

# UNITED STATES BANKRUPTCY COURT

## Southern District of New York

In re Allegiance Internet, Inc.  
Debtor

Case no. 03-13062  
(If known)

### SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED					
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A – Real Property	No	n/a	\$0.00		
B – Personal Property	Yes	7	\$53,393.16		
C – Property Claimed as Exempt	No	n/a			
D – Creditors Holding Secured Claims	Yes	2		\$465,300,000.00	
E – Creditors Holding Unsecured Priority Claims	No	n/a		\$0.00	
F – Creditors Holding Unsecured Nonpriority Claims	Yes	15		\$7,701,657.43	
G – Executory Contracts and Unexpired Leases	Yes	4			
H – Codebtors	Yes	2			
I – Current Income of Individual Debtor(s)	No	n/a			\$0.00
J – Current Expenditures of Individual Debtor(s)	No	n/a			\$0.00
Total number of sheets of ALL schedules ➤		30			
Total Assets ➤			\$53,393.16		
Total Liabilities ➤				\$473,001,657.43	

**UNITED STATES BANKRUPTCY COURT**  
**Southern District of New York**

**GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULES AND STATEMENTS**  
**(Attached to the Summary of Schedules)**

**No Schedule Attached**

If the Debtor's response to a particular schedule was "None", then the Debtor did not attach that schedule and marked "No" as to "Attached" on the Summary of Schedules.

**Unaudited Financial Information**

The schedules and statements have been prepared by the Debtor's management and are unaudited. While management of the Debtor has sought to ensure that the schedules and statements are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information or an audit may result in material changes in the financial data requiring amendment, modification or supplement of these schedules and statements.

**Undetermined Amounts**

Any amounts that could not be reasonably quantified by the Debtor are scheduled as "Undetermined".

**Claim Description**

Any failure to designate a claim on the Debtor's schedule as "contingent", "unliquidated" or "disputed", does not constitute an acknowledgement, agreement or admission by the Debtor that such claim is not "contingent", "unliquidated" or "disputed." The Debtor expressly reserves the right to dispute, or to assert offsets, recoupments or defenses to or change, any claim reflected in these schedules as to amount, liability, priority, status, characterization, or classification, or to otherwise subsequently designate any claim as "contingent", "unliquidated" or "disputed."

**Former Employee Addresses**

As of the Commencement Date, the Debtors had over a thousand former employees. To protect the privacy of its former employees, the addresses of the Debtor's former employees are generally not listed herein. If any party needs additional information concerning the former employees' addresses, please contact Chris Luna of Allegiance Telecom, Inc. at (469) 259-2069.

**Bankruptcy Court Orders**

Pursuant to Bankruptcy Court orders, the Debtor has been granted authority to pay pre-petition obligations to certain creditors, such as employees, taxing authorities, customers and critical vendors. Accordingly, to the extent that these liabilities have already or will be satisfied such liabilities are not listed herein.

**Reserves and Accruals**

These schedules do not include reserves and accruals recorded on the Debtor's books and records pursuant to generally accepted accounting principles.

**Intercompany Transactions**

The Debtors routinely engaged in intercompany transactions that may result in intercompany transfers, payments, loans, accounts payable and accounts receivable. The Debtors have been conducting a review of those intercompany transactions. As such, intercompany transfers, payments, loans, receivables and payables are not listed herein in these schedules or statements.

**Reservation of Right to Amend**

The Debtor expressly reserves the right to amend, modify, and supplement these schedules and statements from time to time as necessary and/ or appropriate.

**Specific Notes**

These general notes are in addition to the specific notes set forth in the related schedules and statements hereinafter provided.

United States Bankruptcy Court, Southern District of New York  
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## SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

### GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULE OF ASSETS

#### Financial Information

The information provided herein, except as otherwise noted, is as of the close of business on May 31, 2003.

#### Unaudited Financial Information

The Schedules have been prepared by the Debtor's management and are unaudited. While management of the Debtor has sought to ensure that the Schedules are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules.

#### Set-off and Recoupment Claims

In addition to any set-off or recoupment claims listed herein, the Debtor may have additional set-off and recoupment claims. The Debtor is currently determining what additional claims for set-off or recoupment that it may have. Nothing herein waives or releases any rights, claims, causes of action, or defenses, including set-off rights and recoupment rights. The Debtors expressly reserve such rights, claims, causes of action, or defenses, including set-off rights or recoupment rights.

#### Licenses, franchises and other general intangibles

In addition to the licenses, authorizations, and franchises identified in Schedule B, the Debtor generally also has licenses, authorizations, registrations, and franchises (a) in its state of incorporation and in the states where the Debtor transacts business and (b) to conduct business in particular states and municipalities, including business licenses, contractors licenses, and licenses to install and maintain customer premise equipment.

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Rider B.3 attached.		\$53,393.16
4. Household goods and furnishings, including audio, video, and computer equipment.	X			

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## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X	See Rider B.12 attached		Undetermined
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.				
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.	X			
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			

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## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X	See Rider B.21 attached		Undetermined
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
21. Patents, copyrights, and other intellectual property. Give particulars.				
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.	X			
27. Machinery, fixtures, equipment, and supplies used in business.	X			
28. Inventory.	X			
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			

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## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
33. Other personal property of any kind not already listed. Itemize.	X			
3 continuation sheets attached			Total ►	\$53,393.16

(Include amounts from any contin-  
uation sheets attached. Report total also  
on Summary of Schedules.)

United States Bankruptcy Court, Southern District of New York  
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Schedule B – Personal Property  
Rider B.3 Security Deposits  
Page 1 of 1

<i><b>Company in Possession</b></i>	<i><b>Addresses</b></i>	<i><b>Type of Property</b></i>	<i><b>Description</b></i>	<i><b>Approx. Balance as of May 14, 2003</b></i>
<b><i>REAL ESTATE SECURITY DEPOSITS</i></b>				
KM Complex LP	KM Complex, L.P. c/o Yale Properties USA, Inc. 6256 Greenwich Drive, Suite 130 San Diego, CA 92122	Cash	CTSNet Location (San Diego)	\$41,159.83
LaSalle National Trust	Craig/Steven Development Corporation Management Marketing Services 401 Huehl Road, Suite 1-A Northbrook, IL 60062	Cash	InterAccess Location (Northbrook)	\$5,300.00
Northwestern Development Company "B"	Northwestern Development Company "B" c/o Blake Real Estate, Inc. 1150 Connecticut Avenue, N.W., Suite 801 Washington, D.C. 20036	Cash	Kivex Location (WDC)	\$6,933.33
<b>Total</b>				<b>\$53,393.16</b>

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**SCHEDULE B- PERSONAL PROPERTY**  
**Rider B.12 - Stocks and interests in incorporated businesses**

NAME OF BUSINESS	OWNERSHIP INTEREST	VALUE
Adgrafix Corporation	100% of the Common Stock	Undetermined
ALGX Business Internet, Inc.	100% of the Common Stock	Undetermined
Hosting.com, Inc.	100% of the Common Stock	Undetermined
InterAccess Telecommunications Co.	100% of the Common Stock	Undetermined
Jump.Net, Inc.	100% of the Common Stock	Undetermined
Virtualis Systems, Inc.	100% of the Common Stock	Undetermined



**SCHEDULE B- PERSONAL PROPERTY**  
**Rider B.21 - Patents, copyrights, and other intellectual property**

DESCRIPTION	VALUE
<b>Registered Trademarks and Service Marks:</b>	
KIVEX Registration No. 2,041,712 Registration Date: March 4, 1997 Serial No. 74/724600	Undetermined
KIVEX BRONZE Registration No. 2,041,713 Registration Date: March 4, 1997 Serial No. 74/724601	Undetermined
KIVEX SILVER Registration No. 2,041,711 Registration Date: March 4, 1997 Serial No. 74/724519	Undetermined
KIVEX GOLD Registration No. 2,041,709 Registration Date: March 4, 1997 Serial No. 74/724517	Undetermined
KIVEX PLATINUM Registration No. 2,041,710 Registration Date: March 4, 1997 Serial No. 74/724518	Undetermined
INTERACCESS Registration No. 2,327,714 Registration Date: March 14, 2000 Serial No. 75/410257	Undetermined
WEB GOLD Registration No. 2,287,182 Registration Date: October 19, 1999 Serial No. 75/410260	Undetermined
WEB PLATINUM Registration No. 2,308,366 Registration Date: January 18, 2000 Serial No. 75/410261	Undetermined
XDNS (text of computer program) Registration No. Txu 753-429 Registration Date: August 19, 1996	Undetermined

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## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
See Rider D-1 immediately following Schedule D.			Senior Secured Debt				\$465,300,000.00	
			VALUE \$ Undetermined					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
Total ►							\$ 465,300,000.00	

1 continuation sheet attached

United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Internet, Inc.  
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Schedule D – Creditors Holding Secured Claims  
Rider D-1

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE (As of June 25, 2003)	CO – DEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN (1) (2)	CONTINGE NT, UNLIQUIDA TED, DISPUTED (3)	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL (As of June 25, 2003)	UNSECURED PORTION, IF ANY (2)
GE Capital Services	X			\$33,447,893.56	
ABN Amro Bank	X			\$19,113,082.04	
Absolute Rec. Hedge LP	X			\$3,589,393.04	
Absolute Rec. Hedge LTD	X			\$5,999,368.43	
Bank Austria	X			\$9,800,000.00	
Bank of America	X			\$18,157,427.94	
Bank of Nova Scotia	X			\$19,113,082.04	
Bayerische Hypo	X			\$10,500,000.00	
BNP Paribas	X			\$13,379,157.43	
CIT Lending Services Corp.	X			\$5,800,776.57	
CoBank	X			\$19,113,082.04	
Credit Suisse First Boston	X			\$4,778,270.51	
Dresdner Bank	X			\$14,000,000.00	
Fernwood Associates, L.P.	X			\$4,942,660.55	
Fleet Bank	X			\$22,935,698.45	
Gryphon Master Fund, LP	X			\$4,942,660.55	
IBM Credit LLC	X			\$13,379,157.43	
Langley Partners, LP	X			\$4,778,271.13	
Morgan Stanley Senior FD	X			\$14,170,421.49	
Pauraque Partners	X			\$132,835,920.17	
R2 Investments, LDC	X			\$12,356,651.38	
R2 Top Hat, LTD	X			\$14,334,811.53	
Special Utilities (Cont)	X			\$6,402,882.46	
Special Utilities (S)	X			\$3,153,658.55	
Toronto Dominion	X			\$13,379,157.43	
TRS Thebe LLC	X			\$8,404,275.81	
UBS AG	X			\$19,113,082.04	
Union Bank of California	X			\$13,379,157.43	
Total				\$465,300,000.00	

- (1) Prior to the Commencement Date, Allegiance Telecom Company Worldwide (“ATCW”) entered into that certain Credit and Guaranty Agreement, dated as of February 15, 2000 (as amended, supplemented or otherwise modified from time to time) and entered into related loan documents thereto, among ATCW, all of the other Debtors, and lenders thereto from time to time (collectively, the “Secured Lenders”). These Secured Lenders have a security interest in the property of the Debtors as described in the Final Order Authorizing Use of Cash Collateral By Consent entered June 24, 2003 (docket # 182).
- (2) The market value of the property subject to the Secured Lenders’ liens and the unsecured portion of the Secured Lenders’ claims have not been determined as of this date.
- (3) The Debtors have approximately \$26 million in cash (the “Disputed Amount”) in Account #343605, which is an interest bearing account, at JPMorgan Chase Bank (the “Disputed Account”). The Debtors dispute the Secured Lenders’ asserted security interest in the Disputed Account. The Debtors reserve their right to file an action to avoid any asserted security interest in the Disputed Amount or the Disputed Account.

**UNITED STATES BANKRUPTCY COURT**  
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**GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULES F - CREDITORS HOLDING  
UNSECURED NONPRIORITY CLAIMS**

**Set-off and Recoupment Claims**

In addition to any set-off or recoupment claims listed on the attached Schedule F, the Debtor may have additional set-off and recoupment claims. The Debtor is currently determining what additional claims for set-off or recoupment that it may have. Nothing herein waives or releases any rights, claims, causes of action, or defenses, including set-off rights and recoupment rights. The Debtors expressly reserve such rights, claims, causes of action, or defenses, including set-off rights or recoupment rights.

In re **Allegiance Internet, Inc.**  
Debtor

Case No. **03-13062**  
(If known)

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			AMOUNT OF CLAIM	
					DISPUTED				
ACCOUNT NO.	2481089	s4342			CUSTOMER CLAIM	X	X	X	\$18,371.31
ARCA T.E. GARNER, JR. 131 PONCE DE LEON AVENUE SUITE 130 ATLANTA, GA 30308									
ACCOUNT NO.	2525727	s4349			CUSTOMER CLAIM	X	X	X	\$1,957.78
DEAN RIVER PRODUCTIONS DAVE ROSS 5721 BUCKINGHAM PKWY CULVER CITY, CA 90230									
ACCOUNT NO.	2647323	s4346			CUSTOMER CLAIM	X	X	X	\$525.00
EXCLUSIVE IMAGES JOHN MCCARTHY 11230 WEST AVENUE SAN ANTONIO, TX 78213									

In re **Allegiance Internet, Inc.**  
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(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	UNLIQUIDATED			AMOUNT OF CLAIM		
				DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	DISPUTED				
ACCOUNT NO.	230920	s4344			CUSTOMER CLAIM	X	X	X	\$1,070.33
EXECUTRAIN OF SOUTHERN CALIFORNIA, INC. C/O RAGSDALE, BEALS, HOOPER & SEIGLER, LLP W. RUSSELL PATTERSON, JR., ESQ. 2400 INTERNATIONAL TOWER PEACHTREE CENTER 229 PEACHTREE STREET, N.E. ATLANTA, GA 30303-1629									
ACCOUNT NO.	2474422	s4350			CUSTOMER CLAIM	X	X	X	\$6,002.17
ISU INSURANCE SUSAN HARBOLD-AYCOCK 5 CORPORATE PARK SUITE 170 IRVINE, CA 92606									
ACCOUNT NO.	2415420	s4341			CUSTOMER CLAIM	X	X	X	\$1,884.19
MARICICH AND ASSOCIATES DAVID MARICICH 829 OCEAN AVE SUITE A SEAL BEACH, CA 90740									
ACCOUNT NO.	2346608	s4345			CUSTOMER CLAIM	X	X	X	\$2,141.33
METROPOLITAN MAGAZINE CYNTHIA PONATH 1250 6TH AVENUE SUITE 1200 SAN DIEGO, CA 92101									
ACCOUNT NO.	2398094	s4347			CUSTOMER CLAIM	X	X	X	UNDETERMINED
RITTENHOUSE TOWER ASSOCIATES 222 RITTENHOUSE SQ PHILADELPHIA, PA 19103									
ACCOUNT NO.	2397733	s4348			CUSTOMER CLAIM	X	X	X	\$13,828.99
ST. PETE TAXI TERRY KURMAY 3160 46TH AVENUE N SAINT PETERSBURG, FL 33714									

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED				
					DISPUTED				
								AMOUNT OF CLAIM	
ACCOUNT NO.	35703	s4343			CUSTOMER CLAIM	X	X	X	\$9,528.50
TELSCAPE INTERNATIONAL, INC. C/O A-S-K FINANCIAL (POINTE COM) JOSEPH L. STEINFELD, JR. 4040 NICOLS ROAD EAGAN, MN 55122									
ACCOUNT NO.	2642454	s4340			CUSTOMER CLAIM	X	X	X	\$285.00
THE PASCOE ASSOCIATES, INC. DAVID KERN, JR. 1640 LOGAN ST. DENVER, CO 80013									
ACCOUNT NO.	2622923	s4049			CUSTOMER CLAIM	X	X	X	\$10,504.89
WHOLE SECURITY INC. TODD FRENZEL 5001 PLAZA ON THE LAKE SUITE 300 AUSTIN, TX 78746									
ACCOUNT NO.	5-85907	s1801			TRADE PAYABLE				\$212.64
1991 FORUM@CENTRAL LP 4002 BELTLINE RD #110 LB8 ADDISON, TX 75001									
ACCOUNT NO.	5-88416	s1803			TRADE PAYABLE				\$131.15
301 NORTH CHARLES PO BOX 4737 HOUSTON, TX 772104737									
ACCOUNT NO.	5-219595	s1745			TRADE PAYABLE				\$253.94
A-ADVANCED LOCKSMITHS 8280 CLAIREMONT MESA BLVD STE 135 SAN DIEGO, CA 92111									
ACCOUNT NO.	5-1018	s1581			TRADE PAYABLE				\$612.33
AIRBORNE EXPRESS PO BOX 662 SEATTLE, WA 98111									
ACCOUNT NO.	5-130096	s1670			TRADE PAYABLE				\$58.50
ALARMS UNLIMITED 4584 PARK BLVD SAN DIEGO, CA 92116									

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED			
					DISPUTED		AMOUNT OF CLAIM	
ACCOUNT NO.	5-220725	s1747						
ALL-STAR ELECTRIC 1721 N ASH ST ESCONDIDO, CA 92027							TRADE PAYABLE	\$700.00
ACCOUNT NO.	5-161510	s1681						
AMERICAN MECHANICAL SVCS DEPT 1068 DENVER, CO 80291-1088								TRADE PAYABLE
ACCOUNT NO.	5-41190	s1779				X		
AMERITECH - LEC SVCS BILLING - CABS PO BOX 1838 SAGINAW, MI 48605-1838								TRADE PAYABLE
ACCOUNT NO.	5-1032	s2956				X		
AMERITECH - LINE COST BILLS PAYMENT CENTER CHICAGO, IL 60663-0001								TRADE PAYABLE
ACCOUNT NO.	5-50112	s2996				X		
AMERITECH CABS POB 1838 SAGINAW, MI 48605-1838								TRADE PAYABLE
ACCOUNT NO.	5-64464	s1787						
ARAMARK 8264 PRESTON COURT JESSUP, MD 20794-9680								TRADE PAYABLE
ACCOUNT NO.	5-39615	s1776						
ARROWHEAD MOUNTAIN SPRING WATER PROCESSING CENTER POB 52237 PHOENIX, AZ 85072-2237								TRADE PAYABLE
ACCOUNT NO.	5-58454	s1784						
AT&T PO BOX 2969 OMAHA, NE 68103-2969								TRADE PAYABLE
ACCOUNT NO.	5-215647	s1744				X		
AT&T PO BOX 78145 PHOENIX, AZ 85062-8145								TRADE PAYABLE



In re **Allegiance Internet, Inc.**  
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Case No. **03-13062**  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		DISPUTED	AMOUNT OF CLAIM	
ACCOUNT NO.	5-85901	s1799			TRADE PAYABLE				\$212.64
ATRIUM CAMPBELL LIMITED ATTN: MARK PITZER ADDISON, TX 75244									
ACCOUNT NO.	5-129392	s3092			TRADE PAYABLE			X	\$14,096.78
AT-T PO BOX 277019 ATLANTA, GA 30384-7019									
ACCOUNT NO.	5-72487	s3080			TRADE PAYABLE			X	\$119.83
BELL SOUTH - CABS PO BOX 740144 ATLANTA, GA 30374-0144									
ACCOUNT NO.	5-76179	s1790			TRADE PAYABLE			X	\$1,044.22
BELLSOUTH - CABS PO BOX 70807 CHARLOTTE, NC 28272-0807									
ACCOUNT NO.	5-117195	s1588			TRADE PAYABLE			X	\$212.64
BOSTON PROPERTIES LP PO BOX 3557 BOSTON, MA 02241-3557									
ACCOUNT NO.	5-1350	s2958			TRADE PAYABLE			X	\$301,160.09
BROADWING COMMUNICA SVCS INC - CABS 1122 CAPITAL OF TEXAS HWY S AUSTIN, TX 78746									
ACCOUNT NO.	5-161546	s3104			TRADE PAYABLE			X	\$643,903.43
BROADWING COMMUNICATION SERVICES 1122 CAPITAL OF TEXAS HWY S AUSTIN, TX 78746									
ACCOUNT NO.	5-188010	s1733			TRADE PAYABLE				\$2.83
BROADWING TELECOMM INC PO BOX 790036 ST LOUIS, MO 63179-0036									

In re **Allegiance Internet, Inc.**  
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Case No. **03-13062**  
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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
			HUSBAND, WIFE, JOINT OR COMMUNITY	UNLIQUIDATED				
				DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	DISPUTED			
ACCOUNT NO.	5-141750	s1673			TRADE PAYABLE			\$102.96
BROADWING TELECOMM INC PO BOX 9001334 LOUISVILLE, KY 40290-1334								
ACCOUNT NO.	5-85900	s1798			TRADE PAYABLE			\$212.64
CAPITOL 50 ASSOCIATES PO BOX 642429 PITTSBURGH, PA 15264-2949								
ACCOUNT NO.	5-99551	s1805			TRADE PAYABLE			\$212.64
CARR AMERICA PO BOX 642845 PITTSBURGH, PA 15264-2845								
ACCOUNT NO.	5-103667	s1583			TRADE PAYABLE			\$5,382.93
CISCO SYSTEMS CAPITAL PO BOX 8111 BOSTON, MA 02266-8111								
ACCOUNT NO.	5-33086	s1749			TRADE PAYABLE		X	\$2,492.79
COMED BILL PAYMENT CENTER CHICAGO, IL 60668-0001								
ACCOUNT NO.	5-151337	s1676			TRADE PAYABLE		X	\$2,325.68
COMTECH CAPITAL LLC PO BOX 633447 CINCINNATI, OH 45263-3447								
ACCOUNT NO.	5-127518	s1593			TRADE PAYABLE			\$161.84
COVERALL OF SAN DIEGO DEPT 2293 LOS ANGELES, CA 90084-2293								
ACCOUNT NO.	5-126913	s1590			TRADE PAYABLE		X	\$1,042.50
DELL FINANCIAL SVCS PAYMENT PROCESSING CENTER CHICAGO, IL 60693								
ACCOUNT NO.	5-193238	s1736			TRADE PAYABLE			\$150.15
DRINK MORE WATER 19200-U CHENNAULT WAY GAITHERSBURG, MD 20879								

In re **Allegiance Internet, Inc.**  
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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		DISPUTED	AMOUNT OF CLAIM	
ACCOUNT NO.	5-206654	s1741			TRADE PAYABLE				\$212.64
ELTON ROAD ASSOCIATE LIMITED PARTNERSHIP C/O RESIDENTIAL MANAGEMENT INC NEW YORK, NY 10005									
ACCOUNT NO.	5-220052	s3110			TRADE PAYABLE			X	\$12,066.14
EMERITUS COMMUNICATIONS PO BOX 198623 ATLANTA, GA 30384-8623									
ACCOUNT NO.	5-201839	s3048			TRADE PAYABLE			X	\$25,138.33
EQUINIX INC ATTN: ACCOUNTS RECEIVABLE FOSTER CITY, CA 94404-4803									
ACCOUNT NO.	5-153335	s1679			TRADE PAYABLE				\$82.24
FOCAL COMM CORP OF IL 135 S LASALLE ST DEPT 3546 CHICAGO, IL 60674-3546									
ACCOUNT NO.	5-133155	s1671			TRADE PAYABLE			X	\$77,423.85
FOCAL COMM. CORP. OF PA ( CABS) 135 S. LASALLE DTREET DEPT. 3602 CHICAGO, IL 60674-3602									
ACCOUNT NO.	5-153260	s1678			TRADE PAYABLE				\$111.15
FRANKLIN LAKE SELF PARK 301 W LAKE ST CHICAGO, IL 60606									
ACCOUNT NO.	5-162376	s3105			TRADE PAYABLE			X	\$5,661.00
GLOBAL CROSSING TELECOMM PO BOX 641420 CINCINNATI, OH 45625-1420									
ACCOUNT NO.	5-198969	s1737			TRADE PAYABLE			X	\$7,360.00
GLOBAL INTERNETWORKING 8605 WESTWOOD CENTER DR #300 VIENNA, VA 22182									

In re **Allegiance Internet, Inc.**  
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Case No. **03-13062**  
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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT		
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED		
					DISPUTED		AMOUNT OF CLAIM
ACCOUNT NO.							
ACCOUNT NO.							
ICANN 4676 ADMIRALTY WAY STE 330 MARINA DEL REY, CA 90292			TRADE PAYABLE			\$10,378.68	
ACCOUNT NO.			TRADE PAYABLE		X	\$1,261.04	
ICG TELECOM GROUP INC - CABS A/R DEPT 283 DENVER, CO 80291-0283							
ACCOUNT NO.			TRADE PAYABLE		X	\$1,496.53	
ICG TELECOM GROUP INC CABS DEPT LA21400 PASADENA, CA 91185-1400							
ACCOUNT NO.			TRADE PAYABLE		X	\$12,775.31	
INTERMEDIA COMMUNICATIONS INC ATTN: ACCOUNTS RECEIVABLE ORLANDO, FL 32891-5121							
ACCOUNT NO.			TRADE PAYABLE		X	\$13,371.40	
IPASS BOX 200152 PITTSBURGH, PA 15251-0152							
ACCOUNT NO.			TRADE PAYABLE		X	\$55.70	
JP MORGAN CHASE-P CARD COMMERCIAL CARD SVCS PO BOX 78970 PHOENIX, AZ 85062-8970							
ACCOUNT NO.			TRADE PAYABLE		X	\$1,431,858.58	
KMC TELECOM XI LLC PO BOX 13327 PHILADELPHIA, PA 19101							
ACCOUNT NO.			TRADE PAYABLE		X	\$490,048.84	
LEVEL 3 COMMUNICATIONS LLC - CABS DEPT #182 DENVER, CO 80291-0182							

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED			
					DISPUTED			
							AMOUNT OF CLAIM	
ACCOUNT NO.	5-158880	s3103						
LOOKING GLASS NETWORKS INC. PO BOX 910776 DALLAS, TX 75391-0776				TRADE PAYABLE			X	\$26,059.44
ACCOUNT NO.	5-167675	s1683						
MASSACHUSETTS MUTUAL LIFE INSUANCE CO TRAMMELL CROW COMPANY ARLINGTON, VA 22201				TRADE PAYABLE				\$450.00
ACCOUNT NO.	5-79855	s3081						
MCI WORLDCOM COMM INC - CABS PO BOX 905236 CHARLOTTE, NC 28290-5236				TRADE PAYABLE			X	\$1,001.33
ACCOUNT NO.	5-77105	s1791						
MCI WORLDCOM COMMUNICATIONS - CABS PO BOX 96022 CHARLOTTE, NC 28296-0022				TRADE PAYABLE			X	\$1,381.47
ACCOUNT NO.	5-42515	s1780						
MCI WORLDCOM COMMUNICATIONS - CABS PO BOX 96023 CHARLOTTE, NC 28296-0023				TRADE PAYABLE			X	\$715.36
ACCOUNT NO.	5-89018	s3018						
MCI WORLDCOM INC. - CABS POB 730296 DALLAS, TX 75373-0296				TRADE PAYABLE			X	\$578,117.63
ACCOUNT NO.	5-36418	s1775						
MCI WORLDCOM PO BOX 856059 LOUISVILLE, KY 40285-5059				TRADE PAYABLE				\$7.64
ACCOUNT NO.	5-147654	s1674						
METROMEDIA FIBER NETWORK INC PO BOX 894507 LOS ANGELES, CA 90189-4507				TRADE PAYABLE			X	\$14,402.88

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED				
					DISPUTED				
								AMOUNT OF CLAIM	
ACCOUNT NO.	5-56091	s1782			TRADE PAYABLE			X	\$204.75
METROMEDIA FIBER NETWORK SVCS INC PO BOX 7247-6887 PHILADELPHIA, PA 19170-6887									
ACCOUNT NO.	5-34743	s1750			TRADE PAYABLE			X	\$144,461.00
MFS TELECOM INC - CABS P.O. BOX 790351 ST LOUIS, MO 63179-0351									
ACCOUNT NO.	5-96398	s1804			TRADE PAYABLE				\$212.64
MILLS BUILDING ASSOC DEPT NO 4023 WASHINGTON, DC 20042-4023									
ACCOUNT NO.	5-149888	s3095			TRADE PAYABLE			X	\$5,120.74
NEON OPTICA INC 2200 W PARK DR STE 200 WEST BOROUGH, MA 1581									
ACCOUNT NO.	5-40748	s1777			TRADE PAYABLE				\$9,247.84
NETWORK SOLUTIONS INC 21355 RIDGETOP CIRCLE DULLES, VA 20166									
ACCOUNT NO.	5-129749	s1668			TRADE PAYABLE				\$642.96
NEXTEL PO> BOX 7418 PASADENA, CA 91109									
ACCOUNT NO.	5-85897	s1797			TRADE PAYABLE				\$100.00
ONE BETHESDA INVESTORS LLC 4800 HAMPDEN LN BETHESDA, MD 20814									
ACCOUNT NO.	5-109972	s1586			TRADE PAYABLE			X	\$20,258.91
PACIFIC BELL - CABS PAYMENT CENTER VAN NUYS, CA 91388-0001									

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED			
					DISPUTED		AMOUNT OF CLAIM	
ACCOUNT NO.	5-85894	s1795			TRADE PAYABLE			
PFP SEARCH PLAZA INC C/O INSTITUTIONAL PROPERTY MANAGEMENT DALLAS, TX 75231								
ACCOUNT NO.	5-1543	s1680			TRADE PAYABLE		\$1,855.17	
PITNEY BOWES CREDIT CORP PO BOX 856460 LOUISVILLE, KY 40285-5460								
ACCOUNT NO.	5-151637	s3096			TRADE PAYABLE		\$10.94	
POPP COMMUNICATIONS INCORPORATED PO BOX 27110 GOLDEN VALLEY, MN 55427-0110								
ACCOUNT NO.	5-41036	s1778			TRADE PAYABLE		\$23,057.06	
SAN DIEGO GAS AND ELECTRIC PO BOX 25111 SANTA ANA, CA 92799-5111								
ACCOUNT NO.	5-135873	s1672			TRADE PAYABLE		\$379.45	
SBC BILLS PAYMENT CENTER CHICAGO, IL 60663-0001								
ACCOUNT NO.	5-77312	s1792			TRADE PAYABLE		\$90.00	
SHRED-IT - MD 601-15 DOVER RD ROCKVILLE, MD 20850								
ACCOUNT NO.	5-127535	s1667			TRADE PAYABLE		\$168.80	
SIERRA SPRINGS 10306 SAN DIEGO MISSION RD SAN DIEGO, CA 92108-2192								
ACCOUNT NO.	5-1637	s2960			TRADE PAYABLE		\$1,096.12	
SOUTHWESTERN BELL - LINE COST PO BOX 930170 DALLAS, TX 75393-0170								

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		CONTINGENT UNLIQUIDATED DISPUTED AMOUNT OF CLAIM			
ACCOUNT NO.	5-63759	s1786						
SOUTHWESTERN BELL PO BOX 630047 DALLAS, TX 75263-0047				TRADE PAYABLE				\$220.41
ACCOUNT NO.	5-152106	s1677						
SPECIALTY MAT SERVICE PO BOX 663 LOMBARD, IL 60148				TRADE PAYABLE				\$51.25
ACCOUNT NO.	5-56503	s1783						
SPRINT - CABS PO BOX 930331 ATLANTA, GA 31193-0331				TRADE PAYABLE		X		\$21,938.61
ACCOUNT NO.	5-85908	s1802						
SURVEYOR & BELTLINE INC 4002 BELTLINE RD #110 LB8 ADDISON, TX 75001				TRADE PAYABLE				\$212.64
ACCOUNT NO.	5-219613	s3077						
SWITCH AND DATA FACILITIES CO LLC 1715 N WESTSHORE BLVD STE 650 TAMPA, FL 33607				TRADE PAYABLE		X		\$33,762.91
ACCOUNT NO.	5-85906	s1800						
TI FINANCIAL INVESTORS LLC 1340 OLD CHAIN RD 2ND FL MCLEAN, VA 22101				TRADE PAYABLE				\$212.64
ACCOUNT NO.	5-192598	s3044						
TIME WARNER TELECOM INC PO BOX 172567 DENVER, CO 80217-2567				TRADE PAYABLE		X		\$1,780.88
ACCOUNT NO.	5-1708	s1684						
TIME WARNER TELECOM INC PO BOX 172567 DENVER, CO 80217-2567				TRADE PAYABLE		X		\$3,966.69
ACCOUNT NO.	5-220510	s1746						
UNITED PARCEL SERVICE PO BOX 894820 LOS ANGELES, CA 90189-4820				TRADE PAYABLE				\$64.00



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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
**(Continuation Sheet)**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED			
					DISPUTED			
							AMOUNT OF CLAIM	
ACCOUNT NO.	5-215283	s1742		TRADE PAYABLE				\$54.88
UNITED PARCEL SERVICE--CAROL STREAMS LOCKBOX 577 CAROL STREAMS, IL 60132								
ACCOUNT NO.	5-79936	s3085						
UNIVERSAL ACCESS INC - CABS 135 S LASALLE DEPT 4771 CHICAGO, IL 60674-4771				TRADE PAYABLE			X	\$7,729.86
ACCOUNT NO.	5-127297	s1592						
UUNET PO BOX 96022 CHARLOTTE, NC 28296-0022								
UUNET. P.O. BOX 96022 CHARLOTTE, NC 28296-0022				TRADE PAYABLE			X	\$450,946.26
ACCOUNT NO.	5-129835	s1669						
UUNET. P.O. BOX 96022 CHARLOTTE, NC 28296-0022								
VERIZON (BA) - LINE COST PO BOX 17577 BALTIMORE, MD 21297-0513				TRADE PAYABLE			X	\$187,022.36
ACCOUNT NO.	5-76139	s1789						
VERIZON (BA) - LINE COST PO BOX 4430 CABS PROCESSING UNIT ALBANY, NY 12204-0430								
VERIZON (BA)- LINE COST PO BOX 15124 ALBANY, NY 12212-5124				TRADE PAYABLE			X	\$29.13
ACCOUNT NO.	5-1077	s1585						
VERIZON (BA) - LINE COST PO BOX 4430 CABS PROCESSING UNIT ALBANY, NY 12204-0430								
VERIZON (BA-PA) - LINE COST PO BOX 28007 LEHIGH VALLEY, PA 18002-8007				TRADE PAYABLE			X	\$73.68
ACCOUNT NO.	5-1072	s2957						
VERIZON (BA)- LINE COST PO BOX 15124 ALBANY, NY 12212-5124								
ACCOUNT NO.	5-47153	s1781		TRADE PAYABLE			X	\$73.68
VERIZON (BA-PA) - LINE COST PO BOX 28007 LEHIGH VALLEY, PA 18002-8007								

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT		
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED		
					DISPUTED		AMOUNT OF CLAIM
ACCOUNT NO.	5-33003	§1748					
VERIZON (GTE-SW) - LINE COST PO BOX 101687 ATLANTA, GA 30392-1687				TRADE PAYABLE		X	\$606.85
ACCOUNT NO.	5-66646	§1788					
VERIZON (GTE-SW) - LINE COST PO BOX 920041 DALLAS, TX 75392-0041				TRADE PAYABLE		X	\$1,503.99
ACCOUNT NO.	5-102055	§1582					
VERIZON WIRELESS PO BOX 60170 LOS ANGELES, CA 90060-0170				TRADE PAYABLE			\$20.59
ACCOUNT NO.	5-85896	§1796					
WILLARD ASSOCIATES PO BOX 642950 PITTSBURGH, PA 15264-2950				TRADE PAYABLE			\$212.64
ACCOUNT NO.	5-113336	§1587					
WORLDCOM ONNET DSL PO BOX 371355 PITTSBURGH, PA 15250-7355				TRADE PAYABLE		X	\$582,475.22
ACCOUNT NO.	5-80892	§3087					
WORLDCOM PAYMENT CTR. - CABS P.O. BOX 85080 PAYMENT PROCESS. CTR. RICHMOND, VA 23285-4100				TRADE PAYABLE		X	\$36,697.50
ACCOUNT NO.	5-212027	§3072					
X O COMMUNICATIONS PO BOX 530471 ATLANTA, GA 30353-0471				TRADE PAYABLE		X	\$35,094.01
ACCOUNT NO.	5-125059	§1589					
XO COMMUNICATIONS - CABS PO BOX 31001-0429 PASADENA, CA 91110-0429				TRADE PAYABLE		X	\$75,563.27

### SCHEDULE G – EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease contract described.

**NOTE:** A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL, REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See attached Rider G-1 for nonresidential real estate contracts	
See attached Rider G-2 for other executory contracts	

**NOTES:** These specific notes to Schedule G are in addition to any general notes regarding the Debtor's schedules and statements.

In the aggregate, the Debtors are a party to approximately 140,000 customer contracts and 900 sales agent contracts; the existence of and terms and conditions of these contracts are all confidential commercial information. If any party is interested in obtaining information about these executory contracts, please contact Chris Luna of Allegiance Telecom, Inc. at (469) 259-2069; with appropriate confidentiality restrictions, appropriate information will be made available.

Listing a contract or agreement on this schedule does not constitute an admission or agreement that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement is in effect, effective and not terminated or terminable at-will by the Debtor. Any and all of the Debtor's rights, claims, set off rights, defenses and causes of action with respect to the contracts and agreements listed on this schedule are hereby reserved and preserved. The Debtor reserves its rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including Debtor's right to challenge if a contract is an unexpired non-residential real property lease. Similarly, the listing of a contract or lease on this schedule does not constitute an acknowledgement or admission that the underlying transaction is or is not a secured financing transaction.

While Debtor has used its best efforts to ensure the accuracy of this schedule, inadvertent errors or omissions may have occurred. The Debtor does not make, and specifically disclaims, any and all representations or warranties as to the completeness or accuracy of the information set forth herein, and reserves the right to dispute the validity, characterization, status, and enforceability of all contracts, leases, agreements or documents listed herein or omitted from herein.

The contacts, leases, agreements and other documents listed herein may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements and not all such various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements may be or may not be listed herein. The absence of such various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements does not prejudice the Debtor's right to assert that such various amendments are restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements constitute executory contracts. Certain of the executory contracts may not have been memorialized and could be subject to dispute. Certain of the real property leases listed on this schedule may contain rights of first refusal, rights to lease additional space or other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately in this schedule and the Debtor specifically reserves all of its rights, claims, set off rights, defenses and causes of action with respect to such real estate property leases.

In the aggregate, the Debtors are a party to approximately 300 confidentiality agreements that prohibit the parties thereto from disclosing and using certain confidential information; such confidentiality agreements are not included herein.

This schedule does not include purchase orders, service orders and service requests on month-to-month terms that are not executory contracts, and other agreements used in the ordinary course of business for routine purchases of equipment, services, and supplies. In addition, in the ordinary course of business, the Debtor may have entered into agreements, written or oral, for the provisions of certain services on a month-to-month or at-will basis; such contracts may not be included in this schedule. The absence of any such contract, orders and requests from this schedule shall not prejudice the Debtor's rights to assert, and the Debtor reserves the right to assert, that any such contract, order or request are executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL, REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
<ul style="list-style-type: none"> <li>▪ 1515 Market Street Associates c/o West World Management, Inc. 4 Manhattanville Road Purchase, New York 10577</li> </ul>	Kivex, Inc. <ul style="list-style-type: none"> <li>▪ Nonresidential Real Property Lease 1515 Market Street, 6th Floor Philadelphia, Pennsylvania 19102</li> <li>▪ Debtor is a Tenant</li> </ul>
<ul style="list-style-type: none"> <li>▪ KM Complex, L.P. c/o Yale Properties 6256 Greenwich Drive, Suite 230 San Diego, California 92122</li> </ul>	CTSNet, Inc. <ul style="list-style-type: none"> <li>▪ Nonresidential Real Property Lease 8913 Complex Drive, Suites B/C/D/E/F/G/I 8909 Complex Drive, Suites A/B/C/D 8911 Complex Drive, Suite H 8967 Complex Drive 8969 Complex Drive 8971 Complex Drive 8977-A Complex Drive San Diego, California 92123</li> <li>▪ Debtor is a Tenant</li> </ul>
<ul style="list-style-type: none"> <li>▪ Northwestern Development Company c/o Blake Real Estate, Inc. 1150 Connecticut Avenue, N.W., Suite 801 Washington D.C. 20036</li> </ul>	Kivex <ul style="list-style-type: none"> <li>▪ Nonresidential Real Property Lease 1150 Connecticut Avenue, N.W., Suite 205 Washington D.C. 20036</li> <li>▪ Debtor is a Tenant</li> </ul>

United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Internet, Inc.  
Case No: 03-13062 (RDD)  
Schedule G  
Rider G-2 Executory Contracts  
1 of 2

<u>Name of Other Parties to Contract</u>	<u>Description of Contract</u>
Ameritech	Interconnection agreement for DSL
CAIDA	SD-NAP Participation Agreement
Comtech Capital LLC	Equipment lease 715
Comtech Capital LLC	Equipment lease 972
Comtech Capital LLC	Equipment lease 877
DELL Financial Services One Dell Way SP1 Round Rock, TX 78682	Copier lease
DELL Financial Services One Dell Way SP1 Round Rock, TX 78682	Equipment Lease #001-1121039-002
DELL Financial Services One Dell Way SP1 Round Rock, TX 78682	Equipment Lease #001-1121039-004
Exodus Communications	Internet Data Center Services Order Form
Focal 135 S. LaSalle Street Dept. 3602 Chicago, IL 60674-3602	ID 00010060
GE Capital	Copier lease
Ipass Box 200152 Pittsburgh PA 15251-0152	Toll free numbers for Interaccess dialup
Level 3 Communications	Customer Order Form
Nextlink	National Sales Service Contract
Rave Financial Services, Inc. (n/k/a Comtech Capital, LLC) 36940 Metro Court Sterling Heights, MI 48312	Lease Agreement

United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Internet, Inc.  
Case No: 03-13062 (RDD)  
Schedule G  
Rider G-2 Executory Contracts  
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<u>Name of Other Parties to Contract</u>	<u>Description of Contract</u>
Rhythms	Provisioning Agreement
Shopsite, Inc 5252 N. Edgewood Dr. #275 Provo, UT 84604	Shopsite Distributor Agreement
Skycache	Services Agreement

## SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules or creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the codebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND ADDRESS OF CODEBTOR <sup>1</sup>	NAME AND ADDRESS OF CREDITOR
Allegiance Telecom, Inc. ▪ Guarantor for Allegiance Internet, Inc. (as successor in interest to CTSNet, Inc.) (Debtor) on Nonresidential Real Property Lease 8913 Complex Drive, Suites B/C/D/E/F/G/I 8909 Complex Drive, Suites A/B/C/D 8911 Complex Drive, Suite H 8967 Complex Drive 8969 Complex Drive 8971 Complex Drive 8977-A Complex Drive San Diego, California 92123	KM Complex, L.P. c/o Yale Properties 6256 Greenwich Drive, Suite 230 San Diego, California 92122
Allegiance Telecom, Inc.	See Rider D-1
Allegiance Telecom Company Worldwide	See Rider D-1
Allegiance Telecom International, Inc.	See Rider D-1
Allegiance Telecom of Arizona, Inc.	See Rider D-1
Allegiance Telecom of California, Inc.	See Rider D-1
Allegiance Telecom of Colorado, Inc.	See Rider D-1
Allegiance Telecom of the District of Columbia, Inc.	See Rider D-1
Allegiance Telecom of Florida, Inc.	See Rider D-1
Allegiance Telecom of Georgia, Inc.	See Rider D-1
Allegiance Telecom of Illinois, Inc.	See Rider D-1
Allegiance Telecom of Indiana, Inc.	See Rider D-1
Allegiance Telecom of Maryland, Inc.	See Rider D-1
Allegiance Telecom of Massachusetts, Inc.	See Rider D-1
Allegiance Telecom of Michigan, Inc.	See Rider D-1
Allegiance Telecom of Minnesota, Inc.	See Rider D-1
Allegiance Telecom of Missouri, Inc.	See Rider D-1
Allegiance Telecom of Nevada, Inc.	See Rider D-1
Allegiance Telecom of New Jersey, Inc.	See Rider D-1
Allegiance Telecom of New York, Inc.	See Rider D-1
Allegiance Telecom of North Carolina, Inc.	See Rider D-1
Allegiance Telecom of Ohio, Inc.	See Rider D-1
Allegiance Telecom of Oklahoma, Inc.	See Rider D-1
Allegiance Telecom of Oregon, Inc.	See Rider D-1
Allegiance Telecom of Pennsylvania, Inc.	See Rider D-1
Allegiance Telecom of Texas, Inc.	See Rider D-1
Allegiance Telecom of Virginia, Inc.	See Rider D-1
Allegiance Telecom of Washington, Inc.	See Rider D-1
Allegiance Telecom of Wisconsin, Inc.	See Rider D-1
Allegiance Telecom Purchasing Company	See Rider D-1
Allegiance Telecom Service Corporation	See Rider D-1

<sup>1</sup> The address for each Codebtor is: 9201 North Central Expressway, Dallas, TX 75231

## **SCHEDULE H - CODEBTORS**

<b>NAME AND ADDRESS OF CODEBTOR<sup>1</sup></b>	<b>NAME AND ADDRESS OF CREDITOR</b>
Coast to Coast Telecommunications, Inc.	See Rider D-1
Shared Technologies Allegiance, Inc.	See Rider D-1
Adgrafx Corporation	See Rider D-1
Hosting.com, Inc.	See Rider D-1
InterAccess Telecommunications Co.	See Rider D-1
Jump.Net, Inc.	See Rider D-1
Virtualis Systems, Inc.	See Rider D-1
ALGX Business Internet, Inc.	See Rider D-1



Form B6-Cont.  
(12/94)

In re Allegiance Internet, Inc.  
Debtor

Case No. 03-13062  
(if known)

### DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, the Senior Vice President of Finance and Accounting of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 33 sheets, including this signature page, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 22, 2003

Signature: /s/ G. Clay Myers

G. Clay Myers  
Printed Name

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*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. Sections 152 and 3571.*