

KIRKLAND & ELLIS
Citigroup Center
153 East 53rd Street
New York, New York 10022-4675
Telephone: (212) 446-4800
Facsimile: (212) 446-4900
Matthew A. Cantor (MC-7727)
Jonathan S. Henes (JH-1979)

Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
In re	:	
	:	Chapter 11 Case No.
Allegiance Telecom, Inc., <u>et al.</u> ,	:	03-_____ ()
	:	
Debtors.	:	Jointly Administered
	X	

MOTION OF DEBTORS TO ESTABLISH NOTICE PROCEDURES

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, “Allegiance” or the “Debtors”) respectfully represent:

Introduction

1. On the date hereof (the “Commencement Date”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11, United States Code (the “Bankruptcy Code”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. Simultaneously with the filing of their petitions and this Motion, the Debtors requested an order for joint administration of their chapter 11 cases pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Jurisdiction

2. This Court has subject matter jurisdiction to consider and determine this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

An Overview of Allegiance's Business

3. Allegiance is a facilities-based national local exchange carrier that provides integrated telecommunications products and services to small and medium-sized business customers, large businesses (i.e., national customers with multiple locations), governmental entities, wholesale customers and other institutional users. Allegiance offers its customers a variety of services, including:

- local and long distance voice services, including basic telephone services and advanced calling features;
- broadband and other Internet and data services, including high-speed Internet access, wide area network interconnection, domain name registration, web hosting, email and colocation services;
- integrated local long distance/Internet access offerings, which provide customers with integrated voice and Internet access over a single broadband line;
- wholesale services to other regional and national service providers, including equipment colocation, managed modem ports and Internet protocol traffic aggregation; and
- customer premise equipment sales and maintenance services.

4. Allegiance serves more than 100,000 business customers in 36 markets. Allegiance employs approximately 3,560 people, of which approximately 97 employees are covered by collective bargaining agreements.

5. As of the Commencement Date, the Debtors have approximately \$245 million of cash. As of December 31, 2002, the Debtors' consolidated books and records reflected

assets totaling approximately \$1.441 billion and liabilities totaling approximately \$1.397 billion. For the three months ending December 31, 2002, the Debtors, on a consolidated basis, reported revenues of approximately \$204.91 million, EBITDA (i.e., earnings before interest, taxes, depreciation, amortization, non-cash deferred compensation expense and non-cash goodwill impairment charges) of approximately negative \$34 million and net losses of approximately \$120 million.

**Allegiance is Critical to Promoting Sustainable
Competition in the Local Telecommunication Marketplace**

The Telecommunications Act of 1996

6. In February of 1996, Congress enacted the Telecommunications Act of 1996 (the “Telecom Act”), with the stated purpose of:

promot[ing] competition and reduc[ing] regulation in order to secure lower prices and higher quality services for American telecommunications consumers and encourage the rapid deployment of new telecommunications technologies.

H.R. REP No. 104-204(I), 104th Cong. 1st Sess. 1995 (July 24, 1995), reprinted in 1996 U.S.C.C.A.N. 10, **10. In that regard, the Telecom Act required Incumbent Local Exchange Carriers, including the Regional Bell Operating Companies (“ILECs”) – i.e., existing telecommunications monopolies – to allow newly created Competitive Local Exchange Carriers (“CLECs”) to (a) interconnect with the ILECs, (b) access portions of the ILEC network and (c) collocate their equipment in ILEC facilities all at forward-looking cost based rates. In addition, CLECs were permitted to purchase ILEC services at wholesale prices and resell them to customers at retail prices.

7. The enactment of the Telecom Act spurred entrepreneurs to start hundreds of new businesses to compete in the local telecommunications marketplace. During the late 1990s, investors recognized the growth opportunity inherent in the opening of a competitive

local telecommunications marketplace and invested billions of dollars in equity and debt capital into a multitude of telecommunications companies primed to provide competing services to American consumers.

8. Funded with significant amounts of investment capital, two types of CLECs emerged. The first type of CLECs were “resellers”. Specifically, “reseller” CLECs purchased telecommunications services from ILECs at a discount and resold the services to customers at a higher price. Thus, these CLECs simply offered consumers the same services supplied by ILECs - generally at lower prices. To be successful with this low margin business model, “reseller” CLECs invested their capital in sales and marketing efforts designed to acquire a substantial customer-base and attendant market-share in a relatively short period of time and ahead of their many competitors. However, because resellers were providing the identical services as the ILECs (with no differentiation) and were attempting to build a large market share in a highly competitive market, this business model was flawed and many in the telecommunications industry believe that the “resale” business will fail.

9. The second type of CLECs were “facilities-based” CLECs. These CLECs invested significant sums of money to build their own proprietary infrastructure and network in order to effectively compete with the ILECs. Specifically, facilities-based CLECs combined elements of an ILEC’s network with their own to provide consumers with true differentiated services. As Michael Powell stated in his partial dissent to the FCC’s 2003 Triennial Review:

Facilities -based competition means a competitor can offer real differentiated service to consumers Facilities-based competitors own more of their own network and control more of their costs, thereby offering consumers real potential for lower prices. Facilities-based competitors offer greater rewards for the economy – buying more equipment from other suppliers . . . and creating more jobs. . . . And, facilities providers create vital redundant networks that can serve own nation if other facilities are damaged by those hostile to our way of life.

F.C.C., 2003 Triennial Review - Open Meeting, Separate Statement of Chairman Michael R. Powell, dissenting in part (February 20, 2003) (transcript available at www.fcc.gov/wcb/cpd/triennial_review/). Allegiance is such a facilities-based CLEC with a nationwide network and a facility-based business strategy.

The Allegiance Nationwide Network – Servicing 36 Metropolitan Areas

10. In 1997, a management team of industry veterans launched Allegiance and focused on building a reliable nationwide network based on proven technologies, a nationwide direct sales force primarily focused on the small to medium sized business enterprise and information processing systems to support its operations. Allegiance was one of the first major local exchange carriers to open markets utilizing the “smart build” strategy. This strategy allowed a more rapid ramp-up in operations than the traditional competitive local exchange model in which extensive networks were built, including fiber networks, prior to the generation of significant revenues. In contrast, Allegiance’s initial network build-out simply required (a) deploying digital switching platforms with local and long distance capability and (b) leasing transport facilities from the incumbent local exchange carriers and other competitive local exchange carriers to connect its switches with its transmission equipment colocated in the incumbent local exchange carrier’s central offices. Once traffic volume justified further “success-based” investment, Allegiance leased dark fiber or built specific network segments. This strategy offered two major economic benefits. First, it enabled Allegiance to enter new markets with alacrity and reduce up-front capital requirements for entering individual markets prior to revenue generation. Second, in contrast to the traditional competitive local exchange carriers that generally built their networks in highly concentrated downtown areas due to the high cost of constructing fiber networks, Allegiance’s business model enabled it to provide services to

customers in downtown areas as well as the more geographically dispersed, less competitive areas of its targeted markets.

11. Allegiance's initial business plan proposed entering into 24 of the largest metropolitan areas in the United States. Subsequently, management expanded its business plan to (a) increase the total number of target markets to 36, (b) increase its service area, i.e., its colocation "footprint" in its original 24 markets, and (c) acquire long-term rights to use dark fiber rings to replace network elements leased by the Debtors from the incumbent local exchange carriers.

12. In addition to internal growth, Allegiance's business plan included growth through strategic acquisitions. For example, in December 2001, Allegiance acquired certain assets of Intermedia Business Internet (the "Intermedia Acquisition"). The Intermedia Acquisition enabled Allegiance to (a) become a Tier 1 Internet access provider, (b) provide large quantities of data transmitted at high-speeds over the Internet to and from a customer's premises, (c) efficiently exchange traffic with other Internet backbone providers giving Allegiance greater control over its Internet access, and (d) leverage its local service presence to provide additional services to its target market. In June 2003, Allegiance acquired certain assets of Shared Technologies (the "Shared Technologies Acquisition"). The Shared Technologies Acquisition (a) added customer premises equipment sales, installation and maintenance to Allegiance's portfolio of integrated products and services, (b) strategically enhanced Allegiance's target market of small to medium size business enterprises, and (c) allowed Allegiance to provide a complete communications solution to business customers.

13. As of the date hereof, Allegiance provides its telecommunications services in major metropolitan areas across the United States, including the following 36 markets: Atlanta, Austin, Baltimore, Boston, Chicago, Cleveland, Dallas, Denver, Detroit, Fort Lauderdale, Fort

Worth, Houston, Long Island, Los Angeles, Miami, Minneapolis/St. Paul, New York City, Northern New Jersey, Oakland, Ontario/Riverside, CA, Orange County, Philadelphia, Phoenix, Pittsburgh, Portland, Sacramento, St. Louis, San Antonio, San Diego, San Francisco, San Jose, Seattle, Tampa, Washington, D.C., West Palm Beach/Boca Raton and White Plains. Allegiance is colocated in 849 central offices and has a Tier 1 Internet backbone.

The FCC Recognizes the Importance of Allegiance

14. Federal policy recognizes the importance of facilities-based CLECs and Allegiance is the model. In that regard, the Federal Communications Commission (the “FCC”) recently published its latest rules for local competition in the *FCC Triennial Review*. In reviewing these rules, a Kaufman Bros. Equity Research Report, dated March 4, 2003, stated that “*Allegiance is the blueprint for local competition proposed by the FCC.*” In addition, Kevin J. Martin, Commissioner of the FCC has noted:

Allegiance has focused on building a business that adheres to the letter of the Telecom Act while leveraging the entrepreneurial spirit of the law, as well. Today, Allegiance stands as a model of what Congress intended in 1996, and what we hope to achieve in the years ahead – new entrants that have the opportunity to continue to invest in infrastructure, bring innovation and offer new service offerings to consumers in local markets that are open to fair and robust competition.

Kevin J. Martin, Commissioner, F.C.C., Address to the Telecommunications Law Conference and the Texas Chapter of the Federal Communications Bar Association (March 7, 2002) (transcript available at www.fcc.gov/Speeches/Martin/2002/spkjm203.html).

15. Thus, it is clear that Allegiance, by focusing on an intelligent – well thought out business model – building its own network and offering its consumers innovative services, is an integral player in the telecommunications marketplace and a model for the nation’s policy of promoting sustainable facilities-based competition in the local telecommunications arena. With an appropriate capital structure and a reduction in unnecessary

costs, Allegiance believes it will be one of the most successful telecommunications companies in the United States.

Capital Structure of the Debtors

Capital Stock

16. Allegiance Telecom, Inc. has two classes of authorized stock: (a) 750,000,000 shares of common stock, with par value of \$0.01 per share and (b) 1,000,000 shares of preferred stock, with par value of \$0.01 per share. As of December 31, 2002, Allegiance Telecom, Inc. had (i) 124,830,110 shares of common stock issued and outstanding, with 295 registered holders and at least 20,000 beneficial owners, and (ii) no shares of preferred stock outstanding. Allegiance Telecom, Inc.'s common stock is publicly traded on the Nasdaq National Market under the symbol "ALGX."

17. Allegiance Telecom, Inc. owns 100% of the capital stock of Allegiance Telecom Company Worldwide ("ATCW"), and ATCW directly or indirectly owns 100% of the capital stock of each of the other Debtors.

Prepetition Notes

18. In 1998, Allegiance Telecom, Inc. issued two series of notes: (i) 11 3/4% Senior Discount Notes with a face value of \$445 million, due on February 15, 2008 (the "Senior Discount Notes") and (ii) 12 7/8% Senior Notes with a face value of \$205 million, due on May 15, 2008 (the "Senior Notes"). The Senior Discount Notes were issued under that certain Indenture, dated as of February 3, 1998, between Allegiance Telecom, Inc. and The Bank of New York, as Indenture Trustee. The Senior Notes were issued under that certain Indenture, dated as of July 7, 1998, between Allegiance Telecom, Inc. and The Bank of New York, as Indenture Trustee. Neither the Senior Discount Notes nor the Senior Notes are secured by any assets of the Debtors or guaranteed by any of the Debtors.

Prepetition Credit Agreement

19. Prior to the Commencement Date, ATCW entered into that certain Credit and Guaranty Agreement, dated as of February 15, 2000, as amended as of November 27, 2002 (the “Prepetition Credit Agreement”), among ATCW, as borrower; all of the other Debtors, as guarantors; Goldman Sachs Credit Partners L.P. (“Goldman Sachs”), as syndication agent and sole lead arranger; General Electric Capital Corporation (“GECC”) (as successor to Toronto Dominion (Texas), Inc.), as administrative agent, BankBoston, N.A. (“BankBoston”) and Morgan Stanley Senior Funding, Inc. (“Morgan Stanley”), as co-documentation agents; Goldman Sachs, GECC, BankBoston, Morgan Stanley, certain managing agents, and lenders party thereto from time to time (collectively, the “Prepetition Lenders”). As of the Commencement Date, the amount outstanding under the Prepetition Credit Agreement was approximately \$465.3 million. The Debtors have pledged substantially all of their assets as collateral under the Prepetition Credit Agreement, including (a) the capital stock of ATCW and (b) substantially all of the assets of ATCW and its direct and indirect subsidiaries, including the capital stock owned by ATCW in each of its Debtor subsidiaries. As of the Commencement Date, there were 27 Prepetition Lenders under the Prepetition Credit Agreement.

Events Leading to Chapter 11 Filing

20. The distressed economic environment in the United States that followed the economic boom of the late 1990s has had a global and adverse impact on the telecommunications industry. In the late 1990s, in an effort to finance operations and build their networks, telecommunications companies borrowed significant amounts of money from lenders and the public through the issuance of debt. The resulting significant indebtedness incurred by telecommunications companies, combined with poor economic conditions required many

companies, including the Debtors, to focus on reducing their debt either through out of court restructurings or the chapter 11 process.

21. Many of Debtors' existing and potential customers have experienced their own financial difficulties, thereby decreasing customer demand for existing and new services. The financial difficulties of the Debtors' customers has led to non-payment, partial payment, or slow payment of bills for services provided by the Debtors. The financial instability of other companies in the telecommunications industry has adversely affected the willingness of potential customers to move their telecommunications services to the Debtors. In addition, certain of the Debtors' suppliers have requested deposits, letters of credit, or other types of security. Moreover, telecommunications carriers that owe reciprocal and/or intercarrier compensation to the Debtors have either refused to pay or failed to pay in a timely manner for the services provided by the Debtors.

22. As a consequence of the foregoing, the Debtors' business operations were adversely impacted and, due to revenue trends and continuing negative EBITDA, the Debtors determined that their current level of indebtedness needed to be significantly reduced. Thus, in order to maximize the long-term wealth generating capacity of their business operations, the Debtors, among other things, (a) established a special restructuring committee of the Board of Directors of Allegiance Telecom, Inc., (b) retained restructuring advisors, and (c) commenced extensive negotiations with their senior lenders and bondholders, as detailed below.

Negotiations with the Prepetition Lenders and the Ad Hoc Committee of Bondholders

23. The Debtors, in the exercise of their sound business judgment - and in recognition of the distressed economic environment and the need for the Debtors' businesses to focus on profitability instead of high revenue growth - determined that a meaningful deleveraging of their capital structure was crucial for the preservation and maximization of the

value of their businesses. In that regard, the Debtors, in conjunction with their financial advisors and the Board of Directors of Allegiance Telecom, Inc., commenced the process of determining the appropriate capital structure for their business operations. After determining the appropriate capital structure, the Debtors commenced negotiations with the Prepetition Lenders and the Ad Hoc Committee (as defined below) to effectuate a restructuring transaction.

24. In October of 2002, Allegiance began negotiations with its Prepetition Lenders regarding a potential restructuring of its long-term debt. On November 27, 2003, Allegiance and its Prepetition Lenders entered into that certain First Amendment to the Prepetition Credit Agreement (the “Amendment”). Pursuant to the Amendment, the Debtors obtained a moratorium on their financial covenants through April 30, 2003. In exchange for the Amendment, Allegiance agreed, among other things, (a) that an event of default would occur on April 30, 2003 unless it reduced its long term debt to a level not to exceed \$645 million, and (b) to repay \$15 million to the Prepetition Lenders on account of debt owed under the Prepetition Credit Agreement. During the latter part of 2002 and to meet covenants under the Amendment, the Debtors significantly lowered their capital expenditures, reduced headcount, substantially decreased growth, eliminated less profitable products and services, and continued to optimize their existing network assets.

25. After entering into the Amendment, the Debtors commenced negotiations with the Prepetition Lenders to consummate a permanent restructuring. In connection with the negotiations regarding the permanent restructuring, the Debtors commenced negotiations with an *ad hoc* committee of noteholders, which is comprised of certain holders of the Senior Notes and the Senior Discount Notes (the “Ad Hoc Committee”).

26. The Debtors, the Prepetition Lenders and the Ad Hoc Committee were not able to reach an agreement concerning the permanent restructuring prior to the April 30 deadline. On April 29, 2003, in order to avoid the occurrence of certain events of default under the Prepetition Credit Agreement, the Debtors and the Prepetition Lenders entered into a forbearance agreement (the “Forbearance Agreement”), which expires on May 15, 2003. The Forbearance Agreement provided for, among other things, a pay down of \$5 million of principal owed under the Prepetition Credit Agreement.

27. After entering into the Forbearance Agreement, the Debtors continued their negotiations with the Prepetition Lenders and the Ad Hoc Committee. However, the parties were unable to reach an agreement prior to the expiration of the term of the Forbearance Agreement. Consequently, the Debtors, in the exercise of their prudent business judgment, determined that it was in the best interests of all of their stakeholders and for the maximization of the value of their businesses to commence these chapter 11 cases and consummate a restructuring of their indebtedness under the auspices of this Court.

Relief Requested

28. By this Motion, the Debtors request entry of an order establishing appropriate notice procedures, which will limit notice on various matters to affected parties only.

29. The parties in interest entitled to receive notice in these chapter 11 cases will likely include approximately 7,500 creditors (exclusive of approximately 5,000 current and former employees, some of whom may have claims against the Debtors’ estates) as well as the holders of the Debtors’ approximately 125 million shares of common stock. Notice of all pleadings and other papers filed in these chapter 11 cases to each of these parties in interest is unnecessary, and the photocopying and postage expenses, as well as other expenses associated

with such large mailings, would be extremely burdensome and costly to the Debtors' estates. Moreover, because all pleadings will be available on the Court's Internet site, all parties in interest will be able to access the pleadings filed in these chapter 11 cases at will.

30. The Debtors propose to establish a master service list (the "Master Service List"), which would include: (a) the Office of the United States Trustee for the Southern District of New York; (b) the Debtors; (c) the attorneys for the Debtors; (d) the attorneys for the Prepetition Lenders; (e) the attorneys for any statutory committee (the "Committee") appointed in these chapter 11 cases; (f) any party whose interests are directly affected by a specific pleading; (g) those persons who have formally appeared and requested service of pleadings in these chapter 11 cases in accordance with Bankruptcy Rule 2002; and (h) the Securities and Exchange Commission, the Internal Revenue Service, and other government agencies to the extent required by the Bankruptcy Rules and the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules").

31. Until a Committee is appointed in these chapter 11 cases, the Debtors propose to establish an initial Master Service List that would include attorneys for the Ad Hoc Committee and creditors holding the forty (40) largest unsecured claims against the Debtors' estates on a consolidated basis. Once the Committee is formed, the Debtors will add the attorneys for such Committee to the Master Service List and remove the attorneys for the Ad Hoc Committee and the forty (40) largest unsecured creditors, unless any of such creditors have formally appeared and requested service in these cases pursuant to Bankruptcy Rule 2002.

32. In furtherance of the relief requested, the Debtors have prepared a proposed initial Master Service List, a copy of which is annexed hereto as Exhibit "A," and

incorporated herein by reference. The proposed initial Master Service List is consistent with the foregoing parameters.

33. The proceedings with respect to which notice would be limited to the Master Service List would include all matters covered by Bankruptcy Rule 2002, with the exception of the following: (a) notice of the first meeting of creditors pursuant to section 341 of the Bankruptcy Code; (b) the time fixed for filing proofs of claim pursuant to Bankruptcy Rule 3003(c); (c) the time fixed for filing objections and the hearing to consider approval of a disclosure statement and confirmation of a chapter 11 plan; and (d) notice of and transmittal of ballots for accepting or rejecting a chapter 11 plan. Except as set forth below, the foregoing proceedings would be noticed to all parties in interest in accordance with Bankruptcy Rule 2002, at their last known address as provided by the Debtors, unless otherwise ordered by the Court or otherwise prescribed by the Bankruptcy Code. The Master Service List would also be used for matters, other than those governed by Bankruptcy Rule 2002, which may be required by the Local Bankruptcy Rules to be served on all parties in interest.

34. The Debtors will update the Master Service List on a monthly basis to include the names and addresses of any party in interest who has made a written request for notice since the prior month and such updated Master Service List will be filed with the Court only if there is a change to the Master Service List. Further, upon the completion of noticing any particular matter, the Debtors will submit to the Court either an affidavit of service or certification of service annexing the list of those parties upon whom the notice was served.

35. The Debtors request authorization to provide notice to their employees of the commencement of these chapter 11 cases by posting notices on (i) bulletin boards located in

the Debtors' premises, (ii) e-mail notification, and/or (iii) the Debtors' intranet postings, and that the Court order that such notice represents adequate and sufficient notice to their employees.

36. The Debtors believe that the administration of these chapter 11 cases would be more efficient and cost effective if the relief requested is granted. Because the relief requested herein is in the best interest of the Debtors, their estates, and their creditors, and will not prejudice the rights of any party in interest in these chapter 11 cases, the Debtors submit that the Motion should be granted.

Waiver of Memorandum of Law

37. This Motion does not raise any novel issues of law, and, accordingly, the Debtors respectfully request that the Court waive the requirement contained in the Local Bankruptcy Rule 9013-1(b) that a separate memorandum of law be submitted.

Notice

38. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Southern District of New York; (b) attorneys for the Prepetition Lenders; and (c) attorneys for the Ad Hoc Committee. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

No Prior Request

39. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the Motion in all respects and grant the Debtors such other and further relief as it deems just and proper.

Dated: New York, New York
May 14, 2003

Respectfully submitted,

/s/ Matthew A. Cantor
Matthew A. Cantor (MC-7727)
Jonathan S. Henes (JH-1979)
KIRKLAND & ELLIS
Citigroup Center
153 East 53rd Street
New York, New York 10022-4675
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Attorneys for Debtors and Debtors in Possession

EXHIBIT A

ALLEGIANCE TELECOM, INC., ET AL.

MASTER SERVICE LIST

Office of the United States Trustee
Attn: Carolyn S. Schwartz, Esq.
33 Whitehall Street, 21st Floor
New York, NY 10004

United States Attorney
100 Church Street, 19th Floor
New York, NY 10007

Allegiance Telecom, Inc.
Attn: Mark B. Tresnowski, Esq.
700 E. Butterfield Rd., Suite 400
Lombard, IL 60148

Internal Revenue Service
Attn: District Director
290 Broadway
New York, NY 10007

Allegiance Telecom, Inc.
Attn: Mark Stachiw
9201 N. Central Expressway
Dallas, TX 75231

New York City Department of Finance
Bankruptcy Unit
345 Adams Street, 10th Floor
Brooklyn, NY 11201

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

New York State Department of
Taxation and Finance
Bankruptcy Unit
P.O. Box 5300
Albany, NY 12205-0300

Paul Hastings Janofsky & Walker LLP
Attn: Jesse H. Austin, III, Esq.
24th Floor, 600 Peachtree Street, N.E.
Atlanta, GA 30308-2222

Securities and Exchange Commission
Attn: Wayne M. Carlin, Regional Director
233 Broadway
New York, NY 10279

The Bank of New York
Attn: Corporate Trust Administration,
Van K. Brown
101 Barclay Street
Floor 21 West
New York, NY 10286

Pacific Bell
SBC Contract Administration
Attn: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

Verizon (BA) - Line Cost, Albany, NY
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

Verizon (BA-PA) - Line Cost,
Lehigh Valley, PA
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

Southwestern Bell
SBC Contract Administration
Attn: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

Ameritech - LEC Services Billing - CABS
SBC Contract Administration
Attn: Notices Manager
311 S. Akard, 9th Floor
Four Bell Plaza
Dallas, TX 75202-5398

Verizon (BA-South) - Line Cost, Cockysville, MD
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

Qwest Communications
General Counsel - Interconnection Qwest
Law Department
1801 California St., Suite 4900
Denver, CO 80202

Verizon (BA) - Line Cost, Baltimore, MD
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

MFS Telecom Inc - CABS
c/o MCI WorldCom Communications
Attn: Contracts Administration
500 Clinton Center Drive, Building 4
Clinton, MS 39056

MCI WorldCom Communications
Attn: Contracts Administration
500 Clinton Center Drive, Building 4
Clinton, MS 39056

Broadwing Communication Services Inc.
Attn: Ernest Williams
1122 Capital of Texas Hwy South
Austin, TX 78746

Verizon (BA-NJ) - Line Cost, Trenton, NJ
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

KMC Telecom XI LLC
KMC Telecom Holdings, Inc.
Attn: General Counsel
Attn: National Markets, Project Planning
1545 Route 206, Suite 300
Bedminster, NJ 07921

Verizon (GTE-SW) - Line Cost, Atlanta, GA
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

Intermedia Communications Inc.
c/o MCI WorldCom Communications
Attn: Contracts Administration
500 Clinton Center Drive, Building 4
Clinton, MS 39056

Bell South Florida
ICS Attorney
Suite 4300
675 W. Peachtree St.
Atlanta, GA 30375

Bell South Georgia
General Attorney - COU
Suite 4300
675 W. Peachtree St.
Atlanta, GA 30375

WorldCom OnNet DSL
c/o MCI WorldCom Communications
Attn: Contracts Administration
500 Clinton Center Drive, Building 4
Clinton, MS 39056

Verizon (GTE-SW) - Line Cost, Dallas, TX
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

XO Communications
Attn: Craig Fricke
11111 Sunset Hills
Reston, VA 20190

Southern California Edison
Carrier Solutions Fin & Admin
Attn: Marilyn Wasserman
2244 Walnut Grove GO1 Quad 2B
Rosemead, CA 91770

NCX Office Development, LP
c/o Stream Realty Partners, L.P.
511 East John Carpenter Hwy., Suite 400
Irving, TX 75062

TEK Trademark Telecom
Attn: Isabel Miro
2211 Norfolk, Suite 800
Houston, TX 77098

Pegasus Logistics Group
Corporate Headquarters
Attn: Alan Grayson
612 E. Dallas Rd., Suite 100
Grapevine, TX 76099-0370

GE Capital Fleet Services
Attn: Kenneth Johns
300 RiverHills Business Park
Birmingham, AL 35242

UUNET
c/o MCI WorldCom Communications
Attn: Contracts Administration
500 Clinton Center Drive, Building 4
Clinton, MS 39056

Verizon (GTE-CA) - Line Cost, Inglewood, CA
VP & Associate General Counsel
Wholesale Markets
Verizon Wholesale Markets
1515 N. Court House Road
Suite 500
Arlington, VA 22201

Stornet Inc.
7388 South Revere Parkway
Suite 1003
Centennial, CO 80112

Focal Communications Corporation of PA
(CABS)
Attn: General Counsel
200 North LaSalle Street
Suite 1100
Chicago, IL 60601

Level 3 Communications LLC - CABS
Attn: General Counsel
1025 Eldorado Blvd.
Broomfield, CO 80021

Lucent Technologies Inc.
2601 Lucent Lane
Lisle, IL 60532

Avaya - CABS
Attn: Chris De La Cruz
3410 Midcourt, Suite 115
Carrollton, TX 75006-5066

Looking Glass Networks Inc.
Attn: Jodi J. Caro, General Counsel
1111 West 22nd Street, Suite 600
Oak Brook, IL 60523

FPL Fibernet LLC - Line Cost
FPL Fibernet LLC
Attn: General Counsel
Juno Beach, FL 33408

DST Output
Attn: Jim Laramy, VP Legal
5220 Robert J. Matthews Parkway
El Dorado Hills, CA 95762

Enterprise Fleet Services
Attn: David Guthaim
1550 Route 23 North
Wayne, NJ 07470

Juniper Network
Attn: Lisa C. Berry, General Counsel
1194 North Mathilda Avenue
Sunnyvale, CA 94089

Acterna
Attn: Rick Goshorn, General Counsel
12410 Milestone Center Drive
Germantown, MD 20876

AT&T Corp.
Attn: Norman Collins, Sales VP
1200 Peachtree Street
Atlanta, GA 30309