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**Attorneys for Debtors and Debtors in Possession**

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

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<b>In re</b>	<b>X</b>	
	:	<b>Chapter 11 Case No.</b>
	:	<b>03-13057 (RDD)</b>
<b>ALLEGIANCE TELECOM, INC., et al.,</b>	:	
	:	<b>Jointly Administered</b>
<b>Debtors.</b>	:	
	<b>X</b>	

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**NOTICE OF HEARING ON SECOND MOTION OF THE DEBTORS FOR AN ORDER,  
PURSUANT TO SECTION 365(d)(4) OF THE BANKRUPTCY CODE EXTENDING  
THE TIME WITHIN WHICH THE DEBTORS MUST ASSUME OR REJECT  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

PLEASE TAKE NOTICE that upon the annexed motion, dated December 22, 2003 (the “Motion”), of Allegiance Telecom, Inc. and its subsidiaries, as debtors and debtors in possession (the “Debtors”), requesting entry of an order, pursuant to section 365(d)(4) of the Bankruptcy Code, for an order extending the time within which the Debtors must assume or reject unexpired leases of nonresidential real property, as more fully set forth in the Motion, a hearing will be held before the Hon. Robert D. Drain, United States Bankruptcy Judge, in Room 610 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, on January 9, 2004, at 10:00 a.m. (prevailing Eastern Time), or as soon thereafter as the Debtors are heard.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the relief requested in the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy

Procedure and the Local Bankruptcy Rules for the Southern District of New York, shall set forth the name of the objectant, the nature and amount of claims or interests held or asserted by the objectant against the Debtors' estates or property, the basis for the objection and the specific grounds therefor and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), by registered users of the Bankruptcy Court's case filing system and, by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers), and shall be served in accordance with General Order M-242 upon (i) Kirkland & Ellis LLP, Citigroup Center, 153 East 53rd Street, New York, New York 10022 (Attn: Jonathan S. Henes, Esq.), (ii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Pamela J. Lustrin, Esq.), (iii) Paul, Hastings, Janofsky & Walker LLP, 600 Peachtree Street, N.E., 24th Floor, Atlanta, Georgia 30308 (Attn. Jesse Austin III, Esq.), and (iv) Akin Gump Strauss Hauer Feld LLP, 590 Madison, New York, New York 1022 (Attn. Ira S. Dizengoff, Esq.), so as to be actually received no later than January 5, 2004 at 12:00 p.m. (prevailing Eastern Time).

Dated: New York, New York  
December 22, 2003

Respectfully submitted,

/s/ Jonathan S. Henes

Matthew A. Cantor (MC-7727)

Jonathan S. Henes (JH-1979)

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Attorneys for Debtors and Debtors in Possession

Hearing Date: January 9, 2004 at 10:00 a.m.  
Objections Due: January 5, 2004 at 12:00 p.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	X
	:	
Allegiance Telecom, Inc., <u>et al.</u> ,	:	Chapter 11 Case No.
	:	03-13057 (RDD)
	:	
Debtors.	:	Jointly Administered

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**SECOND MOTION OF THE DEBTORS FOR AN ORDER,  
PURSUANT TO SECTION 365(d)(4) OF THE BANKRUPTCY CODE,  
EXTENDING THE TIME WITHIN WHICH THE DEBTORS MUST ASSUME  
OR REJECT UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

TO THE HONORABLE ROBERT D. DRAIN,  
UNITED STATES BANKRUPTCY JUDGE:

Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, “Allegiance” or the “Debtors”), respectfully represent:

**Introduction**

1. On May 14, 2003 (the “Commencement Date”), each of the Debtors commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for

procedural purposes only and are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

2. No trustee or examiner has been appointed in these chapter 11 cases. On May 28, 2003, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a statutory committee of unsecured creditors (the “Creditors’ Committee”) in these chapter 11 cases.

### **Jurisdiction**

3. This Court has subject matter jurisdiction to consider and determine this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

4. The Debtors are facilities-based national local exchange carriers that provide integrated telecommunications products and services to small and medium-sized business customers, large businesses (i.e., national customers with multiple locations), governmental entities, wholesale customers and other institutional users. The Debtors offer their customers a variety of services, including:

- local and long distance voice services, including basic telephone services and advanced calling features;
- broadband and other Internet and data services, including high-speed Internet access, wide area network interconnection, domain name registration, web hosting, email and collocation services;
- integrated local long distance/Internet access offerings, which provide customers with integrated voice and Internet access over a single broadband line;
- wholesale services to other regional and national service providers, including equipment collocation, managed modem ports and Internet protocol traffic aggregation; and

- customer premise equipment sales and maintenance services.

5. As of September 30, 2003, Allegiance served more than 100,000 business customers in major markets throughout the United States. As of September 30, 2003, Allegiance employed approximately 2,912 people, of which approximately 98 employees were covered by collective bargaining agreements.

6. As of September 30, 2003, the Debtors had approximately \$284.1 million of unrestricted cash on hand. As of September 30, 2003, the Debtors' consolidated books and records reflected assets totaling approximately \$1.226 billion and liabilities totaling approximately \$1.455 billion. For the nine months ending September 30, 2003, the Debtors, on a consolidated basis, reported revenues of approximately \$589.4 million and net losses of approximately \$275.6 million.

#### **Initial Extension Order and the Debtors' Unexpired Leases**

7. By operation of section 365(d)(4) of the Bankruptcy Code, the statutory period during which the Debtors were required to assume or reject their unexpired leases of nonresidential real property was set to expire on July 14, 2003. On June 19, 2003, the Debtors filed their motion for an order, pursuant to section 365(d)(4) of the Bankruptcy Code, extending the time within which the Debtors must assume or reject unexpired leases of nonresidential real property. On July 2, 2003, the Court entered an order (the "Initial Extension Order") extending the Debtors' time to assume or reject their unexpired leases of nonresidential real property, through and including January 14, 2004 (the "Initial Extension Period"), without prejudice to the Debtors' right to seek further extensions of the Initial Extension Period.

8. As of the Commencement Date, the Debtors were parties to approximately one hundred twenty (120) unexpired leases of nonresidential real property. Since the Commencement Date, the Debtors have been evaluating their unexpired leases to determine

whether the assumption or rejection of each of the unexpired leases would inure to the benefit of their estates. In that regard, to date, the Debtors have filed (a) five (5) motions seeking authority to reject thirty-six (36) unexpired leases of nonresidential real property (the “Rejected Leases”) and (b) one (1) motion seeking authority to assume one (1) unexpired lease of nonresidential real property (the “Assumed Lease”). The Court has approved (y) the rejection of thirty-four (34) of the Rejected Leases and (z) the assumption of the Assumed Lease. Two motions to reject the two (2) remaining Rejected Leases are pending: one of these two motions is set to be determined by the Court on January 15, 2004 and the other motion has been resolved by a stipulation between the Debtors and the landlord and was filed with the Court for presentment on December 23, 2003.

9. In accordance with the previous paragraph, as of the date hereof, the Debtors are parties to approximately eighty-three (83)<sup>1</sup> unexpired leases of nonresidential real property, including the two (2) Rejected Leases subject to the Debtors’ rejection motions which are pending. This Motion relates to the remaining eighty-one (81) leases (the “Unexpired Leases”). The Unexpired Leases are listed on Exhibit “A” hereto.<sup>2</sup> The Unexpired Leases relate to, among other things, sales offices, technical support sites, warehouse space, corporate offices and switch sites.

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<sup>1</sup> This number does not include the Assumed Lease.

<sup>2</sup> Given the significant number of the Unexpired Leases that govern the premises on which the Debtors operate their business, there may have been inadvertent omissions of the Unexpired Leases from Exhibit “A.” In the event that certain Unexpired Leases have been omitted from Exhibit “A,” the Debtors request that, notwithstanding any such omission, the Court deem all of the Debtors’ unexpired leases of nonresidential real property preserved for purposes of any extension that the Court may grant the Debtors, pursuant to section 365(d)(4) of the Bankruptcy Code. However, the Debtors reserve their right to argue that any agreement identified on Exhibit “A” is not an unexpired lease of nonresidential real property.

## The Sale Process

10. During the last several months, the Debtors, with the support of their prepetition lenders (the “Prepetition Lenders”) and the Creditors’ Committee, have been engaged in multiple and extensive negotiations regarding a potential sale or other transaction that will enable the Debtors to propose and file a chapter 11 plan. As a result of these negotiations, on December 18, 2003, the Debtors filed their motion for orders, pursuant to sections 105(a), 363, 365 and 1146(c) of the Bankruptcy Code: (a) (i) fixing the time, date and place for the bidding procedures hearing and (ii) approving the no-shop provisions set forth in the asset purchase agreement with Qwest Communications International Inc.; (b) (i) establishing bidding procedures and bid protections in connection with the sale of substantially all of the assets of the Debtors, (ii) approving the form and manner of notices, (iii) approving the asset purchase agreement subject to higher and better offers and (iv) setting a sale approval hearing date; and (c) (i) approving the sale to Qwest Communications International Inc. free and clear of all liens, claims and encumbrances, (ii) authorizing the assumption and assignment of certain executory contracts and unexpired leases and (iii) granting related relief.

11. Given the significant number of the Unexpired Leases and the Debtors’ focus on the sale negotiations, the Debtors have been unable to make reasoned decisions as to whether to assume or reject the Unexpired Leases within the Initial Extension Period. Absent the relief requested herein, and unless assumed by the Debtors, the Unexpired Leases shall be deemed rejected as of January 14, 2003, pursuant to the Initial Extension Order and by operation of section 365(d)(4) of the Bankruptcy Code. At this juncture of these chapter 11 cases, the Debtors require additional time to make determinations whether to assume or reject the

Unexpired Leases. Accordingly, by this Motion, and as set forth below, the Debtors seek an extension of the Initial Extension Period.

### **Relief Requested**

12. By this Motion, the Debtors request entry of an order, pursuant to section 365(d)(4) of the Bankruptcy Code, extending the time to assume or reject the Unexpired Leases to the date on which an order is entered confirming a plan of reorganization in the Debtors' chapter 11 cases. This order would be without prejudice to the right of any lessor to request that such extension be shortened with respect to a particular Unexpired Lease.

### **Cause Exists to Grant the Requested Extension**

13. Section 365(d)(4) of the Bankruptcy Code provides, in pertinent part, that:

if the trustee does not assume or reject an unexpired lease of nonresidential real property under which the debtor is a lessee within 60 days after the date of the order for relief, or within such additional time as the court, for cause, within such 60-day period, fixes, then such lease is deemed rejected, and the trustee shall immediately surrender such nonresidential real property to the lessor.

11 U.S.C. § 365(d)(4).

14. Various courts have analyzed what constitutes sufficient cause to extend the time period within which a debtor may assume or reject unexpired leases of nonresidential real property. For example, in South Street Seaport Ltd. P'ship v. Burger Boys, Inc. (In re Burger Boys, Inc.), 94 F.3d 755 (2d Cir. 1996), the United States Court of Appeals for the Second Circuit held that the following factors, among others, would establish whether "cause" existed to extend the statutory period under section 365(d)(4) of the Bankruptcy Code:

- (i) whether the debtor was paying for the use of the property;
- (ii) whether the debtor's continued occupation could damage the lessor beyond the compensation available under the Bankruptcy Code;



- (iii) whether the lease is the debtor's primary asset; and
- (iv) whether the debtor has had sufficient time to formulate a plan of reorganization.

Id. at 761 (citation omitted); see also In re Wedtech Corp., 72 B.R. 464, 471-72 (Bankr. S.D.N.Y. 1987); 130 Cong. Rec. S8891, S8894-95 (daily ed. June 29, 1984), reprinted in 1984 U.S.C.C.A.N. 590, 597 (remarks of Sen. Hatch) (stating that the sixty day time period can be extended in cases involving large numbers of leases).

15. In In re Burger Boys, the Second Circuit proceeded to enumerate additional factors that merit consideration by a court when deciding whether to grant a debtor an extension of the time to assume or reject unexpired leases of nonresidential real property, including the complexity of the case and the number of leases that the debtor must evaluate. See In re Burger Boys, Inc., 94 F.3d at 761.

16. Applying the Burger Boys factors, it is clear that cause exists in these chapter 11 cases to further extend the Initial Extension Period to provide the Debtors with additional time within which the Debtors may assume or reject the Unexpired Leases.

17. First, in compliance with section 365(d)(3) of the Bankruptcy Code, the Debtors have been, and intend to remain, current with respect to all outstanding postpetition obligations under the Unexpired Leases.

18. Second, when an extension has “for all practical purposes, only an administrative rather than a substantive effect” and merely shifts “the burden of coming forward - not the burden of persuasion - to the property owners,” such extension is appropriate. See Edward J. Debartolo Corp. v. Child World, Inc. (In re Child World, Inc.), 146 B.R. 89, 92 (S.D.N.Y. 1992). Thus, the extension proposed by the Debtors satisfies the Child World standard inasmuch as the negative effects of an extension on the Debtors' lessors are minimal

because (a) the Debtors intend to remain current on the postpetition rent obligations under the Unexpired Leases in accordance with section 365(d)(3) of the Bankruptcy Code and (b) any lessor may request that the Court fix an earlier date by which the Debtors must assume or reject such lessor's Unexpired Lease, with the Debtors retaining the burdens of proof and persuasion for any motion so filed. Accordingly, the interests of the lessors are protected by giving them the ability to seek a reduction of the extension without imposing on them the burden of showing cause. See In re Ames Department Stores, Inc., No. 01-42217, 2002 WL 511556 (Bankr. S.D.N.Y. April 3, 2002) (denying lessors' request for leave to appeal the bankruptcy court's order extending time to assume or reject unexpired leases of nonresidential real property until confirmation where debtors retained burden of persuasion with respect to any requests of lessors to shorten such extension). In that regard, consistent with Child World, the proposed extension does not adversely affect any substantive rights of the Debtors' lessors.

19. Third, the Unexpired Leases, which are still undergoing review, are critical assets of the Debtors' estates and are integral to the Debtors' reorganization efforts. As mentioned above, the Debtors have commenced a sale process for substantially all of their businesses. The Debtors cannot successfully operate their businesses without the continued use of the properties underlying the Unexpired Leases. As this Court is aware, the Debtors provide telecommunications services to their customers. In doing so, the Debtors' telecommunications equipment and office space are located on leased premises governed by the Unexpired Leases. Thus, the loss of such premises due to the rejection of the Unexpired Leases would severely impair the Debtors' continued operations and derail the sale process. As a result, if the extension is not approved, then the Debtors would be forced to assume many of the Unexpired Leases to ensure the continued operation of their businesses and maintain the sale process. However, due

to the early stages of the sale process and the Debtors' continued need for flexibility during these chapter 11 cases, this action would not be prudent. Accordingly, the Debtors' must perform a careful evaluation of the Unexpired Leases in the context of their sale process and the development of their chapter 11 plan to determine which facilities will be necessary for the Debtors to complete a successful sale and reorganization. As a result, due to the current dynamics of the Debtors' chapter 11 cases, the Debtors require additional time to determine whether to assume or reject the Unexpired Leases.

20. As noted above, absent the relief requested herein, the Debtors may be required to assume the Unexpired Leases prematurely, which could lead to unnecessary administrative claims against their estates if the Unexpired Leases are ultimately rejected. Conversely, if the Debtors precipitously reject the Unexpired Leases or are deemed to reject the Unexpired Leases by operation of section 365(d)(4) of the Bankruptcy Code, the Debtors' sale process would be derailed and reorganization efforts would be irreparably harmed. The status and projectory of these chapter 11 cases require an extension of the Debtors' time to assume or reject the Unexpired Leases until the date when the Debtors' chapter 11 plan is confirmed.

21. Notably, this Court has granted extensions of the time period set forth in section 365(d)(4) of the Bankruptcy Code through the date of confirmation of a plan of reorganization in many large chapter 11 cases. See, e.g., In re Loral Space & Communications Ltd., et al., Ch. 11 Case No. 03-41710 (RDD) (Bankr. S.D.N.Y. Sept. 12, 2003) (granting extension of time to assume or reject leases through the date of confirmation of a plan of reorganization); In re Adelphia Business Solutions, et al., Ch. 11 Case No. 02-11389 (REG) (Bankr. S.D.N.Y. May 29, 2002) (same); In re Global Crossing Ltd., et al., Ch. 11 Case Nos. 02-40187 (REG) through 02-40241 (REG) (Bankr. S.D.N.Y. Apr. 17, 2002) (same); In re Ames

Department Stores, Inc., et al., Ch. 11 Case No. 01-42217 (REG) (Bankr. S.D.N.Y. Dec. 5, 2001) (same).

22. Based on the foregoing, it is clear that the proposed extension of the section 365(d)(4) deadline through and including the date on which an order is entered confirming a plan of reorganization in the Debtors' chapter 11 cases is necessary, appropriate and in the best interests of the Debtors, their estates and their creditors, and should be granted.

#### **Waiver of Memorandum of Law**

23. Because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive the requirement that the Debtors file a memorandum of law in support of this Motion pursuant to rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York.

#### **Notice**

24. Notice of this Motion has been provided to (a) the landlords and other parties entitled to notice under the terms of each of the Unexpired Leases, (b) the U.S. Trustee, (c) attorneys for the Prepetition Lenders, (d) attorneys for the Creditors' Committee and (e) all parties on the Master Service List maintained in these chapter 11 cases. In light of the nature of the relief requested, the Debtors submit that no further notice is required.

#### **No Prior Request**

25. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors request the Court grant it the relief requested herein  
and such other and further relief as is just.

Dated: New York, New York  
December 22, 2003

Respectfully submitted,

/s/ Jonathan S. Henes

Matthew A. Cantor (MC-7727)

Jonathan S. Henes (JH-1979)

KIRKLAND & ELLIS LLP

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Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:		X
	:	Chapter 11 Case No.	
Allegiance Telecom, Inc., <u>et al.</u> ,	:	03-13057 (RDD)	
	:		
Debtors.	:	Jointly Administered	

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**ORDER, PURSUANT TO SECTION 365(d)(4) OF THE  
BANKRUPTCY CODE, FURTHER EXTENDING THE TIME  
WITHIN WHICH THE DEBTORS MUST ASSUME OR REJECT  
UNEXPIRED LEASES OF NONRESIDENTIAL REAL PROPERTY**

Upon the motion (the “Motion”), dated December 22, 2003 of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”) for an order, pursuant to section 365(d)(4) of title 11 of the United States Code (the “Bankruptcy Code”), for an extension of the period within which the Debtors may assume or reject unexpired leases of nonresidential real property, including those listed on Exhibit “A” annexed to the Motion (the “Unexpired Leases”), through and including the date on which an order is entered confirming a plan of reorganization in the Debtors’ chapter 11 cases, as more fully set forth in the Motion; and it appearing that this Court has jurisdiction to consider and determine the Motion as a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors, and other parties in interest; and it appearing that due and proper notice of this Motion has been given; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the time within which the Debtors may assume or reject the Unexpired Leases, pursuant to section 365(d)(4) of the Bankruptcy Code, is hereby extended through and including the date on which an order is entered confirming a plan of reorganization in the Debtors' chapter 11 cases; and it is further

ORDERED that the relief requested herein is without prejudice to the right of any lessor under the Unexpired Leases to move the Court to fix an earlier date by which the Debtors must assume or reject the Unexpired Leases in accordance with section 365(d)(4) of the Bankruptcy Code; and it is further

ORDERED that if a lessor requests the relief described in the preceding decretal paragraph, the Debtors shall maintain the burden of persuasion as to why the time within which the Debtors may assume or reject such lessors' Unexpired Lease(s), pursuant to section 365(d)(4) of the Bankruptcy Code, shall continue through and including the date on which an order is entered confirming a plan of reorganization in the Debtors' chapter 11 cases.

Dated: New York, New York  
\_\_\_\_\_, 2003

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UNITED STATES BANKRUPTCY JUDGE

## EXHIBIT A

ALLEGANCE TELECOM, INC.  
Unexpired Leases

ST	LOCATION	TYPE	ADDRESS	ZIP	LANDLORD NAME AND ADDRESS NOTICE PROVISION	ADDITIONAL NOTICE PROVISION ADDRESS
AZ	Phoenix	Sales	4127-4129 East Van Buren Street, Building B - Suite 105	85004	Carlyle Airport Technology Trust, c/o CB Richard Ellis, 2415 East Camelback Road, Phoenix, Arizona 85016	Carlyle Realty, 4675 MacArthur Court, Suite 500, Newport Beach, California 92660, Attention: Allen L. Cashion & ZKS Real Estate Partners, 2425 East Camelback Road, Suite 450, Phoenix Arizona 85016-4286, Attention: Mr. Joseph Collura & Allen Markins Leck Gamble & Malloy LLC, 333 Bush Street, Suite 1700, San Francisco, California 94104, Attention: Richard C. Malloy, Esq.
AZ	Phoenix	Switch	120 East Van Buren Street, Suite 220	85004	Sterling Network Exchange LLC, 1033 Skokie Boulevard, Suite 600, Northbrook, Illinois 60062, Attention: Anthony L. Wanger	D'Ancona & Pfann LLC, 111 East Wacker Drive, Suite 2800, Chicago, Illinois 60601, Attention: Marc S. Joseph
AZ	Phoenix	STFI	2850 South 36th Street, Suite A-1	85034	Lakeview Business Center, c/o Arizona Commercial Management, 501 East Thomas Road, Suite 200, Phoenix, Arizona 85012	None
CA	Hayward	STFI	20949 Cabot Boulevard, Building D	94545	North Hayward Corporate Center Associates, c/o CB Richard Ellis, 216 Darby Court, Redlands, California 94952	None
CA	Los Angeles	Sales/Switch	818 West 7th Street, Suites 320, 705 & 710	90017	Downtown Properties LLC, 633 West Fifth Street, 56th Floor, Los Angeles, California 90071	Downtown Properties LLC, c/o MAS Asset Management Corporation, 633 West Fifth Street, 56th Floor, Los Angeles, California 90071, Attention: Eric Bender
CA	Newport Beach	Sales	4675 MacArthur Court, Suite 150 & 200	92660	The Irvine Company, c/o Insignia/ESG, Inc, 4695 MacArthur Court, Suite 480, Newport Beach, California 92660	The Irvine Company, P. O. Box 6370, Newport Beach, California 92658-6370, Attention: Vice President - Operations - Office Properties
CA	Pleasant Hill	Sales	3480 Buskirk Avenue, Suites 301 & 335	94523	Transwestern Hookston Square, L.L.C., 150 Wacker Drive, Suite 800, Chicago, Illinois 60606	Transwestern Hookston Square, L.L.C., c/o Transwestern Commercial Services, 3478 Buskirk Avenue, Suite 108, Pleasant Hill, California 94523
CA	Rancho Cordova	Sales/Switch	10995 Gold Center Drive, Suite 100	95670	Prospect West C L.P., 2882 Prospect Park Drive, Suite 250, Rancho Cordova, California 95670	None
CA	San Diego	Hosting (CTSNe)	8913 Complex Drive, Suites B/C/D/E/F/G/I, 8909 Complex Drive, Suites A/B/C/D, 8911 Complex Drive, Suite H, 8967/8969/8971 & 8977-A Complex Drive	92123	KM Complex, L.P., c/o Yale Properties, 6256 Greenwich Drive, Suite 230, San Diego, California 92122	None
CA	San Diego	Sales	6165 Greenwich Drive, Suite 300	92122	Arden Realty Limited Partnership, c/o Arden Realty, Inc., 9333 Genesee Avenue, Suite 110, San Diego, California 92121	None
CA	San Diego	Switch	5761 Copley Drive, Suite 150	92111	FSP Telecom Business Center Limited, c/o SENTRE Partners, 8930 Activity Road, Suite B, San Diego, California 92126	None



## EXHIBIT A

ALLEGIANCE TELECOM, INC.  
Unexpired Leases

ST	LOCATION	TYPE	ADDRESS	ZIP	LANDLORD NAME AND ADDRESS NOTICE PROVISION	ADDITIONAL NOTICE PROVISION ADDRESS
CA	San Francisco	Sales	505 Sansome Street, 20th Floor	94111	Pyramid Investment Corporation, c/o Lowe Enterprises Real Estate Group, 600 Montgomery Street, 4th Floor, San Francisco, California 94111	None
CA	San Francisco	Switch	651 Brannan Street, Suite 310	94107	W5 Brannan, LP, 651 Brannan Street, Suite 1090, San Francisco, California 94107	None
CA	San Jose - #1	Sales	1740 Technology Drive, Suite 450	95110	Equity Office Properties, EOP - 1740 Technology Drive, L.L.C., 151 Metro Drive, San Jose, California 95110	None
CA	Santa Ana	Switch	1251 East Dyer Road, Suite 150	92705	PS Business Parks, L.P., Orange County Business Center, 1221 East Dyer Road, Suite 210, Santa Ana, California 92705	None
CA	Santa Fe Springs	STFI	9041 Dice Road, Unit 21	90670	T-Pac Investments, Inc., c/o RiverRock Real Estate Group, 400 Oceangate, Suite 210, Long Beach, California 90802	None
CA	Sunnyvale	Switch	677 Palomar	94085	The Irvine Company, c/o Insignia/ESG, Inc., 160 West Santa Clara Street, Suite 1200, San Jose, California 95113-1735	None
CO	Denver	Sales	7979 East Tufts Avenue Parkway, Suite 1000	80237	Global Stanford Place II, L.L.C. c/o Legacy Partners Commercial, Inc., 4000 East 3rd Avenue, 6th Floor, Foster City, California 94404-4805	Legacy Partners Commercial, Inc., 7979 East Tufts Avenue Parkway, Suite 2111, Denver, Colorado 80237
CO	Englewood	Switch	9706 East Easter Avenue, Suite 100	80112	9706 LLC, 5366 South Bannock Street, Littleton, Colorado 80120	None
CT	Milford	STFI	33 Railroad Avenue, Suites 5, 6, 8 & 11	06460	Rosrand Associates, 89 Morningside Drive, Milford, Connecticut 06460	First Industrial Realty Trust, Inc., 5350 South Roslyn Street, Suite 240, Englewood, Colorado 80111, Attention: Regional Manager <b>AND</b> Barack Ferrazzano Kirschbaum Perlman & Nagelberg LLC, 333 West Wacker Drive, Suite 2700, Chicago, Illinois 60606, Attention: Suzanne Bessette-Smith
DC	Washington D.C.	Regulatory	1919 M Street, N.W., Suite 420	20036	Conservation International Foundation, 1919 "M" Street, N.W., Suite 600, Washington D.C. 20036	1919 M Street Associates Limited Partnership, c/o Charles E. Smith Real Estate Services, L.P., Concourse 10, 1919 "M" Street, N.W., Washington D.C. 20036
DC	Washington D.C.	Switch	1120 Vermont Avenue, N.W., Suite T2000	20005	1120 Vermont Avenue Associates, c/o S.C. Herman & Associates, Inc., 1120 Vermont Avenue, Suite 900, Washington D.C. 20005	None
FL	Deerfield Beach	STFI	1525 N.W. 3rd Street, Suites 12 & 13	33442	Scott Properties, 300 Lock Road, Deerfield Beach, Florida 33442	None
FL	Fort Lauderdale	Sales	2101 West Commercial Boulevard, Suite 4000	33309	Gaedeker Holdings, Ltd., 2101 West Commercial Boulevard, Fort Lauderdale, Florida 33309	None

## EXHIBIT A

ALLEGIANCE TELECOM, INC.  
Unexpired Leases

ST	LOCATION	TYPE	ADDRESS	ZIP	LANDLORD NAME AND ADDRESS NOTICE PROVISION	ADDITIONAL NOTICE PROVISION ADDRESS
FL	Miami	Sales	7205 Corporate Center Drive, Building 5, Suite 200	33127	Miami RFP IV Airport Corporate Center, c/o Insignia/ESG, Inc., 7300 Corporate Center Drive, Suite 100, Miami, Florida 33126	Miami RFP Airport Corporate Center Associates Limited Liability Company, c/o General Electric Investment Corporation, 3003 Summer Street, P. O. Box 7900, Stamford, Connecticut 60904-7900
FL	Miami	Switch	8790 N.W. 18th Street	33172	ADA Properties No. 1, Ltd, c/o Peter Lawrence Commercial Real Estate, Inc., 7100 N.W. 12th Street, Suite 105, Miami, Florida 33126	None
FL	Tampa	Sales	4300 West Cypress Street, Suite 800	33607	ACP/Westshore Place, LLC, 444 Brickell Avenue, Suite 900, Miami, Florida 33131	ACP Realty Services, LLC, 600 North Westshore Boulevard, Suite 202, Tampa, Florida 33609
FL	Tampa	Switch	8230 East Broadway, First Floor	33619	Zink Family Limited Partnership, 201 North 11th Street, Tampa, Florida 33602	None
GA	Atlanta	Sales	3500 Piedmont Road, N.E., Suite 340	30305	Jones Lang LaSalle Management Services, Inc., 135 South LaSalle Street, Department 3584, Chicago, Illinois 60674-3584	Jones Lang LaSalle Americas, Inc., 3500 Piedmont Road, N.E., Suite 220, Atlanta, Georgia 30305
GA	Atlanta	Switch	55 Marietta Street, N.W., Suite 2100	30303	Bank Building Ltd Partnership, c/o Ultima Real Estate Services, 55 Marietta Street, N.W., Suite 900, Atlanta, Georgia 30303	None
GA	Atlanta	Switch	56 Marietta Street, N.W., 8th Floor & Roof Space	30303	Marietta Street Partners, LLC, 3101 Towercreek Parkway, Suite 560, Atlanta, Georgia 30039	Sutherland Ashill & Brennan LLP, 999 Peachtree Street, N.E., Atlanta, Georgia 30309-3996
GA	Marietta	STPI	1395 South Marietta Parkway, Building 700, Suite 710	30067	LA/GA Business Centers, Inc, c/o Ackerman & Co., 1040 Crowne Point Parkway, Suite 200, Atlanta, Georgia 30338	None
IL	Chicago	Switch	140 South Dearborn Street, Suites 220 & 305	60603	The Marquette Building, c/o L. J. Sheridan & Co., 140 South Dearborn Street, Chicago, Illinois 60603	None
IL	Chicago	Sales	111 East Wacker Drive, 12th Floor	60601	Lincoln-Carlyle Illinois Center, L.L.C., c/o Lincoln Property Company, 111 East Wacker Drive, Suite 1220, Chicago, Illinois 60601, Attention: Eric Thompson	None
IL	Lombard	Corporate/Sales	700 East Butterfield Road, 4th Floor and Part of 3rd Floor	60148	St. Paul Properties DBA Butterfield Center, 3003 Butterfield Road, Suite 100, Oak Brook, Illinois 60523, 1107	None
MD	Baltimore	Switch	100 South Charles Street, Suite 215	21201	Bank of America, N.A., c/o Tammell Crow Company, 525 North Tryon Street, NC1-023-04-01, Charlotte, North Carolina 28255	None

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MD	Baltimore	Sales	7 St. Paul Street, Suite 450	21202	Wachovia Bank, N.A., NC0340, Corporate Real Estate Division, 1420 Two First Union Center, 201 South Tryon Street, Suite 1420, Charlotte, North Carolina 28288-0340	Wachovia Legal Division, (First Union National Bank), 301 South College Street, 30th Floor, Charlotte, North Carolina 28288-0630, Attention: Corporate Real Estate Support <b>AND</b> Wachovia Bank, N.A., Tenant Administration - Corporate Real Estate, 225 Water Street, 4th Floor - FL0495, Jacksonville, Florida 32202
MD	Greenbelt #2	Intermedia	7615-7637 Ora Glen Drive	20770	BP Commerce, LLC c/o Matan Asset Management, 4600 Wedgewood Boulevard, Suite A, Frederick, Maryland 21703	None
MA	Boston	Switch	451 "D" Street, 3rd Floor	02210	WXIII/FAR Yale Real Estate Ltd, 6256 Greenwich Drive, Suite 130, San Diego, California 92122	WXIII/FAR Yale Real Estate Ltd, c/o Yale Properties, The Fargo Building, 451 "D" Street, Boston, Massachusetts 02210
MA	Boston	Sales	101 Federal Street, 9th Floor	02110	75-101 Federal St, L.L.C., c/o Equity Office Properties Trust, 100 Summer Street, Boston, Massachusetts 02110	75-101 Federal St, L.L.C., c/o Equity Office Properties Trust, Two North Riverside Plaza, Suite 2100, Chicago, Illinois 60606
MA	Charlestown	Hosting (HarvardNet)	500 Rutherford Avenue	02129	Hood Business Park, LLC, c/o Nordblom Real Estate Solutions, 50 Congress Street, Boston, Massachusetts 02109-4002	None
MA	Norwood	STFI	1400 Providence Highway, Building #3	02062	Norwood Equity Partners, LLC, c/o Everest Partners, LLC, 950 Third Avenue, 28th Floor, New York, New York 10022-2705	Everest Partners, LLC, 99 Rosewood Drive, Suite 270, Danvers, Massachusetts 01923
MI	Southfield	Sales	24700 Northwestern Highway, Suite 400	48075	NW Corporate Center Associates, c/o Grubb & Ellis Management Services, Inc., 25300 Telegraph, Suite 170, Southfield, Michigan 48034	None
MI	Southfield	Switch	21455 Melrose Avenue, Suite 5	48075	Southfield TechniceCenter RE 1, L.L.C., c/o Grubb & Ellis Management Services, Inc., 26555 Evergreen Road, Suite 500, Southfield, Michigan 48076	None
MI	Mendota Heights	Sales	1270 Northland Drive, Suite 125	55120	Mendota Office Holdings, L.L.C., c/o United Properties, 3500 West 80th Street, Minneapolis, Minnesota 55431	None
MI	Minneapolis	Switch	250 Marquette Avenue, 1st Floor	55402	FRM Associates, LLC, 2920 Green Valley Parkway, Suite 219, Henderson, Nevada 89014, Attention: Arthur J. Pettie	FRM Associates, LLC, c/o Marquette Plaza, 250 Marquette Avenue, Suite 200, Minneapolis, Minnesota 55401
MO	St. Louis	Sales	12655 Olive Boulevard, Suite 425	63141	Cornestone West Park LLC, 7701 Forsyth Boulevard, Suite 500, St. Louis, Missouri 63105	Colliers Turley Martin Tucker, 9666 Olive Boulevard, Suite 140, St. Louis, Missouri 63132
MO	St. Louis	Switch	710 North Tucker Boulevard, 4th Floor	63101	Globe Building Company, 710 North Tucker Boulevard, Suite 100, St. Louis, Missouri 63101	Globe Building Company, 10920 Schuetz Road, St. Louis, Missouri 63146
NY	Hackensack	STFI - IFM242	2 University Plaza, 6th Floor	07601	Principal Mutual Life Insurance Company, c/o Denholtz Associates, 1600 Saint Georges Avenue, Rahway, New Jersey 07065	None

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NJ	Secaucus	Switch	110 Meadowlands Parkway, 1st & 3rd Floors	07094	Meadowlands Investments, LLC, 137 Oak Drive, Upper Saddle River, New Jersey 07458, Attention: Aaron Kaufman	None
NJ	South Hackensack	STFI	150 Louis Street (Entire Building)	07606	PhilaCompany, c/o Goldman Levy Zolotorofe Corcoran & Follender, P.C., 341 Broad Street, Clifton, New Jersey 07013, Attention: Mark K. Follender	None
NV	Las Vegas	STFI	2375 West All Baba Lane, Suite 504	89118	Oakcrest Development, c/o Lewis Operating Corporation, 5240 Polaris Avenue, P. O. Box 19297, Las Vegas, Nevada 89132-0297	None
NY	Melville	Sales	One Huntington Quadrangle, Suite 1N05	11747	WE'RIE Associates, 100 Jericho Quadrangle, Jericho, New York 11753	None
NY	Melville	STFI	965 Walt Whitman Road, Unit 3024	11747	Shurgard of Melville, 965 Walt Whitman Road, Melville, New York 11747	None
NY	New York	STFI	750 Eighth Avenue, Suite 202	10036	G&C Realty Company, L.L.C., c/o Hotel Edison, 228 West 47th Street, New York, New York 10036	None
NY	New York	STFI	750 Eighth Avenue, Suites 205, 206 & 208	10036	G&C Realty Company, L.L.C., c/o Hotel Edison, 228 West 47th Street, New York, New York 10036	None
NY	New York	Switch	111 Eighth Avenue, Suite 1402	10011	111 Chelsea LLC, c/o Insignia/ESG, Inc., 111 Eighth Avenue, Suite 1500, New York, New York 10011	Schulte Roth & Zabel LLP, 900 Third Avenue, New York, New York 10022, Attention: Robert S. Nash
NY	New York	Switch	111 Eighth Avenue, Suite 1401	10011	111 Chelsea LLC, c/o Insignia/ESG, Inc., 111 Eighth Avenue, Suite 1500, New York, New York 10011	Schulte Roth & Zabel LLP, 900 Third Avenue, New York, New York 10022, Attention: Robert S. Nash
NY	New York	Switch	60 Hudson Street, Suite 1213	10013	Hudson Telegraph Associates, c/o GVA/Williams Real Estate Co., Inc., 380 Madison Avenue, 3rd Floor, New York, New York 10017	None
NY	New York	Sales	805 Third Avenue, 17th Floor	10022	Madison Third Building, c/o 50 Lexington Avenue, New York, New York 10022	Madison Third Building, c/o Cohen Brothers Realty Corporation, 750 Lexington Avenue, New York, New York 10022
NY	New York	STFI	225 West 34th Street, Suites 2010, 2015 & 2016	10011	Pennsylvania Building Company, 14 Penn Plaza, Suite 2020, New York, New York 10122	None
OH	Cleveland	Switch	1525 Rockwell Avenue, Building 2, 3rd Floor	44114	Cleveland Technology Center, LLC, DBA T-REX Technology Center @ Cleveland, 5000 T-REX Avenue, Suite 100, Boca Raton, Florida 33431	None
OH	Independence	Sales	6155 Rockside Road, Suite 201	44131	Rockside Square One, c/o The King Group, 23625 Commerce Park Road, 25 Park Place, Suite 200, Cleveland, Ohio 44122	None

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OR	Tigard	Sales/Switch	10575 S.W. Cascade Boulevard, Suite F	97223	AMB Property, L.P., c/o Trammell Crow Company, 8625 S.W. Cascade Boulevard, Suite 500, Beaverton, Oregon 97008	None
PA	Norristown (Valley Forge)	STFI	2550 Eisenhower Avenue, Suite 200A	19403	WHVPW Real Estate Company, c/o Trammell Crow Company, 1777 Sentry Park West, Dublin Hall, Suite 104, Blue Bell, Pennsylvania 19422	None
PA	Philadelphia	Sales	1818 Market Street, Suite 1430	19103	1818 Market VEF II, LLC, c/o Albert B. Ashforth, LLC, 1818 Market Street, Suite 2610, Philadelphia, Pennsylvania 19103	1818 Funding Company, Inc., c/o Morgan Guaranty Trust Company of New York, 522 Fifth Avenue, New York, New York 10036, Attention: Jack Roditi <b>AND</b> J.P. Morgan Investment Management, Inc., 530 Fifth Avenue, New York, New York 10036, Attention: Anne Mancuso <b>AND</b> Gibson, Dunn & Crutcher LLP, 200 Park Avenue, 48th Floor, New York, New York 10166-0193, Attention: David J. Furman, Esq.
PA	Philadelphia	Switch	401 North Broad Street, Suite 400	19108	Callowhill Management, Inc., 401 North Broad Street, Philadelphia, Pennsylvania 19108	Callowhill Management, Inc., c/o The Stillman Group, 670 White Plains Road, Scarsdale, New York 10583
PA	Pittsburgh	Sales/Switch	Allegheny Center Mall, Suite 003	15212	Allegheny Center Associates, Allegheny Center Mall, Management Office, Pittsburgh, Pennsylvania 15212	Allegheny Center Associates, 3 Del Amo Fashion Center, Torrance, California 90503, Attention: James A. Jones
TX	Austin	Sales/Switch	11400 Burnet Road, Building 5	78758	JER/BRE Austin Tech, L.P., P.O. Box 81484, Austin, Texas 78708	Endavor Real Estate Management, Ltd. 100 Congress Avenue, Suite 1310, Austin, Texas 78701, Attention: Kirk Rudy <b>AND</b> Trammell Crow Company Central Texas, Inc., P. O. Box 2176, Austin Texas 78701 <b>AND</b> JER Partners, 350 South Grand Avenue, Suite 4650, Los Angeles, California 90071, Attention: Angela Craig
TX	Dallas - Infomart	Operations	1950 North Stemmons Freeway, Suites 2047, 2050, 3021, 3022, 3026, 3026B, 3054, 5065 & 5065B	75207	NeXcomm Asset Acquisition I, L.P., c/o Infomart, 1950 North Stemmons Freeway, Suite 2012, Dallas, Texas 75207	None
TX	Fort Worth	Sales	1301 Summit Avenue, Suite 500	76102	EOP-Summit Limited Partnership, c/o Equity Office Properties Trust, 1300 Summit Avenue, Suite 220, Fort Worth, Texas 76102	Equity Office Properties Trust, Two North Riverside Plaza, Suite 2200, Chicago, Illinois 60606, Attention: General Counsel for Property Operations
TX	Houston	Switch	1301 Fannin, Suites 1050 & 1140	77002	AGBRI Fannin Limited Partnership, 1301 Fannin, Suite 2400, Houston, Texas 77002, Attention: Building Manager	The Shielder Group, 4660 La Jolla Village Drive, Suite 800, San Diego, California 92122, Attention: Matt Root

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TX	Houston	STFI	8601 Jameel Road, Suite 100	77040	Midway Commerce Park Properties, L.P., 34 South Wynden Drive, Third Floor, Houston, Texas 77056-2510	Midway Management, Inc., 4101 Interwood North Parkway, Suite 220, Houston, Texas 77032
TX	San Antonio	Sales	100 N.E. Loop 410, Suite 250	78216	Massachusetts Mutual Life Insurance Company, c/o Cornerstone Real Estate Advisers, Inc., 31 South Wacker Drive, Suite 980, Chicago, Illinois 60606	Massachusetts Mutual Life Insurance Company, c/o Transwestern Commercial Services, 100 N.E. Loop 410, Suite 750, San Antonio, Texas 78216
TX	San Antonio	Switch	5308 Distribution Drive, First Floor	78218	Rockey Enterprises, 2305 South Fort Hood Street, Killeen, Texas 76542	None
VA	Herridon	STFI	450 Spring Park Place, Suite 1100	22071	CallEast Industrial Investors, LLC, Herridon Spring Park, 5727 Collections Center Drive, Chicago, Illinois 60693	CallEast Industrial Investors, LLC, c/o CB Richard Ellis, Inc., 485 Spring Park Place, Suite 600, Herridon, Virginia 20170
VA	Vienna	Sales	8619 Westwood Center Drive, Suite 401	22182	Guardian Westwood LLC, c/o Guardian Realty Management, Inc., 702 Russell Avenue, Suite 400, Gaithersburg, Maryland 20877	None
WA	Bellevue	Sales	15500 S.E. 30th Place, Suite 202	98007	Touchstone Partners I LLC, 1301 Fifth Avenue, Suite 3636, Seattle, Washington 98101	Touchstone Partners I LLC, c/o Integrated Real Estate Services, L.L.C., 1015 Third Avenue, Suite 1010, Seattle, Washington 98104
WA	Bothell	STFI	22118 20th Avenue, S.E., Suite G-140	98021	Teachers Insurance & Annuity Association, c/o CB Richard Ellis, 22118 20th Avenue, S.E., Suite 138, Bothell, Washington 98021-4417	None
WA	Seattle	Switch	1100 Second Avenue, Suite 102	98101	EOP-Second & Spring, L.L.C., EOP NW Properties, 111 Third Avenue, Suite 2230, Seattle, Washington 98101	Equity Office Properties Trust, Two North Riverside Plaza, Suite 2200, Chicago, Illinois 60606, Attention: West Regional Counsel