

UNITED STATES BANKRUPTCY COURT Southern District of New York

In re Allegiance Telecom of Arizona, Inc.
Debtor

Case no. 03-13067
(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	5	\$19,030,151.55		
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	8		\$1,954,535.47	
G – Executory Contracts and Unexpired Leases	Yes	2			
H – Codebtors	Yes	1			
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 >		18			
			Total Assets >	\$19,030,151.55	
				Total Liabilities >	\$467,254,535.47

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, any claim reflected in these schedules as to amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent", "unliquidated" or "disputed."

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.

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		\$43,541.67
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	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
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.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		Trade Accounts Receivable, Net of Allowance for Doubtful Accounts		\$1,062,383.09
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.		Credit/refund owed by vendor: Sterling Network Exchange LLC c/o Grubb & Ellis Mgmt Services Inc. Cleveland, OH 44115		\$7,628.29
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			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated	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
claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.				
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.		See Rider B.22 attached.		Undetermined
23. Automobiles, trucks, trailers, and other vehicles and accessories.		Capitalized Service Vehicle Leases Net Book Value Phoenix, AZ		\$29,562.29
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Furniture & Fixtures, Office Equipment, Communication Equipment, Computing Equipment Net Book Value Phoenix, AZ		\$227,236.12
27. Machinery, fixtures, equipment, and supplies used in business.		Switch Equipment, Transmission Equipment, Customer Premise Equipment, Internet Transmission Equipment, IT Support Software, Capitalized Dark Fiber Leases Net Book Value Phoenix, AZ		\$14,432,702.19
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			
33. Other personal property of any kind not already listed. Itemize.		Leasehold Improvements Net Book Value Phoenix, AZ		\$3,227,097.90
2 continuation sheets attached			Total	\$19,030,151.55

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

<i>Company in Possession</i>	<i>Addresses</i>	<i>Type of Property</i>	<i>Description</i>	<i>Approx. Balance as of May 14, 2003</i>
<u>REAL ESTATE SECURITY DEPOSITS</u>				
Carlyle Airport Tech	Carlyle Airport Technology Trust c/o CB Richard Ellis 2415 East Camelback Road Phoenix, AZ 85016	Cash	Sales (Phoenix)	\$18,541.67
Sterling Network Ex, LLC	Sterling Network Exchange, LLC 650 Dundee Road, Suite 370 Northbrook, IL 60062	Cash	Switch (Phoenix)	\$25,000.00
Total				\$43,541.67

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SCHEDULE B -PERSONAL PROPERTY
Rider B.22 - Licenses, franchises and other intangibles

DESCRIPTION	VALUE
Licenses:	
Docket Number: T-03789A-99-0586 Decision Number: 62737 Service Type: Competitive Facilities Based and Resold Intrastate Telecommunications Services Grant Date: 07/24/2000	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	CODEBTORRR	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
 Allegiance Telecom of Arizona, 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)	CONTINGENT, UNLIQUIDATED, 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
Southern District of New York**

**GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULE 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 Telecom of Arizona, Inc.
Debtor

Case No. 03-13067
(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			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
ACCOUNT NO. 50691 s4322 METROMEDIA FIBER NETWORK, INC. P.O. BOX 7247-6887 PHILADELPHIA, PA 19170-6887		CAPITAL LEASE		X		\$809,582.71
ACCOUNT NO. 000002607010 s3295 ARIZONA PEDIATRIC CLINICS C/O MARY HAYES STE.106 809 E WASHINGTON STREET PHOENIX, AZ 85034		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 000002607010 s3296 ARIZONA PEDIATRIC CLINICS C/O MARY HAYES STE.206 809 E WASHINGTON PHOENIX, AZ 85034		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002302301131 s3356 BOTTOMLINE ENTERTAINMENT C/O CAROL COLE 7316 E STETSON DR SCOTTSDALE, AZ 85251		CUSTOMER CLAIM	X	X	X	UNDETERMINED

In re **Allegiance Telecom of Arizona, Inc.**
Debtor

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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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
ACCOUNT NO. 000002641441 s3366 BRENT STEWARD P.C.C.P.A C/O F. BRENT STEWART 6263 N SCOTTSDALE ROAD, STE 130 SCOTTSDALE, AZ 85250		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 2630579 s3468 DOS AMIGOS MEXICAN IMPORTS C/O MIKE HAWKINS 2704 E BELL ROAD PHOENIX, AZ 85032		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002375436436 s3505 F&F MAIL BOXES & EMPORIUM C/O JEAN FERRIN 536 E DUNLAP AV PHOENIX, AZ 85020		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 000002659632 s3507 FAIRWAY MEDIA C/O RENE MOFFETT 14555 N SCOTTSDALE, STE 150 SCOTTSDALE, AZ 85254		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002550070233 s3509 FANTASTIC TOOLS C/O WERNER SCHLECHT 1750 S LOS FELIZ DRIVE, STE 105 TEMPE, AZ 85281		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002319914423 s3552 GLASS MENDERS C/O MARK WEAVER 405 W SOUTHERN AVE, STE 4 TEMPE, AZ 85282		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002426792474 s3565 GREENWAY DENTAL CARE C/O HAMID 4022 E GREENWAY RD STE 13 PHOENIX, AZ 85032		CUSTOMER CLAIM	X	X	X	UNDETERMINED

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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		DISPUTED	
ACCOUNT NO. 002582026335 s3589 HERRO BROS MEDICINE - 5133 C/O ANDY FRANCIS 5133 N CENTRAL AVE STE 200 PHOENIX, AZ 85012		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002296949637 s3648 LANE AWARDS C/O MACK GLEEKEL 1118 S CENTRAL AV PHOENIX, AZ 85004		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002500436308 s3791 MESA PHOTO SUPPLY C/O HANK DERONDE 1840 E. UNIVERSITY MESA, AZ 85203		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002431899598 s3795 MICHAEL F. RODRIQUES (FCC 2) C/O ATTY DEBRA PALOMINO 1625 W. UNIVERSITY, SUITE 117 TEMPE, AZ 85281		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 000002616102 s3949 SCHAVER SALES INC [CASE TECH. INC.] C/O MAURI CONGLETON STE 106, 441 S 48TH STREET TEMPE,, AZ 85281		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 002482936500 s3976 SOUTHWEST FUSION C/O LISA SAYLES 1643 BETHANY HOME ROAD PHOENIX, AZ 85015		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 000002639414 s3745 TRAFFIC RESEARCH ANALYSIS C/O LISA LOPEZ 3844 E INDIAN SCHOOL ROAD PHOENIX, AZ 85018		CUSTOMER CLAIM	X	X	X	UNDETERMINED

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(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
ACCOUNT NO. 002449226409 s3754 TRIGENT MARKETING C/O PAUL DIGRAN PO BOX 24979 TEMPE, AZ 85285		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 000002610336 s4018 WELLINGTON MANUFACTURED HOME** C/O JEFFREY ZIONTS 2121 W UNIVERSITY DR TEMPE, AZ 85281		CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO. 74570 s4192 ADT SECURITY SVCS PO BOX 371994 PITTSBURGH, PA 15250-7994		TRADE PAYABLE				\$1,821.79
ACCOUNT NO. 8-74570 s1901 ADT SECURITY SVCS PO BOX 371994 PITTSBURGH, PA 15250-7994		TRADE PAYABLE				\$731.67
ACCOUNT NO. 8-1018 s1808 AIRBORNE EXPRESS PO BOX 662 SEATTLE, WA 98111		TRADE PAYABLE				\$591.21
ACCOUNT NO. 8-36361 s2985 AVAYA INC. P.O. BOX 73061 CHICAGO, IL 60673-3061		TRADE PAYABLE			X	\$7,534.13
ACCOUNT NO. 8-1797 s1893 BFC 1141 N RADDANT RD BATAVIA, IL 60510		TRADE PAYABLE				\$260.00
ACCOUNT NO. 8-132768 s1887 COMMERCIAL PROPERTY MAINTENANCE INC 137 W MCDOWELL RD PHOENIX, AZ 85003		TRADE PAYABLE				\$420.00

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

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT		AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		
			DISPUTED		
ACCOUNT NO. 8-1165 s1809 CONNECTION CONCEPTS INC 1560 FRONTENAC RD NAPERVILLE, IL 60563		TRADE PAYABLE	X		\$4,272.00
ACCOUNT NO. 8-201970 s1894 FISHEL TECHNOLOGIES 1810 ARLINGATE LN COLUMBUS, OH 43228		TRADE PAYABLE			\$4,243.37
ACCOUNT NO. 8-1271 s1810 GE CAPITAL FLEET SERVICE PO BOX 100363 ATLANTA, GA 30384-0363		TRADE PAYABLE			\$3,682.00
ACCOUNT NO. 8-135967 s1888 GEN - TECH 7901 N 70TH AVE GLENDALE, AZ 85303		TRADE PAYABLE			\$2,337.02
ACCOUNT NO. 8-1287 s1886 GRAYBAR PO BOX 840458 DALLAS, TX 75284		TRADE PAYABLE			\$96.04
ACCOUNT NO. 8-208212 s1897 JB'S - INDIAN SCHOOL 4249 W INDIAN SCHOOL RD PHOENIX, AZ 85019		TRADE PAYABLE			\$78.35
ACCOUNT NO. 8-208206 s1896 JB'S - NORTHERN 3567 W NERN AV PHOENIX, AZ 85051		TRADE PAYABLE			\$40.28
ACCOUNT NO. 8-63484 s1900 JP MORGAN CHASE-P CARD COMMERCIAL CARD SVCS PO BOX 78970 PHOENIX, AZ 85062-8970		TRADE PAYABLE	X		\$1,561.18

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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		AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		
			DISPUTED		
ACCOUNT NO. 8-89018 s3020 MCI WORLDCOM INC. - CABS POB 730296 DALLAS, TX 75373-0296		TRADE PAYABLE		X	\$2,652.65
ACCOUNT NO. 8-159352 s1891 MERIDIAN INTEGRATED SVCS PO BOX 303 TREVOSE, PA 19053-0303		TRADE PAYABLE			\$4,100.00
ACCOUNT NO. 8-1541 s1889 PITNEY BOWES PO BOX 856390 LOUISVILLE, KY 40285-6390		TRADE PAYABLE			\$236.65
ACCOUNT NO. 8-90081 s1903 QWEST - CABS POB 3400 OMAHA, NE 68103		TRADE PAYABLE		X	\$886,532.93
ACCOUNT NO. 8-78576 s1902 QWEST- CABS PO BOX 29060 PHOENIZ, AZ 85038-9060		TRADE PAYABLE		X	\$162,041.82
ACCOUNT NO. 8-215648 s1898 QWEST ATTN: LINDA HOLMES MANAGER PHOENIX, AZ 85012		TRADE PAYABLE		X	\$13,267.26
ACCOUNT NO. 8-128418 s1885 QWEST PO BOX 12480 SEATTLE, WA 98111-4480		TRADE PAYABLE			\$51.50
ACCOUNT NO. 8-128416 s1811 QWEST PO BOX 29060 PHOENIX, AZ 85038-9060		TRADE PAYABLE		X	\$2,403.62

In re **Allegiance Telecom of Arizona, Inc.**
Debtor

Case No. **03-13067**
(If known)

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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
ACCOUNT NO. 8-36673 s1899 SPARKLETTS/MCKESSON WATER PRODUCTS CO PO BOX 7126 PASADENA, CA 91109-7126		TRADE PAYABLE				\$22.17
ACCOUNT NO. 8-206631 s1895 SPEER COMMUNICATIONS 2226 N 48TH DR PHOENIX, AZ 85035		TRADE PAYABLE				\$2,655.00
ACCOUNT NO. 8-157593 s1890 SUPERIOR SNACKS INC 3128 N 29TH AVE PHOENIX, AZ 85017		TRADE PAYABLE				\$191.29
ACCOUNT NO. 8-79936 s3082 UNIVERSAL ACCESS INC - CABS 135 S LASALLE DEPT 4771 CHICAGO, IL 60674-4771		TRADE PAYABLE		X		\$1,219.14
ACCOUNT NO. 8-1749 s1892 WALKER & ASSOCIATES INC 7129 OLD HWY 52 WELCOME, NC 27374		TRADE PAYABLE		X		\$766.08
ACCOUNT NO. 8-212027 s3067 X O COMMUNICATIONS PO BOX 530471 ATLANTA, GA 30353-0471		TRADE PAYABLE			X	\$35,727.83
ACCOUNT NO. 8-125059 s3022 XO COMMUNICATIONS - CABS PO BOX 31001-0429 PASADENA, CA 91110-0429		TRADE PAYABLE			X	\$5,415.78

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 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.

United States Bankruptcy Court, Southern District of New York
Debtor: Allegiance Telecom of Arizona, Inc.
Case Number: 03-13067 (RDD)
Schedule G
Rider G-1 Executory Contracts
1 of 1

<u>Name & Mailing Address of Vendor</u>	<u>Description of Contract</u>
Qwest Corporation	14.HFGS.969420..MS
Qwest Corporation	14.HFGS.969425..MS
Qwest Corporation	Directory Assistance Agreement
Qwest Corporation	Internetwork Calling Name Delivery Service Agreement
Qwest Corporation	Interconnection Agreement
US West Dex, Inc.	Publishing Agreement for Official Lisitings/Directories

United States Bankruptcy Court, Southern District of New York

Debtor: Allegiance Telecom of Arizona, Inc.

Case No. 03-13067 (RDD)

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 codebtors.

NAME AND ADDRESS OF CODEBTOR ¹	NAME AND ADDRESS OF CREDITOR
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 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
Coast to Coast Telecommunications, Inc.	See Rider D-1
Shared Technologies Allegiance, Inc.	See Rider D-1
Allegiance Internet, Inc.	See Rider D-1
Adgrafix 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

¹ The address for each Codebtor is 9201 North Central Expressway, Dallas, TX 75231.

Form B6-Cont.
(12/94)

In re Allegiance Telecom of Arizona, Inc.
Debtor

Case No. 03-13067
(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 21 sheets, including this signature page, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 15, 2003

Signature: /s/ G. Clay Myers

G. Clay Myers
Printed Name

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.