Chapter 11

**Case No 03-13057 (RDD)
Jointly Administered**

**ATTACHMENT TO PROOF OF CLAIM OF
DOWNTOWN PROPERTIES, LLC**

Allegiance Telecom, Inc (“Allegiance”) leases office space located in Los Angeles, California (the “Property”) pursuant to a Lease (the “Lease”) dated _____, between Allegiance and Downtown Properties, LLC (“Landlord”) Pursuant to the terms of the Lease, pre-petition amounts totaling \$77,883 39 remain due and unpaid, as set forth in detail on Exhibit A hereto

Documents respecting the Lease are voluminous and may be reviewed and/or obtained by contacting Landlord’s counsel, Eric S Prezant, Esq , Vedder, Price, Kaufman & Kammholz, 222 N LaSalle Street, Suite 2600, Chicago, Illinois 60601-1003

Landlord reserves its right to amend, update and/or supplement this Proof of Claim at any time and in any respect and to assert any and all other claims of whatever kind or nature that it has, or it may have, against Allegiance The filing of this Proof of Claim shall not be deemed (i) a waiver or release of any claims or rights of Landlord, (ii) a consent by Landlord to the jurisdiction of the Bankruptcy Court with respect to the subject matter of this Proof of Claim, any objection hereto, or any other proceeding commenced in this case against or otherwise involving Landlord, (iii) a waiver of the right to move to withdraw the reference, or otherwise to challenge the jurisdiction of the Bankruptcy Court, with respect to the subject matter of this Proof of Claim, any objection hereto, or any other proceeding commenced in this case against or otherwise involving Landlord, (iv) an election of remedy, or (v) a waiver of any past, present or future defaults or events of default Further, nothing contained herein shall be deemed or construed as a waiver of any administrative expense claims that Landlord has or may have against Allegiance, and Landlord retains the right to assert such claims

EXHIBIT A

Date	Description	Amount¹
12/19/2000	Freight Operator (Suite 320)	\$132 00
12/19/2000	Card Keys (Suite 320)	\$90 00
12/19/2000	Restroom Keys (Suite 710)	\$4 50
12/19/2000	Additional HVAC (Suite 710)	\$135 00
12/19/2000	Repair of Damage to Stairwell (Suite 320)	\$140 00
03/01/2003	Electric 11/22/02 – 01/22/03 (Suites 320 and 710)	\$35,565 93
04/22/2003	Electric 03/22/02 – 04/22/2003 (Suite 320)	\$21,345 66
04/22/2003	Electric 03/22/02 – 04/22/2003 (Suite 710)	\$25 20
05/02/2003	4 Hrs Assisted Pwr Out – Elec Rm 03/24/03 (Suite 320)	\$260 00
05/22/2003	Electric 04/22/03 – 05/14/03 (Suite 320)	\$14,256 19
05/22/2003	Electric 04/22/03 – 05/14/03 (Suite 710)	\$16 86
08/02/2003	2002 Actual Additional Bldg Exp (Suite 320)	\$2,615 70
08/02/2003	2002 Actual Additional Bldg Exp (Suite 705)	\$1,201 10
08/02/2003	2002 Actual Additional Bldg Exp (Suite 710)	\$2,095 25
	Total	\$77,883 39

¹ Copies of the invoices supporting these charges are attached hereto

Downtown Properties, LLC
 c/o Mas Asset Management Corporation
 633 West 5th Street, 56th Floor
 Los Angeles, CA 90071
 Phone 213-213-8600
 Fax 213-213-8601

INVOICE

Customer

Name Allegiance Telecom, Inc
 Address 1950 N Stemmons Frwy #391
 City Dallas State TX ZIP 75207
 Attn Gayla West

Date 12/19/00
 Order No
 Rep
 FOB

Hours	Freight Operator	Unit Price	TOTAL
	Service Address 818 W 7th Street, Ste 320, Los Angeles		
3	10/07/00 9 00 A M until 12 00 P M noon	\$22 00	\$66 00
3	10/20/00 5 00 P M until 8 00 P M	\$22 00	\$66 00

Please make check payable to

Downtown Properties, LLC
 633 W 5th Street 56th Floor
 Los Angeles, CA 90071

Taxes	SubTotal	\$132 00
	CA	
	TOTAL	\$132 00

Office Use Only

THANK YOU!

Downtown Properties, LLC
 c/o Mas Asset Management Corporation
 633 West 5th Street, 56th Floor
 Los Angeles, CA 90071
 Phone 213-213-8600
 Fax 213-213-8601

INVOICE

Customer

Name Allegiance Telecom, Inc
 Address 1950 N Stemmons Frwy #391
 City Dallas State TX ZIP 75207
 Attn Gayla West

Date 12/19/00
 Order No
 Rep
 FOB

Qty	Description	Unit Price	TOTAL
	Service Address 818 W 7th Street, Ste 320, Los Angeles		
1	10/27/00 Card key #704677 requested by Bruce Miller	\$15 00	\$15 00
1	10/26/00 Card key #704676 requested by Mark Fitzer	\$15 00	\$15 00
1	10/18/00 Card key #704675 requested by Ajamu Tyehimba	\$15 00	\$15 00
1	10/18/00 Card key #704674 requested by Larry Pettway	\$15 00	\$15 00
1	10/19/00 Card key #704673 requested by Jack Hildre	\$15 00	\$15 00
1	10/09/00 Card key #704672 requested by Herbert Granados	\$15 00	\$15 00
		SubTotal	\$90 00
	Taxes	CA	
		TOTAL	\$90 00

Please make check payable to

Downtown Properties, LLC
 633 W 5th Street, 56th Floor
 Los Angeles, CA 90071

Office Use Only

THANK YOU!

Downtown Properties, LLC
 c/o Mas Asset Management Corporation
 633 West 5th Street, 56th Floor
 Los Angeles, CA 90071
 Phone 213-213-8600
 Fax 213-213-8601

INVOICE

Customer

Name Allegiance Telecom, Inc
 Address 1950 N Stemmons Frwy #391
 City Dallas State TX ZIP 75207
 Attn Gayla West

Date 12/19/00
 Order No
 Rep
 FOB

Hours	Additional HVAC	Unit Price	TOTAL
	Service Address 818 W 7th Street, Ste 710, Los Angeles		
3	Monday through Friday, 08/1/00 - 08/31/00	\$45 00	\$135 00

Taxes	SubTotal	\$135 00
	CA	
	TOTAL	\$135 00

Please make check payable to

Downtown Properties, LLC
 633 W 5th Street, 56th Floor
 Los Angeles, CA 90071

Office Use Only

THANK YOU!

Downtown Properties, LLC
 c/o Mas Asset Management Corporation
 633 West 5th Street, 56th Floor
 Los Angeles, CA 90071
 Phone 213-213-8600
 Fax 213-213-8601

INVOICE

Customer

Name Allegiance Telecom, Inc
 Address 1950 N Stemmons Frwy #391
 City Dallas State TX ZIP 75207
 Attn Gayla West

Date 12/19/00
 Order No _____
 Rep _____
 FOB _____

Hours/Unit	Description of Work	Unit Price	TOTAL
	Service Address 818 W 7th Street, Ste 320, Los Angeles		
2	11/18/00 Repaired damaged stairrail in stairwell #2 caused by a delivery to Allegiance Telecom at 3rd floor	\$65 00	\$130 00
4	Carrage bolts, nuts, and washers	\$2 50	\$10 00
		SubTotal	\$140 00
		Taxes CA	
		TOTAL	\$140 00

Please make check payable to

Downtown Properties, LLC
 633 W 5th Street, 56th Floor
 Los Angeles, CA 90071

Office Use Only

THANK YOU!

Downtown Properties, LLC

633 W Fifth Street 56th Fl
Los Angeles California 90071
Telephone 213/213-8600
Facsimile 213/213-8601

March 1 2003

Allegiance Telecom Svcs Corp

Real Estate and Facilities

Attn Annabelle Jo Frycki
9201 North Central Expressway
Dallas TX 75231

INVOICE SUMMARY - ELECTRIC		
Suite #320		
Electric 11/22/02-12/22/02	\$17 986 39	
Electric 12/22/02-1/22/03	\$17 530 59	
TOTAL #320		\$35,516 98
Suite #710		
Electric 11/22/02-12/22/02	\$25 23	
Electric 12/22/02-1/22/03	\$23 72	
TOTAL #710		\$48 95
TOTAL DUE - ELECTRIC		\$35,565 93

Please issue check payable to

Downtown Properties, LLC
633 W Fifth Street 56th Fl
Los Angeles, CA 90071

Thank You

Downtown Properties LLC
633 W 5th Street 56th Floor
Los Angeles CA 90071

October 2 2003

Invoice Summary

Allegiance Telecom Inc
Attn Annabelle Jo Frycki
3480 Buskirk Avenue Ste 301
Pleasant Hill CA 94523

Date	Description	Charges	Balance
Past Due Charges - Ste 320			
4/22/03	Elec 3/22-4/22/03	21 345 66	
5/2/03	4 Hrs assisted pwr out-Elec Rm 3/24/03	260 00	
5/22/03	Elec 4/22-5/14/03	14 256 19	
8/2/03	2002 Actual Additional Bldg Exp	<u>2 615 70</u>	
Total			38 477 55
Past Due Charges - Ste 705			
8/2/03	2002 Actual Additional Bldg Exp	<u>1 201 10</u>	
Total			1 201 10
Past Due Charges - Ste 710			
4/22/03	Elec 3/22-4/22/03	25 20	
5/22/03	Elec 4/22-5/14/03	16 86	
8/2/03	2002 Actual Additional Bldg Exp	<u>2 095 25</u>	
Total			2 137 31
Amount Due			41,815 96

Please issue check payable to

Downtown Properties LLC
633 W 5th Street 56th Floor
Los Angeles CA 90071

VEDDER PRICE

ALLYSON BRODERICK RUSSO
312 609 7773
arusso@vedderprice.com

VEDDER PRICE KAUFMAN & KAMMHOLZ P C
222 NORTH LASALLE STREET
CHICAGO ILLINOIS 60601
312 609 7500
FACSIMILE 312 609 5005

OFFICES IN CHICAGO NEW YORK CITY AND LIVINGSTON NEW JERSEY

November 25, 2003

VIA FEDERAL EXPRESS

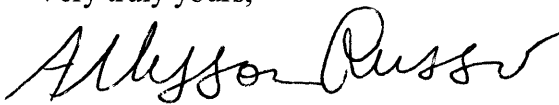
United States Bankruptcy Court
Southern District of New York
Allegiance Claims Docketing Center
One Bowling Green, Room 534
New York, New York 10004-1408

Re In re Allegiance Telecom, Inc (Case No 03-13057 (RDD))

Dear Sir or Madam

Enclosed please find an original and three copies of a Proof of Claim to be filed on behalf of Downtown Properties, LLC in connection with the above-referenced matter. Please file the Proof of Claim with the Court and return a file-stamped copy of the same to me. A self-addressed return envelope is enclosed for your convenience.

Very truly yours,


Allyson B Russo

ABR/tmm
Enclosures
cc Eric S Prezant, Esq