

Hearing Date and Time: July 29, 2003 at 10:00 a.m.

Ira S. Dizengoff (ID-9980)
Philip C. Dublin (PD-4919)
Akin Gump Strauss Hauer & Feld LLP
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Proposed Counsel to the Official Committee of Unsecured
Creditors of Allegiance Telecom, Inc., et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
ALLEGIANCE TELECOM, INC., <u>et al.</u> ,	:	Case No. 03-13057 (RDD)
	:	
Debtors.	:	(Jointly Administered)
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FIRST SUPPLEMENTAL AFFIDAVIT OF IRA S. DIZENGOFF

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

Ira S. Dizengoff, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the State of New York and in the United States District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which firm maintains offices at 590 Madison Avenue, New York, New York 10022.

2. I am familiar with the matters set forth herein and make this supplemental affidavit in support of the application of the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Allegiance Telecom, Inc. ("Allegiance") and certain of its direct and

indirect subsidiaries (collectively, the “Debtors”) seeking approval to retain and employ Akin Gump, nunc pro tunc to May 28, 2003, as counsel to the Creditors’ Committee.

3. On July 11, 2003, I caused to be filed with this Court the Affidavit of Ira S. Dizengoff in Support of the Application of the Committee of Unsecured Creditors of Allegiance Telecom, Inc., et al., to retain Akin Gump Strauss Hauer & Feld LLP (the “Affidavit”).

4. Exhibit C to the Affidavit listed the parties related to these cases and/or certain affiliates or subsidiaries of such related parties that Akin Gump currently represents in matters wholly unrelated to the Debtors’ chapter 11 cases and the parties and/or certain affiliates or subsidiaries of such parties that Akin Gump has in the past represented in matters wholly unrelated to the Debtors’ chapter 11 cases.

5. Exhibit C to the Affidavit inadvertently failed to disclose that Akin Gump has in the past represented Cardinal Investment Company (“Cardinal”), a member of the Ad Hoc Committee of bondholders in these cases, in matters wholly unrelated to the Debtors’ chapter 11 cases. In the past twelve months, ended July 25, 2003, Akin Gump received less than \$2,000 from its representation of Cardinal.

s/ Ira S. Dizengoff

Ira S. Dizengoff (ID-9980)

Sworn to before me this
28th day of July, 2003

s/ Mildred Andino

Notary Public, State of New York
No. 41-4857026
Commission Expires April 28, 2006