

UNITED STATES BANKRUPTCY COURT Southern District of New York

In re Coast to Coast Telecommunications, Inc.
Debtor

Case no. 03-13104
(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	6	\$180,341.76		
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	4		\$787,458.90	
G – Executory Contracts and Unexpired Leases	Yes	5			
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 >	\$180,341.76	
				Total Liabilities >	\$466,087,458.90

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.		See Rider B.2 attached		\$61,825.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
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.	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			
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		Aspen Electrical Contractors, Inc. v. Coast to Coast		\$7,680.00

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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.		Telecommunications, Inc., filed in 48th Judicial Court in Michigan. Counterclaim due to overpayment of invoices.		
21. Patents, copyrights, and other intellectual property. Give particulars.		See Rider B.21 attached		Undetermined
22. Licenses, franchises, and other general intangibles. Give particulars.		See Rider B.22 attached		Undetermined
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.		Furniture & Fixtures, Office Equipment, Communication Equipment, Computing Equipment Net Book Value Pontiac, MI		\$84,022.69
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			
33. Other personal property of any kind not already listed. Itemize.		OPS Support System Software, Internet Support System Software Net Book Value Pontiac, MI		\$26,814.07
3 continuation sheets attached			Total	\$180,341.76

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

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SCHEDULE B -PERSONAL PROPERTY
Rider B.2 - Bank Accounts

BANK	ADDRESS	ACCOUNT NUMBER	Ledger BALANCE as of May 31, 2003
Comerica	Six Mile Road, Livonia, MI 48152	1191004645	61,825
		Total	<u>\$ 61,825</u>

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

DESCRIPTION	VALUE
Registered Trademarks and Service Marks:	
IT COULDN'T BE SIMPLER Registration No: 2,188,295 Registration Date: September 8, 1998	Undetermined
Semi-Circle with Curved Arrow Logo Registration No: 2,201,047 Registration Date: November 3, 1998	Undetermined
COAST TO COAST Registration No: 2,254,529 Registration Date: June 15, 1999	Undetermined

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

DESCRIPTION	VALUE
Licenses:	
Case Number: U-11219 Service Type: Basic Local Exchange Services Grant Date: 01/08/1997	Undetermined
Intangibles:	
Acquired Intangible Asset - Subscriber List, Net of Accumulated Amortization	Undetermined

United States Bankruptcy Court, Southern District of New York
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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
Debtor: Coast to Coast Telecommunications, 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 Coast to Coast Telecommunications, Inc.
Debtor

Case No. 03-13104
(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. s4074 ASPEN ELECTRICAL CONTRACTORS, INC. C/O SHANNA AZZOPARDI, RESNICK & MOSS 4190 TELEGRAPH RD. SUITE 3000 BLOOMFIELD HILLS, MI 48302 USA		LITIGATION Case Nbr: 03-31296 48th Judicial District Court, State of Michigan April 1, 2003	X	X	X	\$7,680.00
ACCOUNT NO. s2746 AMERITECH - LEC SVCS BILLING - CABS PO BOX 1838 SAGINAW, MI 48605-1838		TRADE PAYABLE			X	\$746,695.03
ACCOUNT NO. s2742 AMERITECH-- CABS PO BOX 75825 CHICAGO, IL 60675-5825		TRADE PAYABLE			X	\$5,412.47
ACCOUNT NO. s2739 ATL COMMUNICATIONS 56835 VENTURE LN STE 208 SUNRIVER, OR 97707		TRADE PAYABLE			X	\$1,063.35

In re **Coast to Coast Telecommunications, 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			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. 34-74885 s2748 CONSUMERS ENERGY PO BOX 30090 LANSING, MI 48909-7590		TRADE PAYABLE				\$22.26
ACCOUNT NO. 34-77020 s2749 DETROIT EDISON PO BOX 2859 DETROIT, MI 48260-0001		TRADE PAYABLE				\$9,025.54
ACCOUNT NO. 34-161435 s2736 GUARDIAN ALARM 20800 SFIELD RD SOUTHFIELD, MI 48075		TRADE PAYABLE				\$1,274.70
ACCOUNT NO. 34-162519 s2740 MCI WORLDCOM PO BOX 856053 LOUISVILLE, KY 40285-6053		TRADE PAYABLE				\$12.85
ACCOUNT NO. 34-161013 s2735 PANASONIC COMMUNICATIONS & SYS PO BOX 676013 DALLAS, TX 75267-6013		TRADE PAYABLE				\$192.78
ACCOUNT NO. 34-1543 s2732 PITNEY BOWES CREDIT CORP PO BOX 856460 LOUISVILLE, KY 40285-5460		TRADE PAYABLE				\$909.68
ACCOUNT NO. 34-1557 s2733 PURCHASE POWER PO BOX 856042 LOUISVILLE, KY 40285-5042		TRADE PAYABLE				\$2,535.00
ACCOUNT NO. 34-161859 s2738 ROCHESTER TELEMESSAGING CENTER 1130 TIENKEN COURT STE #110 ROCHESTER HILLS, MI 48306-4369		TRADE PAYABLE				\$301.00
ACCOUNT NO. 34-58782 s2747 SBC BILL PAYMENT CENTER SAGINAW, MI 48663-0003		TRADE PAYABLE		X		\$2,675.94

In re **Coast to Coast Telecommunications, 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			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. 34-119832 s2731 SPARKLING BUILDING MAINTENANCE PO BOX 2078 MIAMI, FL 33144		TRADE PAYABLE				\$267.50
ACCOUNT NO. 34-161498 s2737 SPRING MOUNTAIN WATER CO 425 S DORT HIGHWAY FLINT, MI 48503		TRADE PAYABLE				\$14.00
ACCOUNT NO. 34-190834 s2743 THE IMPRESSIVE TYPE 5099 WILLIEAMS LAKE RD WATERFORD, MI 48329		TRADE PAYABLE				\$1,955.53
ACCOUNT NO. 34-162914 s2741 TREASURER - CITY OF PONTIAC PO BOX 431280 PONTIAC, MI 48343		TRADE PAYABLE				\$66.50
ACCOUNT NO. 34-31921 s2744 UNITED PARCEL SERVICE PO BOX 505820 THE LAKES, NV 88905-5820		TRADE PAYABLE				\$64.00
ACCOUNT NO. 34-33003 s2745 VERIZON (GTE-SW) - LINE COST PO BOX 101687 ATLANTA, GA 30392-1687		TRADE PAYABLE		X		\$7,026.01
ACCOUNT NO. 34-160921 s2734 VERIZON WIRELESS MESSAGING SVCS PO BOX 15110 ALBANY, NY 12212-5110		TRADE PAYABLE				\$264.76

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"> ▪ Franklin Management Corporation P. O. Box 44047 Detroit, Michigan 48244-0047 	Coast to Coast Telecommunications, Inc. <ul style="list-style-type: none"> ▪ Nonresidential Real Property Lease 123/125 North Saginaw Pontiac, Michigan 48342 ▪ Debtor is a Tenant
<ul style="list-style-type: none"> ▪ Laurel Office Park Partnership III 17197 North Laurel Park Drive, Suite 171 Livonia, Michigan 48152 	Coast to Coast Telecommunications, Inc. <ul style="list-style-type: none"> ▪ Nonresidential Real Property Lease 17197 North Laurel Park Drive, Suite 306 Livonia, Michigan 48152 ▪ Debtor is a Tenant
<ul style="list-style-type: none"> ▪ Troy Place Associates c/o Nemer Property Group 26877 Northwestern Highway, Suite 101 Southfield, Michigan 48037 	Coast to Coast Telecommunications, Inc. <ul style="list-style-type: none"> ▪ Nonresidential Real Property Lease 3155 West Big Beaver Road, Suite 203 Troy, Michigan 48084 ▪ Debtor is a Tenant

<u>Name & Mailing Address of Vendor</u>	<u>Description of Contract</u>
Amcom	Wholesale Service Agreement (Switchless Resale)
Americom Tele-management, Inc.	Management Agreement
AmeriLease Corp.	Master Lease Agreement (for Oracle Software)
AmeriLease Corp.	Master Lease Agreement (for CWI computer equipment)
Ameritech Information Industry Services, Inc.	Agreement for the Provision of Voice Mail Services
Ameritech Information Industry Services	Agreement and Amended Agreement dated September 23, 1996
ATL Communications	Responsible Organization Service Agreement
Bankers Leasing Association, a division of EAB Leasing	(see Mantiss Information Corp.-- Tab No. 19)
Broadwing (formerly IXC Communications Services, Inc.)	Rack Space Agreement
Broadwing (formerly IXC Communications Services, Inc.)	Master Service Agreement
C.L.Y.K. Inc. Corporation	Software Specification and Development Agreement
The Detroit Edison Company	Pole, Conduit and Trench Use Agreement
Glass Palace, LLC	Master Agreement for Services
Global Crossing Bandwith (formerly Frontier Communications)	Carrier Service Agreement Amendment #1 to Carrier Service Agreement, dated April 5, 2001
Guardian	Alarm Agreement
Guardian	Alarm Agreement for 123 N. Saginaw, Pontiac
Guardian	Alarm Agreement for 6060 N. Dixie
Illuminet, Inc.	Master Service Agreement

<u>Name & Mailing Address of Vendor</u>	<u>Description of Contract</u>
Illuminet, Inc.	Agreement for 800 Database Services
Lockheed Martin IMS	NPAC/SMS User Agreement
Lucent Technologies	General Agreement
Mantiss Information Corporation	License Agreement
McLeod	Operator Services Agreement, and Addendum I to the CCOS Operator Services Agreement, dated March 27, 1997
McLeod	Carrier Direct Service Agreement, Addendum No. 1 to CCTS Service Agreement, dated March 27, 1997, Addendum No. 3 to CCTS Service Agreement, dated November 2, 1998
Mita Financial Services	Equipment Lease Agreement (#6803168-002) (Rochester, MI)
MSM Associated Limited Partnership	Digital Service Agreement
Panasonic	Equipment Lease Agreement (copier)
Pitney Bowes Credit Corporation	Equipment Lease for Troy, MI
Pitney Bowes Credit Corporation	Equipment Lease
Pitney Bowes Credit Corporation	Equipment Lease for Livonia, MI
Savin	Equipment Lease
Savin	Equipment Lease
Savvis Communications	Basic Internet Services Agreement
Siemens Credit Corporation (aka Telecommunications Finance Group)	Equipment Lease

United States Bankruptcy Court, Southern District of New York

Debtor: Coast to Coast Telecommunications, Inc.

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Schedule G

Rider G-2 Executory Contracts

3 of 3

<u>Name & Mailing Address of Vendor</u>	<u>Description of Contract</u>
Siemens Credit Corporation (aka Telecommunications Finance Group)	Master Equipment Lease Agreement
Siemens Credit Corporation (aka Telecommunications Finance Group)	Leasing Schedule No. 629-2158
Siemens Credit Corporation (aka Telecommunications Finance Group)	Leasing Schedule No. 629-1827
U.S. Financial Services	Lease Agreement No. 990325.006 (Troy Furniture)
U.S. Financial Services	Lease Agreement No. 990115.002
U.S. Financial Services	Lease Agreement No. 905052, dated December 31, 1999 (Livonia Furniture)
Worldcom Network Services, Inc.	Telecommunications Services Agreement

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Debtor: Coast to Coast Telecommunications, Inc.

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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 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
Shared Technologies Allegiance, Inc.	See Rider D-1
Allegiance Internet, 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

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

Form B6-Cont.
(12/94)

In re Coast to Coast Telecommunications, Inc.
Debtor

Case No. 03-13104
(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.