

Ira S. Dizengoff (ID-9980)  
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Counsel to the Official Committee of Unsecured  
Creditors of Allegiance Telecom, Inc., et al.

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

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

**FOURTH SUPPLEMENTAL AFFIDAVIT OF IRA S. DIZENGOFF**

STATE OF NEW YORK )  
: ss.:  
COUNTY OF NEW YORK )

Ira S. Dizengoff, being duly sworn, deposes and says:

1. I am an attorney at law admitted to practice in the State of New York and in the United States District Courts for the Southern and Eastern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), which firm maintains offices at 590 Madison Avenue, New York, New York 10022.

2. I am familiar with the matters set forth herein and make this fourth supplemental affidavit in support of the application of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Allegiance Telecom, Inc. (“Allegiance”) and certain of its direct and indirect subsidiaries (collectively, the “Debtors”) seeking approval to retain and employ Akin

Gump, nunc pro tunc to May 28, 2003, as counsel to the Creditors' Committee (the "Application").

3. On July 11, 2003, I caused to be filed with this Court the Affidavit of Ira S. Dizengoff in Support of the Application of the Committee of Unsecured Creditors of Allegiance Telecom, Inc., et al., to retain Akin Gump Strauss Hauer & Feld LLP (the "Affidavit").

**Level 3 Communications, Inc., Waiver**

4. The Affidavit contained disclosures in Exhibit C with respect to Akin Gump's current representation of Level 3 Communications, Inc. ("Level 3"). Akin Gump handles various matters for Level 3, including certain employment matters, and represents Level 3 with respect to certain government contracts. Nothing Akin Gump does for Level 3 relates in any way to Allegiance or these cases.

5. As a result of Akin Gump's current representation of Level 3 and the Committee, Akin Gump sought and received a waiver from Level 3 (the "Waiver"), which would allow Akin Gump to represent the Committee in matters adverse to Level 3.

6. In accordance with Akin Gump's standard practice in such matters, Akin Gump will preserve the attorney client privilege for both the Committee and Level 3, and will ethically wall off those attorneys in the firm who work on Level 3 matters from those working on the Allegiance matters.

s/ Ira S. Dizengoff \_\_\_\_\_  
Ira S. Dizengoff (ID-9980)

Sworn to before me this  
18th day of February, 2004

s/ Mildred Andino  
Notary Public, State of New York  
No. 41-4857026  
Commission Expires April 28, 2006