

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

	X	
In re	:	
	:	Chapter 11 Case No.
Allegiance Telecom, Inc., <u>et al.</u> ,	:	03- 13057 (RDD)
	:	
Debtors.	:	Jointly Administered
	X	

**DECLARATION OF ROBERT J. ROSENBERG IN SUPPORT
OF APPLICATION OF THE DEBTORS PURSUANT
TO 11 U.S.C. § 327(a) AND 328(a) FOR ORDER
AUTHORIZING THE EMPLOYMENT OF LATHAM & WATKINS LLP
AS SPECIAL COUNSEL AND DISCLOSURE
OF COMPENSATION PURSUANT TO 11 U.S.C. § 329**

Robert J. Rosenberg declares as follows:

1. I am a partner in the law firm of Latham & Watkins LLP ("Latham"). Latham maintains offices at 885 Third Avenue, New York, NY 10022-4802. I am duly authorized to submit this declaration on behalf of Latham. This declaration is submitted in support of the application (the "Application") of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), to employ and retain Latham as counsel to the special committee of the board of directors of the Debtors pursuant to Section 327(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), as well as to provide disclosure required under Rule 2014(a) of the Federal Rules of Bankruptcy Procedure ("Bankruptcy Rules"). Unless otherwise stated in this declaration, I have personal knowledge of the facts as set forth herein.
2. In pursuing a financial restructuring, the Board of Directors (the "Board") of Allegiance Telecom, Inc. determined that many individual directors are either officers of the

Debtors and/or are major shareholders and therefore might have conflicting issues in considering certain possible restructuring alternatives. Therefore, in January 2003, the Board formed a special committee comprised of independent directors (the “Special Committee”) who were authorized to assist in connection with the financial restructuring of the Debtors, including but not limited to amendment or replacement of the Prepetition Credit Agreement, Amendment, replacement or restructuring of the Debtors’ public debt and additional equity investments in the Debtors, and to make recommendations to the Board regarding the effectuation or rejection of such any such offers or proposals (the “Special Committee Matters”). Latham has been asked to represent the Special Committee. In connection with the representation of the Special Committee, it is anticipated that Latham will provide all legal support required in connection with the Special Committee Matters. Such support shall include, but not be limited to, reviewing and advising the Special Committee on various motions and orders filed in connection with such matters, and making appearances before the Court, as necessary in connection therewith.

3. To the best of my knowledge and information, neither I, Latham, nor any member, counsel or associate of Latham, as far as I have been able to ascertain, holds or represents any interests adverse to the Debtors or the Debtors’ estates in matters upon which Latham is to be employed. Accordingly, Latham’s retention pursuant to 11 U.S.C. § 327(a) is appropriate.

4. Previously, Latham represented the Debtors in matters unrelated to these chapter 11 cases.

5. Latham, in the past has represented, currently represents, and may in the future represent, certain creditors or claimants of the Debtors and other parties in interest, or their respective attorneys, accountants or investment bankers in matters wholly unrelated to the

Debtors, the Debtors' chapter 11 cases or those entities' claims against or interests in the Debtors. In addition, as set forth below, Latham has represented and will continue to represent certain entities in matters related to the Debtors; however, such matters are not related to matters upon which Latham will be employed.

6. Latham has conducted a series of searches of its records to identify representations and relationships with creditors and other parties in interest (or potential parties in interest) in respect of the Debtors. Specifically, Latham has searched its records to identify circumstances in which Latham had relationships with clients other than the Debtor entities on matters involving the Debtor entities. In addition, Latham has searched its records to identify representations and potential relationships with the following entities, the names of which have been provided to Latham by the Debtors: (a) known institutional lenders to and bondholders of one or more of the Debtors; (b) the Debtors' 40 largest unsecured creditors; (c) insurers to the Debtors; (d) significant vendors to the Debtors; (e) known shareholders holding more than 5% of Debtors' common equity; (f) entities who are parties to significant litigation with the Debtors; (g) indenture trustees of the Debtors; (h) the Debtors' officers and directors; and (i) other professionals retained by the Debtors. Exhibit A lists all of the entities that were reviewed for potential connections with Latham.¹

7. The information provided herein and in the charts on Exhibit B summarize the results of the foregoing searches. To the best of my knowledge and information, Latham has no connection with any of the Debtors, their creditors or any party in interest listed on Exhibit A,

¹ A list of over 100 parties in interest designated as "Landlords" were provided by the Debtors. These parties were not searched by Latham as Latham has been advised that these parties simply house certain of the Debtors' equipment on their premises.

except as disclosed herein or in Exhibit B. Except as noted, these representations are wholly unrelated to the Debtors or their chapter 11 cases.

8. The following is a list of matters, involving the Debtors, in which Latham has represented clients who are parties in interest to this case, including in certain instances matters which are or may be related to this case:

- Latham has represented many of the secured lenders to the Debtors in matters unrelated to these chapter 11 cases.
- Reed Hunt, a director of the Debtors, was formerly a Latham partner.
- Latham represents many of the financial institutions who hold debt securities of the Debtors in matters unrelated to these chapter 11 cases.

8. As part of its practice, Latham is involved in numerous cases, proceedings and transactions involving many different professionals, including attorneys, accountants and financial consultants, some of which may represent claimants and parties in interest in the Debtors' chapter 11 cases. Further, Latham has in the past and will likely in the future be working with or against other professionals involved in these cases in matters unrelated to these cases. Based on my current knowledge of the professionals involved, and to the best of my knowledge and information, none of these business relationships represent interests materially adverse to the Debtors herein in matters upon which Latham is to be engaged.

9. Except as disclosed on Exhibit B attached hereto, none of the parties in interest (and/or their affiliates) as set forth on Exhibit A represents more than 1% of the annual fee billings of Latham for its 2002 fiscal year.

10. In addition to the above investigation, Latham will send a general inquiry by electronic mail to all attorneys to determine whether any such individuals hold any

securities of or claims against the Debtors. To the extent such survey reveals any such relationships, Latham will update this disclosure to include the responses from the survey.

11. I am not related or connected to, and to the best of my knowledge, no other professional of Latham who will work on this engagement is related to or connected to, any United States Bankruptcy Judge for the Southern District of New York, any of the District Judges for the Southern District of New York who handle bankruptcy cases, the United States Trustee for Region 2 or any employee in the Office of the United States Trustee for Region 2. Mary Tom of the Office of the United States Trustee for Region 2 used to was formerly an associate of Latham & Watkins.

12. In light of the extensive number of creditors and other parties in interest, and because definitive lists of all such creditors and other parties have not been prepared, neither I nor the firm are able to conclusively identify all potential relationships. To the extent that I become aware of any additional relationship that may be relevant to Latham's representation of the Debtors, I will promptly cause to be filed a supplemental Declaration.

DISCLOSURE OF COMPENSATION

13. Since April 2003, Latham has represented the Debtors' Special Committee concerning the Special Committee Matters involved with the Debtors' possible financial restructuring. Latham received retainers (the "Retainer"), in an aggregate amount equal to \$150,000, in connection with the pre-Petition Date legal services provided to the Debtors and for its proposed post-Petition Date representation of the Debtors. This Retainer constitutes a general retainer to be applied against the fees and expenses of Latham. Prior to the commencement of these cases, Latham applied \$66,598.51 of the Retainer to the current amount of fees and expenses outstanding. If any amount remains after application to such fees, Latham

proposes to add such amounts to its current retainer. All fees and expenses of Latham with respect to the pre-Petition Date period have been paid.

14. Subject to this Court's approval, Latham will seek compensation on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date services are rendered. Latham's billing rates currently range from \$285 to \$775 per hour for attorneys, and from \$130 to \$225 per hour for paraprofessionals. These hourly rates are subject to periodic increases in the normal course of Latham's business.

15. Moreover, it is Latham's policy to charge its clients for all other services provided and for disbursements and expenses incurred in the rendition of services. These disbursements and expenses include, among other things, costs for telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs and witness fees and other fees related to trials and hearings, as well as non ordinary overhead expenses such as secretarial overtime.

16. The fees described above are consistent with Latham's normal and customary billing practices for the services expected to be rendered in these chapter 11 cases. Latham understands that all compensation and expenses to be paid to Latham by the Debtors will be subject to ultimate Court approval upon application in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the rules and orders of this Court, the fee and expenses guidelines established by the U.S. Trustee's Office and any other applicable requirements.

17. Latham has no agreement with any other entity to share any compensation received in connection with these cases, nor will any be made, except as permitted

under 11 U.S.C. § 504(b). Moreover, no commitments have been made or received by Latham, nor any partner or employee associate thereof, as to compensation or payment in connection with these cases other than in accordance with the provisions of the Bankruptcy Code.

18. I declare under penalty of perjury that the forgoing is true and correct.

Executed this 30th day of May, 2003.

/s/ Robert J. Rosenberg
Robert J. Rosenberg

Exhibit A

Debtors

Allegiance Telecom, Inc.
Adgrafix Corporation
ALGX Business Internet, Inc.
Allegiance Internet, Inc.
Allegiance Telecom Company Worldwide
Allegiance Telecom International, Inc.
Allegiance Telecom of Arizona, Inc.
Allegiance Telecom of California, Inc.
Allegiance Telecom of Colorado, Inc.
Allegiance Telecom of Florida, Inc.
Allegiance Telecom of Georgia, Inc.
Allegiance Telecom of Illinois, Inc.
Allegiance Telecom of Indiana, Inc.
Allegiance Telecom of Maryland, Inc.
Allegiance Telecom of Massachusetts, Inc.
Allegiance Telecom of Michigan, Inc.
Allegiance Telecom of Minnesota, Inc.
Allegiance Telecom of Missouri, Inc.
Allegiance Telecom of Nevada, Inc.
Allegiance Telecom of New Jersey, Inc.
Allegiance Telecom of New York, Inc.
Allegiance Telecom of North Carolina, Inc.
Allegiance Telecom of Ohio, Inc.
Allegiance Telecom of Oklahoma, Inc.
Allegiance Telecom of Oregon, Inc.
Allegiance Telecom of Pennsylvania, Inc.
Allegiance Telecom of Texas, Inc.
Allegiance Telecom of The District of Columbia, Inc.
Allegiance Telecom of Virginia, Inc.
Allegiance Telecom of Washington, Inc.
Allegiance Telecom of Wisconsin, Inc.
Allegiance Telecom Purchasing Company
Allegiance Telecom Service Corporation
Coast to Coast Telecommunications, Inc.
Hosting.com, Inc.
InterAccess Telecommunications Co.
Jump.Net, Inc.
Shared Technologies Allegiance, Inc.
Virtualis Systems, Inc.

Current Officers Allegiance Telecom, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore

Kevin Joseph
Lawrence E. Strickling
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Sanjeev Sethi
Annie S. Terry

Current Directors of Allegiance Telecom, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
James E. Crawford, III
Paul J. Finnegan
Jacob J. Goldberg
Reed E. Hundt
Andrew D. Lipman
James N. Perry, Jr.

Current Officers Allegiance Telecom Company Worldwide

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

Current Directors of Allegiance Telecom Company Worldwide

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Current Officers Allegiance Telecom International, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom International, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers Allegiance
Service Corporation**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Service Corporation**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance Telecom
Purchasing Company**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance Telecom
Purchasing Company**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom Of Arizona, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom Of Arizona, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of California, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of California, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Colorado, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Colorado, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance Telecom
Of the District of Columbia, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance Telecom
Of the District of Columbia, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Florida, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Florida, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Georgia, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Georgia, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Illinois, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Illinois, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Indiana, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Indiana, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance Telecom of
Maryland, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Officers of Allegiance
Telecom of Maryland, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance Telecom
Of Massachusetts, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance Telecom
Of Massachusetts, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Michigan, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Michigan, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Minnesota, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Minnesota, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance Telecom
Of Missouri, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Officers of Allegiance Telecom
Of Missouri, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom Of Nevada, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom Of Nevada, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of New Jersey**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of New Jersey**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of New York, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of New York, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of North Carolina, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of North Carolina, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers Of Allegiance
Telecom of Ohio, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors Of Allegiance
Telecom of Ohio, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Oklahoma, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Oklahoma, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Oregon, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Oregon, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Pennsylvania, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Pennsylvania, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Texas, Inc.**

Joyce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrence
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Texas, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Virginia, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrence
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Virginia, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Washington, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrence
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Officers of Allegiance
Telecom of Washington, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of Allegiance
Telecom of Wisconsin, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrence
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of Allegiance
Telecom of Wisconsin, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Current Officers of Allegiance Internet, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry
Mitchell Romm
Melanie Haratunian

Current Officers of Allegiance Internet, Inc.

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of InterAccess
Telecommunications Co.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry
Kieran Athy

**Current Directors of InterAccess
Telecommunications Co.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Current Officers of Virtualis Systems, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

Current Directors of Virtualis Systems, Inc.

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Current Officers of Jump.Net, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

Current Officers of Jump.Net, Inc.

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Current Officers of Adgrafix, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella

Mark B. Tresnowski
Deborah Surrette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

Current Officers of Adgrafix, Inc.

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Current Officers of Hosting.com, Inc.

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close

Current Director of Hosting.com, Inc.

Mark B. Tresnowski

**Current Officers of
Coast To Coast Telecommunications, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling

Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of
Coast To Coast Telecommunications, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of
ALGX Business Internet, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling
Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry

**Current Directors of
ALGX Business Internet, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

**Current Officers of
Shared Technologies Allegiance, Inc.**

Royce J. Holland
C. Daniel Yost
Thomas M. Lord
Anthony J. Parella
Mark B. Tresnowski
Deborah Surrette
G. Clay Myers
J. Timothy Naramore
Kevin Joseph
Lawrence E. Strickling

Mark A. Stachiw
Richard H. Anderson
Christine Kornegay
Kenneth C. Close
Annie S. Terry
John F. Wassenbergh
John C. Bevilacqua

**Current Directors of
Shared Technologies Allegiance, Inc.**

Mark B. Tresnowski
Annie S. Terry
G. Clay Myers

Former Officers

Melody A. Blanks Avers
Joseph Bartlett
Peter Ciaraldi
Dana Crowne
John Debus
Jeffrey S. Feinberg
Bill M. Francis
John Ted Gilmore
Thomas Ed Hays
Robert E. Hlavacek
James C. Hoffman
Stephen N. Holland
Steve Hwang
Alan D. Hyde
Tae Kim
Patricia E. Koide
Walter B. Kulikowski
Christopher Malinowski
Robert W. McCausland
Christopher J. Melnick
Richard V. Myers
Ted H. Nichols
Morton Posner
Anthony Scott Savoie
Neil Searls
Eugene A. Shimshock
Jerrold L. Sklar
Vincent J. Tozzi
Mark Washburn
Robert E. Williams
William J. Wilson Sr.

Former Directors

John Ehrenkranz
Richard Frisbe
Alan Goldberg

Howard Hoffen
Dino Vendetti

Parties To Litigation

Ace Cash Express
Africfarm Market Ltd.
Air Around The Clock
Anne Marie's Catering
Apple Dentists
Ashley Layne Design
Brelia, Inc. dba TGF Haircutters
Brown, Stanley E.
CampusLink
Cappuccio
Caribbean Resorts
D.N.K. Management, Inc.
Dietrich & Associates
Dpi Teleconnect, Inc.
G&R Check Cashing Corp.
Girdler, Deborah
Goldman Sachs I and II
ICG Communications
InteCap
J.L.M., Inc.
Kane, Linda
Kosher Konnection
Kramer, Pamela
Law Offices of Lin & Associates
Legal Services Associates
Life Sciences Corp.
Maid in the USA t/a Maid To Perfection
Maynard, Alison dba Law Offices of Alison Maynard
Mirage Tile & Marble Co., Inc.
Navarro Property
Network Dynamics Cabling
Notre Dame Law Associates
One Stop Realtour Place
Payne, Robert B. and Barbara L.
Poe, Jason
Polyspede Electronics
Robin Millen Collections
Scheideler & Associates
Shayan Enterprises, LLC
Signature Consultants
State Farm Insurance Company
The Tub Factory
Totally Wireless Choice
Trinity National Corporation
Tweel Home
Uptown Transit Corporation
Walker, Brian
Zone International, Inc.

Top 40 Unsecured Creditors

Pacific Bell
Southwestern Bell
Verizon
Ameritech
Broadwing Communication Services Inc.
Qwest
Alcatel, Inc.
NCX Office Developer LP
Nortel Networks Inc.
AT&T
WorldCom Inc.
Southern California Edison
XO Communications
System Services
Edocs Inc.
Adtran Inc.
Extreme Networks
Level 3 Communications LLC
NEC America, Inc.
Sunbelt Telecommunications
Assured Industries
Sprint
EMC Corporation
JP Morgan Chase
Lucent Technologies
DSET Corporation
The Point Group
Advance Telecom Res.
Walker & Associates Inc.
Power Conversion Products
MCI Worldcom Communications
Hewlett-Packard

Creditors Under Capital Lease Agreements

Broadwing Communications Services, Inc.
CC II Realty, Inc.
CitiCapital (Fidelity Leasing)
Clarity Credit Corporation
Communication Systems Development, Inc.
Dell Financial Services
Deutsche Bank
Fiber Technologies Networks, L.L.C.
Fidelity Leasing
GE Capital Fleet Services
Grande Communications Networks, Inc.
Level 3 Communications, LLC
LINC Receivables
Looking Glass Networks, Inc.
Metromedia Fiber Network Service, Inc.

RCN Telecom Services, Inc.
Sony Financial Services
Sprint Communications Company
United Capital

The Bank Group

GE Capital Services
ABN Amro Bank
Absolute Rec Hedge LP
Absolute Rec Hedge LTD
Bank Austria
Bank of America
Bank of Nova Scotia
Bayerische Hypo
BNP Paribas
CIT Lending Services Cor
Cobank
Credit Suisse First Boston
Dresdner Bank
Fleet
Fortis Bank
Goldman Sachs
Gryphon Master Fund, LP
IBM Credit Corporation
ING Capital Corp.
Langley Partners, LP
Pauraque Partners
R2 Investments,
R2 Top Hat, LTD
Toronto Dominion
UBS AG
Union Bank of California

Indenture Trustee

The Bank Of New York

Beneficiaries of Performance Bonds

Beebe Medical Center
Central Washington University
City of Billings Montana
City of Seattle
Fallon Clinic, Inc.
Frederick Community College
Holtz Hotel
Lehigh County Gov. Center
Pacific Bell
Portland Community College
Rhode Island College
Southern Illinois University
Southwest Preparatory

Bondholders of 12 7/8% Senior Notes

Acuity Mutual Insurance Company
Allianz of America, Inc.
American Express Financial Corp.
Atlantic Security Bank
Blackrock Financial Management, Inc.
Canyon Capital
Cardinal Investments
Chase Manhattan Bank
Chubb Asset Managers, Inc.
Clarion
Everett Investment Co. L.P.
EWR Investments
First National Bank of Wahoo
Goldman Sachs Asset Management
High View Capital Management
HL Chapman Investments Ltd.
Indosuez Capital
Julius Baer Asset Management
Kaiser-Francis Oil Company
Kingdon Capital Management
Manufacturers & Traders Trust Co.
Merchant Securities
MM&B Holdings LLC
Nationwide Provident
Pioneer Insurance Group
Plains LTD
Spectrum Advisory Services, Inc.
Putnam Investment Management
Ricco Family Partners
Royce & Associates, LLC
Sanibel L.P.
TJK Partners Inc.

Bondholders of 11 3/4% Senior Discount Notes

AJM Holdings
Alexander Capital Management
Allian of America, Inc.
Altantic Security Bank
American Express Financial Management
Bank of Butterfield Bermuda
Bank of Montreal
Cardinal Partners
Chase Manhattan Bank
CIBC Oppenheimer
Credit Suisse Asset Management, LLC
Conseco Capital Management, Inc.
Delaware Investment Advisers, Inc.
DKR Saturn Event Driven Holding Fund Ltd.
Euroclear Main Account
EWR Investments

F&C Management Limited
GLG Partners
Goldman Sachs Asset Management
Gryphon Capital Corp., LLC
I.G. Investment Management, Ltd.
Invesco Funds Group
Kaiser-Francis Oil Company
Kingdom Capital Management Corp.
Lap Investments
Merchant Securities
Merrill Lynch Investment Managers (U.K.)
Millenium Partners
ML CBO
Morgan Stanley Investment Management, Inc.
Mount Washington CBO
New York Life Insurance Company
Patsy R Smith Investments LP
Phoenix Administration Services
Romulus Holdings Inc.
Silver Point Capital Management
Tejas Securities Group
Trident Trust Co.

Professionals

Akin, Gump, Strauss, Hauer, Feld LLP
FTI Consulting
Greenhill & Co.
KPMG Peat Marwick
Paul, Hastings, Janofsky & Walker LLP

Landlords

111 Chelsea LLC c/o Insignia/ESG, Inc.
1120 Vermont Avenue Associates
1400 Centrepark Limited
1415 Louisiana K/LTD
1515 Market Street Associates c/o West World
Management, Inc.
1818 Market VEF II, LLC c/o Albert B. Ashforth,
LLC
2255 Partners, L.P. c/o M. David Paul Development
LLC
75-101 Federal St., L.L.C. c/o Equity Office
Properties Trust
9706 LLC
ADA Properties No. 2, Ltd.
Allegheny Center Associates
AMB Property L.P.
ASP Valley Forge, L.P.
Bank Building Limited Partnership
Bank of America, N.A. c/o Trammell Crow
Company
BHX, LLCc/o The Bulfinch Companies, Inc.

Boston Properties Limited Partnership
 BP Commerce, LLC
 BRE/Metrocenter LLC c/o Realty Management Company
 CalEast Industrial Investors, LLC, Herndon Spring Park c/o CB Richard Ellis
 Callowhill Management, Inc.
 Carlyle Airport Technology Trust
 Chippewa Enterprises, Inc.
 CIN Meadows, LLC c/o Linque Management Company, Inc.
 Connecticut General Life Insurance c/o CarrAmerica Realty Corporation
 Conservation International Foundation
 Cornerstone Suburban Office, L.P.
 Distribution Drive, L.P.
 Downtown Properties LLC
 Eastridge Properties I Corporation
 Electronic Data Systems Corporation
 EOP Second and Spring, L.L.C. c/o Equity Office Properties Trust
 EOP Summit Limited Partnership
 Equity Office Properties Trust
 Equity Office Properties
 Exchange Center Partnership c/o John J. Roper Company
 First Industrial Development Services, L.P.
 First Parker Realty L.L.C.
 FRM Associates, LLC c/o Marquette Plaza
 FSP Telecom Business Center
 G&C Realty Company, LLC c/o Hotel Edison
 Gaedeke Holdings, Ltd.
 Gary A. Jones, Trustee of the Jones Family Trust
 Gateway Taft, Inc. c/o RREEF Real Estate Investment Managers
 Globe Building Company
 Great Lakes REIT, L.P.
 Green 90 Broad, LLC
 Guardian Westwood LLC
 Hitachi Electronic Devices
 Hood Business Park LLC
 Hudson Telegraph Associates
 Indianapolis Spec Office Investments, L.P.
 Insignia/ESG Sunnyvale
 JER/BRE Austin Tech, L.P. c/o Trammell Crow
 Central Texas, Ltd.
 Jetstar Partners, Ltd. C/o Collinternational, Inc.
 John D. and Catherine T. MacArthur Foundation
 John Hancock Mutual Life Insurance Company
 Jones Lang LaSalle Management Services I
 KM Complex, L.P.
 L.A.T. Investment Corporation
 LA/GA Business Centers, Inc. c/o Ackerman & Company
 Lake Street Industrial Partners
 Lakeview Business Center

Laurel Office Park Partnership III
 Madison Third Building Companies, LLC c/o Cohen Brothers Realty Corporation
 Marietta Street Partners, LLC
 Massachusetts Mutual Life Insurance Company c/o Transwestern Commercial Services
 Meadowlands Investments, L.L.C.
 Mendota Office Holdings LLC c/o United Properties
 Miami RPFIV Airport Corporate Center Associates
 Midway Commerce Park Properties, L.P.
 Multi-Employer Trust/Riggs Bank c/o Trammell Crow Company
 NCX Office Development, L.P.
 NeXcomm Asset Acquisition I, L.P.
 Northwestern Corporate Center Associates, L.P.
 North Hayward Corporate Center Associates
 Northwestern Development Company "B" c/o Blake Real Estate Inc.
 Oakcrest Development c/o Lewis Operating Corporation
 Olympia Properties, L.L.C. c/o Jones LaSalle Management Services, Inc.
 Orange County Business Center LLC
 PERA I-373, Inc. c/o Jones Lang LaSalle
 PhilaCompany
 Principal Properties, L.P. c/o Denholz Management, Inc.
 Prospect West C.L.P.
 Pyramid Investment Corporation
 Rockside Square One c/o The King Group
 Rostand Associates, L.L.C.
 Scott Properties
 Shurgard of Melville
 SM Brell, L.P.
 Southfield TechnceCenter RE 1, L.L.C.
 St. Paul Properties, Inc.
 Stanplace Limited Partnership
 Sterling Network Exchange, LLC
 Teachers Insurance & Annuity Association of America c/o CB Richard Ellis
 The Irvine Company
 The Pennsylvania Building Company
 Thomas Properties Group LLC
 Touchstone Partners I LLC c/o Integrated Real Estate Services, L.L.C.
 T-Pac Investments, Inc. c/o Essex Realty Management
 T-REX Technology Centers, LLC
 Trinity National Corporation
 Trizec Holdings, Inc.
 Troy Place Associates c/o Nemer Property Group
 W5 Brannan LP
 Wachovia Bank, N.A.
 WE'RE Associates
 Webster Street Partners, Ltd.

WHVPW Real Estate Limited Partnership c/o
Trammell Crow Company
WMP IV Real Estate Limited Partnership
WXIII/FAR Yale Real Estate Limited Partnership
Zink Family Limited Partnership

Insurers

Marsh USA
Unimark Insurance Agency, Inc.

Equity Security Holders

Anthony Parella
Barclays Global Investors
California Public Employees Retirement System
Charles Daniel Yost
Dimensional Fund Advisors Inc.
Frontenac Funds
James Crawford
JHC Capital Management, LLC
Madison Dearborn
Morgan Stanley Investment Management
Olive Hill Investments
OverHill Investment
Palo Alto Investors
Royce & Associates, L.L.C.
Royce J. Holland
State Street Global Advisors
Thomas M. Lord
Vanguard Group, Inc.
West Highland Capital Inc.

Significant Vendors

Adtran Inc.
Advance Telecom Res.
Alcatel Inc.
Ameritech
Assured Industries
AT&T
Broadwing Communication Services
Daleen Solutions Inc.
DSET Corporation
Edocs Inc.
EMC Corporation
Extreme Networks
JP Morgan Chase
Looking Glass Networks
Lucent Technologies Inc.
Metromedia Fiber Network Inc.
MFS Telecom Inc.
NCX Office Developer LP
NEC America, Inc.

Nortel Networks
Pacific Bell
Qwest
Southern California Edison
Southwestern Bell
Sprint
Sunbelt Telecommunications
System Services
The Point Group
Verizon
Verizon (GTE-SW) - Line Coast
Walker & Associates
WorldCom Inc.
XO Communications

Significant Customers

Genuity
Southern Illinois University
Verizon
SBC
Level 3 Communications, LLC
Office Depot
TJMAXX
AT&T
Qwest
Worldcom
Center For Disease Control
New York Hospital
Beebe Medical Center
Cathedral Healthcare
City of Atlanta
New York Housing Authority
Iron Mountain
Phila/Police Association
San Joaquin Valley Unified Air Pollution Control
Dist.
Digital Federal Credit Union
Ritz Carlton
Banner Health System
Swiss Re Financial Services
United States Army Reserve Center
Palmer & Dodge, LLP
Auburn University - Telecom Bldg.
Kaplan Inc.
Cozen & O'Connor
Boston College
Bell South
EMC Corp.
Odyssey Rassurance Holdings- Kuhl Avenue
Concord Communications
Phila/Youth Study Center
Harcourt Inc-Orlando
Harris County Hospital District
Arch Chemicals
ABC Unified School District

IDX Systems
Trinity Medical Center
Stop & Shop
Concord City Hall
Millpore Corporation
Global Crossing
Sprint
Bristol Hospital/SIC Healthcare
Queen of the Valley
Medical Manager
Arizona Dept. of Transportation
Martha Stewart Living

Major Competitors

AT&T

BellSouth
LDMI/MPower
MCI WorldCom
McLeod
Qwest
SBC
Time Warner Telecom
Verizon

Judgment Lien Holder

Stephen Wrathell, CPA, PC

EXHIBIT B

(i) Known Institutional Lenders to the Debtors Who Are or Were Represented by Latham in Unrelated Matters:

Active Unrelated Representations (Institutional Lender and/or possible affiliates)	Former Unrelated Representations
GE Capital Services	Bank Austria
ABN Amro Bank	
Bank of America	
Bank of Nova Scotia	
Bayerische Hypo	
BNP Paribas	
CIT Lending Services	
Cobank	
Credit Suisse First Boston	
Dresdner Bank	
Fleet	
Fortis Bank	
Goldman Sachs	
Gryphon Master Fund, LP	
IBM Credit Corporation	
Morgan Stanley Emerging	
R2 Investments	
R2 Top Hat, LTD	
Toronto Dominion	
UBS AG	
Union Bank of California	

(ii) Representations by Latham of the 40 Largest Unsecured Creditors in Unrelated Representations:

Active Unrelated Representations	Former Unrelated Representations
Alcatel, Inc.	Sunbelt Telecommunications
AT&T	
Hewlett-Packard	
JP Morgan Chase	
Level 3 Communications LLC	
Lucent Technologies	
NEC America, Inc.	
Nortel Networks Inc.	
Pacific Bell	
Qwest	

Active Unrelated Representations	Former Unrelated Representations
Southern California Edison	
Southwestern Bell	
Sprint	

(iii) Representations by Latham of Insurers to the Debtors in Unrelated Matters:

Active Unrelated Representations (Insurer and/or possible affiliates)	Former Unrelated Representations
None	

(iv) Representations by Latham of the Debtors' Major Vendors in Unrelated Matters:

Active Unrelated Representations (Major Customers and/or possible affiliates)	Former Unrelated Representations
JP Morgan Chase-P Card	Sunbelt Telecommunications
Lucent Technologies Inc.	Nortel Networks
MFS Telecom Inc.	Cathedral Healthcare
NEC America, Inc.	
Pacific Bell	
Qwest	
Southern California Edison	
Southwestern Bell	
Sprint	
Alcatel Inc.	
AT&T	
Iron Mountain	
Harcourt Inc-Orlando	
Trinity Medical Center	
Stop & Shop	
Medical Manager	
Swiss Re Financial Services	
SBC	
Office Depot	
TJMAXX	
New York Hospital	
Beebe Medical Center	

(v) Representations by Latham of Known Shareholders Holding More Than 5% of Debtors Common Equity:

Active Unrelated Representations	Former Unrelated Representations
Barclays Global Investors	
Morgan Stanley Investment Management	
State Street Global Advisors	
Vanguard Group, Inc.	

(vi) Representations by Latham of Entities Who Are Parties to Significant Litigation with the Debtors:

Active Unrelated Representations	Former Unrelated Representations
Goldman Sachs I and II	
Legal Services Associates	
State Farm Insurance Company	

(vii) Representation of Clients in Matters Involving the Directors and Officers of the Filing Entities:

Director/Officer	Status
Reed Hunt	Former Partner of Latham & Watkins

(viii) Known Indenture Trustees to Debtors:

Active Unrelated Representations	Former Unrelated Representations
The Bank Of New York	

(ix) Latham's Relationships with Other Professionals Retained by the Debtors:

Active Unrelated Representations	Former Unrelated Representations
FTI Consulting	Greenhill & Co.
KPMG Peat Marwick	Akin, Gump, Strauss, Hauer, Feld LLP
Paul, Hastings, Janofsky & Walker LLP	

(x) Latham's Relationships with Capital Lease Creditors of the Debtors:

Active Unrelated Representations	Former Unrelated Representations
Broadwing Communications Services, Inc.	RCN Telecom Services, Inc.
CitiCapital (Fidelity Leasing)	
Clarity Credit Corporation	
Deutsche Bank	
GE Capital Fleet Services	
Level 3 Communications, LLC	
Sony Financial Services	
Sprint Communications Company	

(xi) Latham's Relationships with Bondholders of the Debtors:

Active Unrelated Representations	Former Unrelated Representations
Chase Manhattan Bank	Bank of Montreal
Goldman Sachs Asset Management	Cardinal Investments
Gryphon Capital Corp., LLC	Federated Investors, Inc.
Merrill Lynch Investment Managers	Fidelity Management & Research Company
U.S. Bancorp Asset Management, Inc.	
Allianz of America, Inc.	
American Express Financial Management	
Blackrock Financial Management, Inc.	
Canyon Capital	
Chase Manhattan Bank	
CIBC Oppenheimer	
Clam Partners (Credit Lyonnais Asset Management)	
Clarion	
Credit Suisse Asset Management, LLC	
CRT Capital Group	
Delaware Investment Advisers, Inc.	
Deutsche Asset Management	
Euroclear Main Account	
Goldman Sachs Asset Management	
Hartford Investment Management Company, Inc.	
Gryphon Capital Corp., LLC	
Indosuez Capital	
Invesco Funds Group	
Julius Baer Asset Management	
Langley Partners	
Lehman Brothers Inc.	
Merrill Lynch Investment Managers (U.K.)	
Merrill Lynch Investment Managers	

Millenium Partners	
ML CBO	
Morgan Stanley Investment Management, Inc.	
Neuberger Berman	
New York Life Insurance Company	
Piedmont Partners	
Pioneer Insurance Group	
Pacific Bell	
Plains LTD	
Spectrum Advisory Services, Inc.	
Putnam Investment Management	
Tejas Securities Group	
Trenton Capital Management	
U.S. Bancorp Asset Management, Inc.	

(xii) Latham's Relationships with Major Competitors of the Debtors:

Active Unrelated Representations	Former Unrelated Representations
AT&T	SBC
BellSouth	
Qwest	
Time Warner Telecom	

(xiii) Other Significant Latham Relationships

Active Unrelated Representations	Former Unrelated Representations
None	None

Clients of Latham (and/or their affiliates) whose individual billings constituted more than 1% of Latham's fee billings during 2002¹:

<u>Client Name</u>	<u>Relationship With Debtors</u>
Carlyle Airport Technology Trust* (2.1%)	Landlord
Lehman Brothers Inc.* (2.0%)	Bondholder
Credit Suisse Asset Management, LLC* (2.2%)	Bondholder
Credit Suisse First Boston* (2.2%)	Secured Lender
Deutsche Asset Management* (1.1%)	Bondholder
Deutsche Bank* (1.1%)	Capital Lessor
GE Capital Services* (1.0%)	Secured Creditor
GE Capital Fleet Services* (1.0%)	Capital Lessor
Goldman Sachs Credit Partners L.P.* (1.0%)	Secured Creditor
Goldman Sachs I and II* (1.0%)	Litigation Parties
Goldman Sachs Asset Management* (1.0%)	Bondholder

¹ An asterisk (“*”) denotes that Latham & Watkins represents or has represented entities which are, or may be, affiliated with the listed party in interest. The percentage of billings reflected herein as to any such party in interest represents the aggregate billings attributable to such party in interest (if any) and such affiliates.