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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**APPLICATION OF THE DEBTORS FOR ENTRY OF
AN ORDER PURSUANT TO SECTIONS 105(a), 327, 328, 330
AND 363(c) OF THE BANKRUPTCY CODE AUTHORIZING
EMPLOYMENT OF PROFESSIONALS UTILIZED IN THE
ORDINARY COURSE OF THE DEBTORS' BUSINESSES**

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 Application, the Debtors requested an

order for the joint administration of their chapter 11 cases pursuant to Federal Rule of Bankruptcy Procedure 1015(b) (the “Bankruptcy Rules”).

Jurisdiction

2. The Court has subject matter jurisdiction to consider and determine this Application 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/web/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. The Debtors request the entry of an order, pursuant to sections 105(a), 327, 328, 330 and 363 of the Bankruptcy Code, approving the retention of professionals, listed on Exhibit “A” annexed hereto, utilized by the Debtors in the ordinary course of business (each an “Ordinary Course Professional” and, collectively, the “Ordinary Course Professionals”) without the submission of separate employment applications, affidavits and the issuance of separate retention orders for each individual professional firm.

29. The Debtors propose that each law firm retained as an Ordinary Course Professional file an affidavit with the Court pursuant to section 327(e) of the Bankruptcy Code, within the later of (a) thirty (30) days of entry of the order granting this Application and (b) the

engagement of such law firm by the Debtors in these chapter 11 cases, setting forth that such law firm does not represent or hold any interest adverse to the Debtors or their respective estates in respect of the matters in which such law firm is engaged.

30. Pursuant to sections 105(a) and 330 of the Bankruptcy Code, the Debtors also request the entry of an order authorizing them to pay to each Ordinary Course Professional, on an interim basis, and without an application to the Court by such professional, 100% of fees and disbursements incurred. Such payments would be made following the submission to and approval by the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred; provided, however, that subject to further order of the Court, if any Ordinary Course Professional's fees and disbursements exceed (a) a total of \$30,000 per month or (b) \$500,000 in the aggregate in the Debtors' chapter 11 cases, then the payments to such professional for such excess amounts shall be subject to the prior approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Local Bankruptcy Rules for the Southern District of New York (the "Local Bankruptcy Rules"), orders of this Court, and the Fee Guidelines promulgated by the Executive Office of the United States Trustee (the "Fee Guidelines").

31. In addition to attorneys, the Debtors employ certain professionals that provide the Debtors with tax consulting, benefits consulting and other similar services.

32. Section 363(c)(1) of the Bankruptcy Code provides in relevant part that:

[A debtor in possession] may enter into transactions, including the sale or lease of property of the estate, in the ordinary course of business, without notice or a hearing, and may use property of the estate in the ordinary course of business without notice or a hearing.

11 U.S.C. 363(c)(1).

33. Accordingly, the Debtors believe that they do not need Court approval to employ or compensate non-attorney professionals that render services to the Debtors in the ordinary course of their businesses. Nonetheless, out of an abundance of caution, and to provide certainty to such non-attorney professionals, the Debtors seek authorization to include such professionals on the list of the Ordinary Course Professionals, annexed hereto as Exhibit “A.”

34. The Debtors reserve their right to supplement the list of the Ordinary Course Professionals from time to time as necessary. In such event, the Debtors propose to file a supplemental list with this Court and serve it on (a) the United States Trustee for the Southern District of New York (the “U.S. Trustee”), (b) the attorneys for the Prepetition Lenders, and (c) attorneys for a statutory creditors’ committee, when and if appointed. The Debtors further propose that if no objections are filed to such supplemental list within ten (10) days after service thereof, then such list would be deemed approved and added to Exhibit “A” hereto without the necessity of a hearing before this Court.

35. All professionals engaged by the Debtors in connection with the prosecution of these chapter 11 cases will be retained by the Debtors pursuant to separate retention applications in accordance with section 327(a) of the Bankruptcy Code. Such professionals shall be compensated in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines or otherwise directed by order of this Court.

**Employment of Ordinary Course
Professionals Should Be Authorized**

36. The Debtors desire to continue to employ the Ordinary Course Professionals to render many of the services to their estates similar to those services rendered prior to the Commencement Date. Prior to the Commencement Date, the amount of aggregate annual

compensation paid by the Debtors to the Ordinary Course Professionals on an annual basis was approximately \$4 million, out of which \$1.8 million was paid to the Ordinary Course Professionals providing regulatory legal advice and consulting services.

37. These Ordinary Course Professionals render a wide range of services for the Debtors that impact the Debtors' day-to-day operations. It is essential that the employment of the Ordinary Course Professionals, many of whom are already familiar with the Debtors' operations and business affairs, continue on an ongoing and uninterrupted basis to avoid disruption of the Debtors' day-to-day business operations. The Debtors submit that the proposed employment of the Ordinary Course Professionals and the payment of monthly compensation on the basis set forth above is in the best interest of their estates and their creditors. The relief requested will save the Debtors' estates the substantial expense associated with applying separately for the employment of each professional. Further, the requested relief will avoid the incurrence of additional fees pertaining to preparing and prosecuting interim fee applications together with the review process by other parties in interest. Likewise, the procedure outlined above will relieve the Court and the U.S. Trustee of the burden of reviewing numerous fee applications involving relatively small amounts of fees and expenses.

Waiver of Memorandum of Law

38. Because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive the requirement that the Debtors file a memorandum of law in support of this Application pursuant to Local Bankruptcy Rule 9013-1(b).

Notice

39. Notice of this Application has been provided to: (a) the U.S. Trustee; (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

40. No prior application for the relief requested herein has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court grant the Application in its entirety 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

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EXHIBIT A

LIST OF ORDINARY COURSE PROFESSIONALS

Law Firms

Law Firm Contact Information	Legal Services
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BROWNSTEIN, HYATT & FARBER, P.C. 410 Seventeenth Street 22nd Floor Denver, CO 80202-4437	Real Estate
BULLIVANT HOUSER BAILEY PC Clay Creps 300 Pioneer Tower 888 S.W. Fifth Avenue, Suite 300 Portland, OR 97204-2089 (503) 228-6351 (503) 499-4644 Pamela H. Salgado 2300 Westlake Office Tower 1601 Fifth Ave. Seattle, WA 98101-1618 (206)292-8930 (206) 386-5130 (fax)	Employment, Litigation
CAGE WILLIAMS, ABELMAN & LAYDEN, P.C. 1433 17th Street St. Elmo Building Denver, CO 80202	Litigation and State Regulatory
CARSTENS, YEE & CAHOON, LLP David W. Carstens 13760 Noel Road, Suite 900 Dallas, TX 75240 (972) 367-2001	Trademark
CARTER LEDYARD & MILBURN LLP John F. Cahill Fitzgibbon, Timothy J. 1401 Eye Street NW, Suite 300 Washington, DC 20005 (202) 898-1515	Litigation

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COOLEY GODWARD LLP Jane R. Levine Andrew Hartman 380 Interlocken Crescent, Suite 900 Broomfield, CO 80021-8023 (720) 566-4206	Litigation and Contracts
COOPER, WHITE & COOPER LLP Peter Michaels 201 California Street, 17 th Floor San Francisco, CA 94111 (915) 935-0700	Tax
COZEN O'CONNOR Chase Manhattan Centre 1201 N. Market Street, Suite 1400 Wilmington, DE 19801	Customer Bankruptcy
DAVIS, DIXON, KIRBY, LLP 19200 Von Karman Avenue, Suite 600 Irvine, CA 92612	Regulatory
DYKEMA GOSSETT PLLC 400 Renaissance Center Detroit, MI 48243-1668	Litigation and Regulatory
GARDERE WYNNE SEWELL LLP Ronald M. Gaswirth Thanksgiving Tower 1601 Elm Street, Suite 3000 Dallas, TX 75201 (214) 999-3000	Immigration
GOODIN, MACBRIDE, SQUERI, RICHIE & DAY, LLP Fran Radford 505 Sansome Street, Suite 900 San Francisco, CA 94111 (415) 392-7900	Regulatory

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HOGUE, CARTER, HOLMES & GAMEROS Charles W. Gameros 4311 Oak Lawn Avenue, Suite 600 Dallas, TX 75219 (214) 765-6002	Litigation
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JANIK & DORMAN David Kovach 9200 South Hill Boulevard, Suite 300 Cleveland, OH 44147-3521 (440) 838-7600	Litigation
JORDAN, COYNE & SAVITS, L.L.P. David Durbin 1100 Connecticut Avenue, N.W., Suite 600 Washington, DC 20036 (202) 496-2804	Litigation
KATZ, BARRON, SQUITERO, FAUST & BOYD, P.A. Todd Boyd 2699 South Bayshore Drive, 7th Floor Miami, FL 33131-5408 (305) 856-2444	Employment

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LYNN, TILLOTSON & PINKER, LLP Michael Lynn 750 North St. Paul Street, Suite 1400 Dallas, TX 75201 (214) 981-3824	Litigation
MADDIN, HAUSER, WARTELL, ROTH & HELLER, P.C. Harvey Heller Nicole Wilinski 28400 Northwestern Highway P.O. Box 215 3rd Floor, Essex Centre Southfield, MI 48037	Litigation
MCMANEMIN & SMITH 600 N. Pearl Street, Suite 1600 Plaza of the Americas Lock Box No. 175 Dallas, TX 75201-2809	Customer Bankruptcy
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MILLER, SHAKMAN & HAMILTON Edward N. Feldman 208 South LaSalle Street Suite 1100 Chicago, IL 60604 (312) 263-3700	Litigation
MONTGOMERY, MCCracken, WALKER & RHOADS, LLP Stephen W. Armstrong Bruce H. Bikin 123 South Broad Street Philadelphia, PA 19109 (215) 772-1500	Litigation

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POPP & IKARD, LLP Raymond Gray 402 West 7th Street Austin, TX 78701 (512) 473-2661	Tax
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RUBIN AND RUDMAN Robert Shapiro Deidre Lawrence 50 Rowes Wharf Boston, MA 02110-3319 (617) 330-7056 (617) 439-9556 (fax)	Litigation

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