

Scott L. Baena (*pro hac vice* admission pending)
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Proposed Special Counsel to the Official Committee of Unsecured
Creditors of Allegiance Telecom, Inc., et al.

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

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In re:

Chapter 11

ALLEGIANCE TELECOM, INC.,
et al.,

Case No. 03-13057 (RDD)

Debtors.

(Jointly Administered)

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SUPPLEMENTAL DECLARATION OF SCOTT L. BAENA

SCOTT L. BAENA, to supplement my previous declaration dated December 5,
2003, hereby declares:

1. I am a partner in the law firm Bilzin Sumberg Baena Price & Axelrod LLP ("Bilzin Sumberg"), which firm maintains offices at 2500 Wachovia Financial Center, 200 South Biscayne Blvd., Miami, Florida 33131.

2. I am familiar with the matters set forth herein and make this supplemental declaration in support of the application of the Official Committee of Unsecured Creditors (the "Committee") of Allegiance Telecom, Inc. and certain of its subsidiaries and affiliates (collectively, the "Debtors") seeking approval to retain and employ Bilzin Sumberg, *nunc pro tunc* to October 2, 2003, as special "conflicts" counsel to the Committee.

3. On May 28, 2003, the United States Trustee ("US Trustee") appointed the Committee, pursuant to section 1102 of the Bankruptcy Code. The Committee currently consists

of six members.¹ On the Committee Formation Date, the Committee selected Akin Gump to serve as counsel to the Committee pursuant to section 1103(a) of the Bankruptcy Code.

4. Bilzin Sumberg is being retained as special "conflicts" counsel ("Special Counsel") to the Committee to prosecute causes of action, if any, which may exist against the lenders ("Lenders"), parties from time to time to that certain Credit and Guarantee Agreement, as amended as of November 27, 2002, among Allegiance Telecom Company Worldwide, as borrower, all other Debtors, as guarantors, the Lenders and GE Capital Corp., as Agent, to the extent such prosecution may be warranted and necessary. Bilzin Sumberg has been retained to pursue this matter based on conflicts of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump") and Kelley Drye & Warren LLP ("Kelley Drye"), respectively, as pertaining to prosecuting causes of action against the Agent.

5. As Special Counsel, to the extent it may become necessary for Bilzin Sumberg to pursue additional causes of action -- solely at the direction of the Committee -- where Akin Gump and Kelley Drye are unable to do so because of the presence of direct or perceived conflicts, Bilzin Sumberg shall notify the Debtors and US Trustee regarding its intentions and the scope of services to be rendered prior to commencing such services.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on December 17, 2003

/s/ Scott L. Baena

Scott L. Baena

¹ The Committee is comprised of the following entities: BellSouth Telecommunications, Inc., LC Capital Master Fund, Ltd., Loeb Partners Corp., Nortel Networks Inc., Romulus Holdings, and The Bank of New York, as indenture trustee.