

* AMENDED CLAIM *

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM



CRDID 73174

In re Allegiance Telecom, Inc et al, * Shared Technologies Fairchild

Case Number 03-13108

FILED U.S.B.C. SOUTHERN DISTRICT OF NEW YORK

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

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

ALLEGIANCE TELECOM, INC 03-13057 (RRD)

2939

Name of Creditor and Address: 03805890073174, TREASURER ARLINGTON COUNTY TREAS OFFIC, 2100 CLARENDON BLVD STE 201, ARLINGTON VA 22201

Check box if you have never received any notices from the bankruptcy court in this case

Check box if this address differs from the address on the envelope sent to you by the court

If you have already properly filed a proof of claim with th Bankruptcy Court you do not need to file again

CREDITOR TAX I D # 54-6001123

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR 995226

Check here if th s claim replaces or amends a previously filed claim dated Nov 10, 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 social security number, Unpaid compensation for services performed from (date) to (date)

2 DATE DEBT WAS INCURRED Various

3 IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED \$ 2000 00 (unsecured), \$ 96,799 78 (secured), \$ 20,470.14 (unsecured priority), \$ 119,269 92 (total)

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

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 Business Tangible

* Claimed as priority to the extent not secured

Value of collateral \$ 1,990,909 00

Amount of arrearage and other charges at time case filed included in secured claim above if any \$96,799 78

6 UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Specify the priority of the claim

- 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 4/1/01 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

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

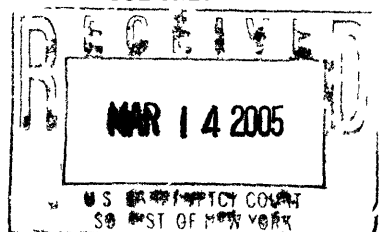
9 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed stamped envelope and an additional copy of this proof of claim

The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is received on or before 5 00 p m , November 26, 2003, Prevailing Eastern Time

BY MAIL TO: United States Bankruptcy Court Southern District of New York Allegiance Claims Docketing Center Bowling Green Station P O Box 95 New York NY 10274-0095

BY HAND OR OVERNIGHT DELIVERY TO: United States Bankruptcy Court Southern District of New York Allegiance Claims Docketing Center One Bowling Green Room 534 New York NY 10004-1408

THIS SPACE FOR COURT USE ONLY



DATE SIGNED

03/09/2005

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)

Ronald L. Zambotti - Treasurer & Specialist Ronald L. Zambotti

Penalty for presenting fraudulent claim is a fine of up to \$500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 AND 3571

See Other Side For Instructions



03012



FRANCIS X O LEARY
TREASURER

ARLINGTON COUNTY, VIRGINIA

OFFICE OF THE COUNTY TREASURER
COMPLIANCE DIVISION

#1 COURTHOUSE PLAZA, SUITE 215
ARLINGTON, VIRGINIA 22216-0530
(703) 228-3142 FAX (703) 228-7439



PATRICIA A WETH
DEPUTY COUNSEL
TO TREASURER

Clerk of Court
US Bankruptcy Court

RE Allegiance Telecom, Inc., et al
****Shared Technologies Fairchild****

CASE NO 03-13108

To the Clerk

Enclosed for filing in the above referenced matter, please find Arlington County's

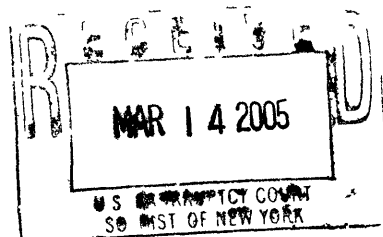
- Amended** Proof of Claim, please return a file stamped copy in the enclosed self addressed stamped envelope **Amends a previously filed claim dated Nov 10, 2003**
- Request for Payment of Administrative Expense Taxes, please return a file stamped copy in the enclosed self addressed stamped envelope
- Objection to Confirmation
- Response to Objection to its Claim
- Motion
 - For Turnover of Trust Fund Taxes
 - To Compel Filing of Tax Returns
 - _____

Thank you for your assistance. If you have any questions, please do not hesitate to call

Sincerely,

Patricia A. Weth

Enclosure



March 18, 2005

*Via Registered Mail
Return Receipt Requested*

Treasurer Arlington County Treasury Office
Attn Ronald L Zambotti
2100 Clarendon Blvd, Ste 201
Arlington, VA 22201

Re: Allegiance Telecom, Inc.,
Case No. (03-13057 RDD) (Southern District of New York)

Concerned,

BMC is the claims agent in the above-referenced case.

We have received your Proof of Claim (Claim No. 3012) signed and dated 3/9/2005.

Please be advised that while these claims have been recorded on the official record, it is late-filed beyond all applicable claims bar dates.

We have been advised by the Allegiance Telecom Liquidating Trust (the "ATLT"), that unless and until an order is entered by the bankruptcy court, permitting the late filing of your claim, the ATLT will not recognize the claim for purposes of Allowance, the creation of a Disputed Claim Reserve or Distributions (each as defined in Debtor's Third Amended Joint Plan of Reorganization).

Please feel free to contact me in our New York office at (212) 837-7925.

Regards,
/s/Rich Reilly
Rich Reilly

cc: Kenneth A. Davis
Attorney At Law
Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
NY, NY, 10022

Lois Mannon
Consultant
Allegiance Telecom Liquidating Trust
1405 South Beltline Road, Suite 100
Coppell, TX 75019



Seattle

Pacific Building, 23rd Floor
720 Third Avenue
Seattle, WA 98104
(206) 725-5405
(206) 374-2727 fax

Los Angeles

1330 E. Franklin Ave.
El Segundo, CA 90245
(310) 321-5555
(310) 640-8071 fax

New York

80 Broad Street
New York, NY 10004
(212) 344-0444
(888) 316-2354 fax

Kansas City

712 Broadway, Suite 100
Kansas City, MO 64105
(816) 472-4262
(816) 472-4321, fax

San Francisco

564 Market Street, Suite 602A
San Francisco, CA 94104
(415) 834-9942

(800) 655-1129

www.bmcgroup.com

claim 3012

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION**

**In re Allegiance Telecom, Inc
Case No 03-13057**

DOCUMENTS APPENDED TO CLAIM

On January 3, 2006 Document(s) appended to Claim Number 3012 for the following reason

- Stipulation/Order
- New Supporting Documents
- Change of Address
- Withdrawal of Claim
- Other

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

IN RE

ALLEGIANCE TELECOM, INC et al

*
*
*
*
*
*

Case No 03-13057

Chapter 11

NOTICE OF ARLINGTON COUNTY'S WITHDRAWAL OF CLAIM

COMES NOW the Treasurer, Arlington County, Virginia, by counsel, and gives Notice that its claim number in the amount of \$119,269.92 filed against the Debtor on March 14, 2005 in this matter is hereby withdrawn pursuant to Fed. R. Bankr. P. 3006. Furthermore, the Arlington County Treasurer will be issuing a refund to the Debtor for overpaid tax claims, which are not included in this proof of claim.

Respectfully submitted,

FRANCIS X O'LEARY
Treasurer of Arlington County

By /s/ Patricia A. Weth
Patricia A. Weth
Deputy Treasurer
#1 Courthouse Plaza - Suite 217
Arlington, Virginia 22216-0530
(703) 228-3142
pweth@arlingtonva.us

Patricia A. Weth VSB 30597
Counsel to the Treasurer
#1 Courthouse Plaza Suite 217
Arlington Virginia 22216-0530

Inactive claim # 3012
dkt # 2323
12/29/05

CERTIFICATE OF SERVICE

I hereby certify that a copy of this Notice of Arlington County s Withdrawal of
Claim was sent postage prepaid this 16th day of December 16, 2005 to

Jesse Herrera
1700 Pacific Ave Suite 4100
Dallas Texas 75201

Office of the Clerk
US Bankruptcy Court
Southern District of New York
One Bowling Green, 5th Floor
New York, NY 10004-1408

/s/ Patricia A Weth