Ira S. Dizengoff (ID-9980)
Philip C. Dubin (PD-4919)
AKIN GUMP STRAUSS HAUER & FELD LLP
590 Madison Avenue
New York, NY 10022
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)

Counsel to the Official Committee of Unsecured Creditors of Allegiance Telecom, Inc., et al.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
ALLEGIANCE TELECOM, INC., et al.,	:	Case Nos. 03-13057 (RDD)
Debtors.	:	(Jointly Administered)

APPLICATION FOR COMPENSATION
AND FOR REIMBURSEMENT OF EXPENSES

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: July 29, 2003 (nunc pro tunc to May 28, 2003)

Period for which compensation
and reimbursement is sought: October 1, 2003 through February 29, 2004

Amount of Compensation sought as
actual, reasonable, and necessary: $851,662.75

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: $116,774.60

This is Akin Gump's second interim fee application.

ALLEGIANCE TELECOM, INC.
COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

Project Category	Total Hours	Total Fees
General Case Administration	37.20	$11,728.50
Akin Gump Fee Applications/Monthly Statements	61.10	$11,373.40
Analysis of Other Professionals Fee Applications	101.00	$38,213.50
Retention of Professionals	67.70	$27,480.50
Creditor Committee Meetings	25.60	$12,667.50
Court Hearings	89.50	$32,817.00
Financial Reports and Analysis	5.40	$2,815.00
DIP and Exit Financing	207.00	$79,273.50
Executory Contracts/License Agreements	66.80	$30,909.00
General Claims Analysis/Claims Objections	19.50	$6,681.50
Analysis of Prepetition Transactions	94.40	$34,830.00
Analysis of Secured Claims/Adequate Protection Issues	24.30	$10,777.50
Lift Stay Litigation	6.30	$2,392.50
General Adversary Proceedings/Litigation	2.70	$1,162.50
Tax Issues	17.10	$6,650.50
Labor Issues	423.05	$191,964.25
Exclusivity	6.70	$2,647.50
Plan and Disclosure Statement	58.70	$29,230.00
Asset/Stock Transactions/Business Liquidation	675.30	$311,554.25
Travel (billed at 50% of actual time)	5.60	$2,158.75
TOTAL	**1,994.95**	**$851,662.75**

ALLEGIANCE TELECOM, INC.
COMMITTEE OF UNSECURED CREDITORS
FEE SUMMARY
OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Paul A. Belvin	Corporate	Virginia – 1973	0.50	$500.00	$250.00
Tom W. Davidson	Telecommunications	District of Columbia – 1991	46.20	$550.00	$25,410.00
Ira S. Dizengoff	Financial Restructuring	New York – 1993	145.60	$575.00	$83,720.00
Ira S. Dizengoff	Financial Restructuring	New York – 1993	192.30	$625.00	$120,187.50
Daniel H. Golden	Financial Restructuring	New York – 1979	2.00	$775.00	$1,550.00
Christopher Gores	Corporate	Texas – 1973	0.40	$550.00	$220.00
Kim Koopersmith	Litigation	New York – 1985	22.20	$550.00	$12,210.00
Kim Koopersmith	Littigation	New York – 1985	94.65	$575.00	$54,423.75
Bruce Mendelsohn	Corporate	Maryland – 1977	2.00	$575.00	$1,150.00
Dan Micciche	Tax	Texas – 1981	33.50	$525.00	$17,587.50
Russell W. Parks	Corporate	New York – 1983	39.45	$600.00	$23,670.00
COUNSEL	**DEPARTMENT**	**STATE OF BAR ADMISSION – YEAR**	**HOURS**	**RATE**	**AMOUNT**
Patrick M. Cox	Tax	New York – 1997	3.80	$440.00	$1,672.00
Philip Dublin	Financial Restructuring	New York – 1999	271.30	$450.00	$122,085.00
Phillip Marchesiello	Telecommunications	Maryland – 1997	6.50	$365.00	$2,372.50
Erica McGrady	Corporate	Ohio – 1997	23.15	$395.00	$9,144.25
Abid Qureshi	Litigation	New York – 1995	64.20	$425.00	$27,285.00
Abid Qureshi	Litigation	New York – 1995	90.50	$450.00	$40,725.00
Patrick Schmitter	Litigation	New York – 1997	0.50	$390.00	$195.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Colin M. Adams	Financial Restructuring	New York – 2000	360.45	$350.00	$126,157.50
Colin M. Adams	Financial Restructuring	New York – 2000	129.60	$375.00	$48,600.00
Nicholas Alexander	Telecommunications	District of Columbia – 2001	17.00	$225.00	$3,825.00
Nicholas Alexander	Telecommunications	District of Columbia – 2001	29.95	$255.00	$7,637.25
Jamie Berger	Litigation	Not Yet Admitted	47.20	$240.00	$11,328.00
Phiip C. Dublin	Financial Restructuring	New York – 1999	167.00	$400.00	$66,800.00
Blayne Grady	Corporate	Illinois – 2003	4.80	$200.00	$960.00
Jan-Min Han	Litigation	New York – 2003	2.00	$260.00	$520.00
Mary McClure	Litigation	New Y0rk – 2002	11.80	$250.00	$2,950.00
Erica McGrady	Corporate	Ohio – 1997	32.70	$350.00	$11,445.00
Benjamin Saul	Corporate	Maryland – 2002	10.30	$225.00	$2,317.50
J. Michael Threet	Tax	Texas – 1991	11.20	$325.00	$3,640.00
LEGAL ASSISTANTS	**DEPARTMENT**		**HOURS**	**RATE**	**AMOUNT**
Jessica R. Allen	Litigation		19.50	$150.00	$2,925.00
Muhammad Anwar	Litigation		4.50	$160.00	$720.00
Frank Grese	Financial Restructuring		1.00	$150.00	$150.00
Frank Grese	Financial Restructuring		1.20	$155.00	$186.00
I. Sarah Hwang	Financial Restructuring		42.00	$160.00	$6,720.00
I. Sarah Hwang	Financial Restructuring		23.30	$165.00	$3,844.50
Peter J. Sprofera	Financial Restructuring		34.30	$175.00	$6,002.50
Peter J. Sprofera	Financial Restructuring		3.90	$180.00	$702.00
Taroo Yasuzawa	Litigation		2.50	$150.00	$375.00
TOTAL			**1,994.95**		**$851,662.75**

ALLEGIANCE TELECOM, INC.
COMMITTEE OF UNSECURED CREDITORS
DISBURSEMENT SCHEDULE
OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

MESSENGER SERVICE/OVERNIGHT COURIER/POSTAGE	$1,287.04
LONG DISTANCE TELEPHONE & CONFERENCE CALLS	$4,556.54
DUPLICATING COSTS/THIRD PARTY DUPLICATING COSTS	$6,431.25
FACSIMILE	$216.25
MEALS/COMMITTEE MEETING EXPENSES	$2,882.26
SECRETARIAL OVERTIME	$27.59
TRANSCRIPT EXPENSES	$19,867.37
TRAVEL EXPENSES	$9,841.00
UCC LIEN SEARCH EXPENSES	$63,232.50
COMPUTERIZED RESEARCH/OUTSIDE RESEARCH CHARGES	$13,489.30
CREDIT FOR PRIOR EXPENSES	($5,056.50)
TOTAL	$116,774.60

Hearing Date and Time: May 20, 2004, 10:00 a.m. (ET)
Objection Deadline: May 10, 2004, 4:00 p.m. (ET)

Ira S. Dizengoff (ID-9980)
Philip C. Dublin (PD-4919)
Colin M. Adams (CA-2913)
Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022
(212) 872-1000 (Telephone)
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

SECOND APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP, COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF ALLEGIANCE TELECOM, INC., ET AL., FOR INTERIM ALLOWANCE OF COMPENSATION AND FOR THE REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED DURING THE PERIOD FROM OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

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

Akin Gump Strauss Hauer & Feld LLP ("Akin Gump" or "Applicant"), counsel to the Official Committee of Unsecured Creditors (the "Committee") of Allegiance Telecom, Inc. ("Allegiance") and certain of its subsidiaries and affiliates (collectively, the "Debtors"), for its second application (the "Application") pursuant to 11 U.S.C. §§ 330 and 331 for an interim allowance of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents:

I. INTRODUCTION

1. By this Application, Akin Gump seeks (i) an interim allowance and award of compensation for the professional services rendered by Akin Gump as attorneys for the Committee for the period from October 1, 2003 through February 29, 2004 (the "Compensation Period") in the amount of $851,662.75, representing 1,862.75 hours of professional services and 132.20 hours of law clerk and paraprofessional services, and (ii) reimbursement of actual and necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional services and paraprofessional services in the amount of $116,774.60.

2. This Application is being submitted pursuant to the terms of this Court's Order, Under 11 U.S.C. §§105(a) and 331, Establishing Procedures for Monthly Compensation and Reimbursement of Professionals dated June 13, 2003 (the "Administrative Fee Order"). Pursuant to the Administrative Fee Order, Akin Gump is seeking the interim award and the full payment, without any holdback of fees, of $851,662.75 in fees and $120,899.43 for reimbursement of its expenses relating to services rendered on behalf of the Committee during the Compensation Period.

II. BACKGROUND

3. On May 14, 2003 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

4. Since the Petition Date, the Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are sections 328(a), 330, 331 and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedures 2014.

6. On May 28, 2003 (the "Committee Formation Date"), pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee. The Committee currently consists of five members.[1] On the Committee Formation Date, the Committee selected Akin Gump to serve as counsel to the Committee. On July 29, 2003, this Court entered an order authorizing the retention, nunc pro tunc to May 28, 2003, of Akin Gump as counsel to the Committee.

7. In December 2002, an ad hoc committee (the "Ad Hoc Committee") of certain unaffiliated holders of the 12 ¼ % Senior Notes due 2008 and the 11¾ % Senior Discount Notes due 2008 (collectively, the "Notes") issued by Allegiance, was formed for the purpose of negotiating a consensual restructuring of certain of the Debtors' debt obligations. The Ad Hoc Committee retained Akin Gump as its counsel. Upon the formation of the Committee, the Ad Hoc Committee ceased to exist and, immediately prior thereto, released Akin Gump from service.[2] Two of the five members of the Committee were members of the Ad Hoc Committee.

8. Except with respect to the receipt of payment for services rendered to the Ad Hoc Committee until the Committee Formation Date and payments authorized by this Court pursuant to the Administrative Fee Order, Applicant has received no payment and no promises for

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

[2] LC Capital Master Fund, Ltd. and Loeb Partners Corp. were members of the Ad Hoc Committee.

payment from any source for services rendered to the Committee in connection with these chapter 11 cases. There is no agreement or understanding between the Applicant and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

9. As stated in the Affirmation of Ira S. Dizengoff, Esq., annexed hereto as Exhibit A, all of the services for which interim compensation is sought by this Application were rendered for or on behalf of the Committee solely in connection with these chapter 11 cases.

10. Pursuant to the Administrative Fee Order, Akin Gump sent to the Debtors and the appropriate notice parties its: (i) Monthly Fee Statement, dated November 26, 2003, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period October 1, 2003 through October 31, 2003 in the amounts of $98,101.00 for fees and $81,814.55 for expenses (the "October Monthly Fee Statement"); (ii) Monthly Fee Statement, dated December 4, 2003, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period November 1, 2003 through November 30, 2003 in the amounts of $111,180.00 for fees and $3,774.92 for expenses (the "November Monthly Fee Statement"); (iii) Monthly Fee Statement, dated January 22, 2004, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period December 1, 2003 through December 31, 2003 in the amounts of $192,074.00 for fees and $12,191.65 for expenses (the "December Monthly Fee Statement"); (iv) Monthly Fee Statement, dated February 12, 2004, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period January 1, 2004 through January 31, 2004 in the amount of $250,189.00 for fees and $14,636.61 for expenses (the "January Monthly Fee Statement"); and (v) Monthly Fee Statement, dated March 16, 2004 for Compensation and Reimbursement of Services Rendered during the Period February 1, 2004

through February 29, 2004 in the amounts of $200,118.75 for fees and $13,008.22 for expenses (the "February Monthly Fee Statement").

11. Pursuant to the Administrative Fee Order, as of the date of this Application, Akin Gump has received payment of 80% of the fees requested and 100% of the expenses requested, respectively, with respect to the October Monthly Fee Statement, the November Monthly Fee Statement, the December Monthly Fee Statement, and the January Monthly Fee Statement. As of the date hereof, Akin Gump has not received any payments on account of the February Monthly Fee Statement.

12. In addition, on November 10, 2003, Akin Gump filed its application (the "First Interim Fee Application") for interim allowance of compensation in the amount of $810,561.25 for reimbursement of expenses in the amount of $61,276.12 for services rendered during the period May 28, 2003 through September 30, 2003 (the "First Interim Compensation Period"). On December 19, 2003, this Court entered an order awarding fees and expenses requested in the Interim Fee Application (the "First Interim Fee Order").[3]

III. SUMMARY OF SERVICES RENDERED

13. Since May 28, 2003, Akin Gump has rendered professional services to the Committee as requested, necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases, and the need to act or respond to such issues on an expedited basis in furtherance of the Committee's needs, have required the expenditure of substantial time by Akin Gump personnel from several legal disciplines, on an as-needed basis.

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[3] The First Interim Fee Order awarded 10% of the amounts held back during the First Interim Compensation Period. Accordingly, $81,056.13 of Akin Gump's fees from the First Interim Compensation Period remain subject to holdback.

14. Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the performance of their professional services to the Committee. Such time records are made contemporaneously with the performance of services by the person performing such services and in the ordinary course of Akin Gump's practice, and are presented in a form that is in compliance with the Local Bankruptcy Rules for the Southern District of New York. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit B.

15. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the performance of its professional services, all of which also are available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit C.

16. Akin Gump respectfully submits that the professional services that it rendered on behalf of the Committee during the Compensation Period were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

17. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as those day-to-day services and the time expended in performing such services are fully set forth in Exhibit B. Rather, it is merely an attempt to highlight certain of those areas in which services were rendered to the Committee, as well as to identify some of the problems and issues that Akin Gump was required to address.

(i) Case Administration

18. Akin Gump reviewed and analyzed all motions filed by the Debtors and other parties in interest with this Court. Akin Gump reviewed each of these motions and the objections thereto, if any. Akin Gump kept the Committee members advised of all material developments with respect to the foregoing and all other motions filed in these cases during the Compensation Period.

19. In connection with all motions and applications filed by the Debtors and other parties in interest in these cases, Akin Gump conducted extensive diligence on the subject matter of each motion and application to, among other things, ascertain the effect the relief requested in the pleading would have on the Debtors, their business and the administration of these cases. Akin Gump's diligence efforts included reviewing all underlying documentation and/or litigation related to the applicable pleading, meeting with or holding conference calls with representatives of the Debtors and third parties to achieve amicable resolutions to issues, as appropriate, and working with the other professionals for the Committee to ensure that the Committee had a complete understanding of the effect the granting of the relief requested in a given pleading would have on the Debtors' businesses and reorganization efforts.

20. Akin Gump kept the Committee and its members advised of all material developments during the Compensation Period through detailed memoranda and, as appropriate, conference calls or in-person meetings with all or a portion of the Committee.

21. Due to Akin Gump's experience in counseling creditors' committees, Akin Gump believes it efficiently addressed all issues relating to case administration that arose during the Compensation Period. As discussed in detail above, at the request of the Committee, Akin Gump assisted in or took the lead in analyzing all motions presented by the Debtors, and advised

the Committee on its own initiatives and directions for the Debtors' chapter 11 cases. In addition, Akin Gump coordinated all Committee activities, including attending to member issues and interacting with the Committee's chair in setting agendas for Committee meetings and conference calls. Akin Gump also consulted with Houlihan Lokey Howard & Zukin Capital ("Houlihan"), the Committee's financial advisor, and Communication Technology Advisor ("CTA"), the Committee's industry and technology advisor, with respect to documents and other information received from the Debtors, their representatives and other sources.

(ii) Creditors' Committee Meetings

22. The Committee played an active role in these cases during this Compensation Period. Akin Gump, together with the other Committee professionals, held no less than ten telephonic meetings with the full Committee during the Compensation Period. In addition, Akin Gump had numerous telephonic conferences with individual Committee members.

23. Prior to its meetings and teleconferences with the Committee and telephone conferences with individual Committee members, Akin Gump reviewed each pending matter requiring the Committee's attention and all underlying documentation in connection therewith. Thereafter, Akin Gump discussed each of these matters with the Committee, as well as individual Committee members, and assisted the Committee in formulating a position thereon. In addition, Akin Gump prepared multiple detailed memoranda to the Committee during the Compensation Period discussing the status of important matters in these proceedings.

24. Through meetings, telephone conferences and correspondence, Akin Gump has assisted the Committee in fulfilling its statutory duties to (a) make informed decisions regarding the various issues that arose during the Compensation Period, (b) monitor closely the Debtors'

management of these proceedings, and (c) reach independent conclusions on the merits of specific matters, as well as regarding the prospects of reorganization.

25. During the Compensation Period, Akin Gump also had near daily in-person meetings and telephonic conferences with the Debtors and their professionals to discuss and address pending issues and proposed actions with the Debtors.

(iii) Court Hearings

26. Akin Gump attorneys appeared at all of the hearings held before this Court during the Compensation period, which numbered no less than eleven. In preparing for Court hearings, Akin Gump reviewed all applicable motions and applications filed with the Court, including any responses thereto, and then actively asserted the Committee's position at such hearings.

(iv) Bank Lien Analysis

27. Pursuant to the Amended Final Order Authorizing Use of Cash Collateral by Consent, dated June 26, 2003, the Committee has a finite period of time to examine the liens held by the Agent on behalf of the Debtors' pre-petition bank lenders (collectively, the "Lenders") and the transactions related to the Lenders' extension of credit to the Debtors. During the Compensation Period, Akin Gump conducted an expedited and extensive review and investigation of the Agent's liens and the Lenders' extension of credit to the Debtors to assist the Committee's determination as to whether grounds exist for challenging any of the Agents or the Lenders' liens.

(v) Executory Contracts and Unexpired Leases

28. During the Compensation Period, Akin Gump reviewed and analyzed the numerous motions filed by the Debtors and other parties in interest with respect to the assumption or rejection of executory contracts and unexpired leases (the "Executory Contract

Motions") including, without limitation, service order rejections, rejections of unexpired leases of personal property and rejections of unexpired leases of nonresidential real property.

29. Akin Gump's analyses of the Executory Contract Motions, with the assistance of Houlihan and CTA, enabled the Committee to make informed decisions in supporting or opposing the relief requested in a given Executory Contract Motion based on, among other things, the effect assumption or rejection of an applicable contract would have on redundancy preparations, customer churn and the Debtors' continuing business operations and financial wherewithal.

(vi) Due Diligence Review

30. Akin Gump continued its extensive review of the Debtors' pre-petition books, records, transactions and operations. The Debtors constitute approximately 36 direct and indirect subsidiaries. Accordingly, Akin Gump analyzed the Debtors' complex corporate structure, their significant contracts and relationships with non-debtor affiliates. Akin Gump also reviewed the Debtors' multiple alternative business plans. All of these items required detailed diligence and analysis by Akin Gump to enable to the Committee to adequately comprehend the Debtors' corporate, operational and financial structure to be in a position to appropriately acquit its fiduciary duty to the Debtors' unsecured creditors. The results of this due diligence, in particular, diligence related to the Debtors' cash management system and intercompany payments, resulted in a number of material changes to the structure and substance of the Plan (as defined below).

(vii) Plan and Disclosure Statement

31. During the Compensation Period, Akin Gump spent considerable time reviewing the Debtors' draft plan of reorganization (the "Plan"), related disclosure statement (the "Disclosure Statement") and other plan related documents (the "Plan Documents"). Akin

Gump's review of the Plan Documents included discussions and meetings with Akin Gump attorneys from various practice groups including the Telecommunications Group, the Corporate Group, the Securities Group, the Employee Benefits Group and the Tax Group. In addition, Akin Gump held numerous conferences with the Debtors and provided them with comments to the Plan Documents. After months of negotiations with the Committee, on March 18, 2004, the Debtors filed the Plan. The terms of the Plan are the result of arm's-length negotiations among the Debtors, the Committee, the Lenders and the Notes' trustee. In this regard the Plan incorporates certain compromises, settlements and terms that are beneficial to the unsecured creditors of these estates.

(viii) Asset Sale / Auction

32. As more fully set forth in the Disclosure Statement, on or about September 19, 2003, the Debtors presented a stand-alone restructuring plan for these estates (the "Stand-Alone Plan") to the Lenders. The Committee did not support the Stand-Alone Plan, because it proposed de minimis recoveries for unsecured creditors. At the Committee's direction, Akin Gump encouraged the Debtors to explore a sale transaction that would provide greater value to the estates' unsecured creditors.

33. On December 18, 2003, after two months of negotiation between potential bidders, the Committee and the Debtors, the Debtors filed a 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. ("Qwest"); (B)(I) Establishing Bidding Procedures and Bid Protections in Connection With the Sale of Substantially All of the Assets of the Debtors (the "Sale"), (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 (the "Sale Motion").

34. Akin Gump conducted a review and analysis of the Sale Motion, which included the review of proposed bidding procedures and the review of the sale documents, including the review of multiple drafts and redrafts of the asset purchase agreement by specialists in Akin Gump's Financial Restructuring and Corporate Groups. Akin Gump attorneys held numerous discussions and meetings with representatives of the Debtors with respect to the Sale Motion. At the direction of the Committee, Akin Gump prepared and filed an extensive objection to the Sale Motion (the "Sale Objection"), specifically in respect of the proposed bidding procedures, as well as certain provisions of the Asset Purchase Agreement for the stalking horse bid. Among other things, Akin Gump objected to (a) the size of the requested break-up fee and expense reimbursement, (b) the provisions of the Sale Motion that did not provide the Committee with sufficient access or input into the sale and auction processes, and (c) the amount of the initial overbid required of any competing bids at the auction. As a result of the Sale Objection, the break-up fee, expense reimbursement and initial overbid were reduced and the Committee was granted greater access and input into the auction and sale process.

(ix) The Debtors' Key Employee Retention Program

35. Akin Gump, in conjunction with Houlihan, reviewed and performed an extensive analysis of the Debtors' motion to implement a key employee retention program (the "KERP Motion") and assisted in the preparation of numerous counterproposals. Akin Gump

held numerous in-person meetings and telephonic conferences with the Debtors, their management and their professionals to address the Committee's concerns with respect to the terms of the KERP and to negotiate the terms of the KERP in accordance with the Committee's fiduciary duties to maximize the value of the Debtors' estates.

36. Akin Gump also engaged discovery proceedings with respect to the proposed KERP, including deposing certain of the Debtors' senior management and the Debtors' compensation advisors. Akin Gump, on behalf of the Committee, also engaged in protracted negotiations with certain members of the Debtors' management (and their representatives) regarding the terms of the KERP and issues ancillary thereto. Through these negotiations, the Committee ultimately was able to negotiate revisions to the KERP with respect to the Debtors' senior managers that addressed many of the Committee's concerns, resulting in a fully consensual retention program.

(x) The Debtors' 2003 Year-End Bonus Program

37. On December 24, 2003, the Debtors' filed the Motion (the "Bonus Motion") of the Debtors to Authorize the Payment of Year-End Bonuses to Certain of the Debtors' Employees (the "Year-End Bonuses") to certain employees.

38. Upon learning of the Debtors' intent to pay the Year-End Bonuses, the Committee engaged in extensive negotiations over the terms of such Year-End Bonuses with the Debtors. These negotiations culminated in a modification to the terms of the Year-End Bonuses for managerial and senior executive employees, such that these employees would be required to continue their employment with the Debtors during the first quarter of 2004 to ensure that employees receiving a Year-End Bonus would continue to contribute to the success of the Sale process and these chapter 11 cases.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

39. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir.), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904 (1977), and have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Akin Gump on behalf of the Committee have required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.

(B) The Novelty and Difficulty of Questions. In this case, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach have helped clarify and resolve a number of complex and novel issues.

(C) The Skill Requisite to Perform the Legal Services Properly. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice, and its creative approach to the resolution of issues has contributed to the maximization of distributions to the Debtors' unsecured creditors.

(D) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Akin Gump's Financial Restructuring Department,

Akin Gump's representation of the Committee has not precluded its acceptance of new clients.

(E) The Customary Fee. The fees sought herein are based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fees sought herein are not unusual given the magnitude and complexity of these chapter 11 cases and the time expended in attending to the representation of the Committee, and is commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

(F) Whether the Fee is Fixed or Contingent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under section 1103 of the Bankruptcy Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained. Thus far, however, the collective efforts of the various parties in interest and their respective professionals, including Akin Gump, have resulted in the consensual resolution of many significant issues in these cases in a relatively short period of time given the complexity of the Debtors' chapter 11 cases.

(G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Akin Gump has been required to attend to certain issues arising in these chapter 11 cases in compressed and urgent time periods.

(H) The Amount Involved and Results Obtained. Through the efforts of Akin Gump, the Committee has been an active participant in these chapter 11 cases, and its constructive assistance, as well as criticism, has greatly contributed to

enhancement of the recoveries available to the Debtors' unsecured creditors and to the efficient administration of these chapter 11 cases.

(I) The Experience, Reputation and Ability of the Attorneys. Akin Gump has a large and sophisticated financial restructuring practice and is playing and has played a major role in numerous cases of national import including, for example, the reorganization proceedings of Adelphia Business Solutions, Inc., American Commercial Lines LLC, Exide Technologies, Globalstar, L.P., Heilig Meyers, Horizon PCS, Inc., Kaiser Aluminum Corporation, Loral Space & Communications, Inc., LTV Steel Company, Inc., Magellan Health Services, Inc., Polaroid Corporation, Solutia, Inc., Venture Holdings LLC and WorldCom, Inc. Akin Gump's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these chapter 11 cases, including telecommunications, regulatory, corporate, tax and litigation.

(J) The "Undesirability" of the Case. These cases are not undesirable.

(K) Nature and Length of Professional Relationship. Akin Gump was selected as counsel to the Committee on May 28, 2003. The Court entered an order on July 29, 2003, authorizing the Committee to employ Akin Gump, nunc pro tunc to May 28, 2003. Akin Gump has been rendering services continuously to the Committee since May 28, 2003 and continuing through the Compensation Period, as necessary and appropriate.

V. ALLOWANCE OF COMPENSATION

40. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Committee could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained to date have benefited not only the members of the Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

41. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

> Any professional person ... may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered ... as is provided under section 330 of this title.

11 U.S.C. § 331. Moreover, this Court has authorized the filing of this Application in the Administrative Fee Order.

42. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person:

> reasonable compensation for actual, necessary services rendered ...

Section 330(a)(3)(A), in turn, provides that

> In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –
> (A) the time spent on such services;
> (B) the rates charged for such services;

> (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
> (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
> (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3)(A). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

43. The total time spent by Akin Gump attorneys and paraprofessionals during the Compensation Period was 1,994.95 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

44. As shown by this application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit D is a schedule of the hours expended by the attorneys and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

45. Akin Gump respectfully requests that the Court not "hold back" any portion of the fees awarded. This Application covers the period from October 1, 2003 through February 29, 2004. Pursuant to the Administrative Fee Order, Akin Gump's monthly fees are subject to a 20% "holdback". The amount of Akin Gump's holdback for the Compensation Period is $170,332.55. By the time of the hearing on this Application, Akin Gump will have additional 20% holdbacks for the months of March and April 2004 (the "Additional 20% Holdbacks"). In addition, Akin Gump's continuing holdback for the First Interim Compensation Period is $81,056.13 (the "First Interim Fee Period Holdback"). Akin Gump proposes that based on (a) the Additional 20%

Holdbacks, (b) the First Interim Fee Period Holdback and (c) the terms of the Plan which propose to pay all Allowed Administrative Expense Claims in full, while also providing for cash distributions to unsecured creditors, there is no need for any holdback of the fees awarded pursuant to this Application.

46. Akin Gump incurred actual out-of-pocket expenses in connection with the performance of the professional services to the Committee in the amount of $116,774.60 for which Akin Gump respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

47. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Akin Gump believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, Akin Gump charges $.15 per page for internal duplicating and $.25 per page for outgoing facsimile transmissions. Akin Gump does not charge for incoming facsimile transmissions. In addition, Akin Gump has reduced its charges for long distance telephone calls to $.07 per minute and reduced its expense for meals in connection with late work to $20 per person.

48. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these chapter 11 cases.

49. No prior application has been made in this Court or in any other court for the relief requested herein for the Compensation Period.

WHEREFORE, Akin Gump respectfully requests that this Court enter an order:

(a) approving the allowance of $851,662.75, without any additional holdback, for compensation for professional services rendered to the Committee during the period from October 1, 2003 through and including February 29, 2004;

(b) approving the reimbursement of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of such services during the period October 1, 2003 through and including February 29, 2004 in the amount of $116,774.60;

(c) authorizing and directing the Debtors to pay the fees and expenses awarded; and

(d) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
April 8, 2004

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
A Member of the Firm

590 Madison Avenue
New York, New York 10022-2524
(212) 872-1000

Counsel to the Official Committee of Unsecured Creditors of Allegiance Telecom, Inc., et al.

EXHIBIT A

Ira S. Dizengoff (ID-9980)
Philip C. Dublin (PD-4919)
AKIN GUMP STRAUSS HAUER & FELD LLP
590 Madison Avenue
New York, NY 10022
(212) 872-1000 (Telephone)
(212) 872-1002 (Facsimile)

Counsel to the Official Committee of Unsecured Creditors
of Allegiance Telecom, Inc., et al.,

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

AFFIRMATION

IRA S. DIZENGOFF respectfully states and affirms:

1. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which maintains offices for the practice of law at 590 Madison Avenue, New York, New York 10022. Akin Gump has served as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of Allegiance Telecom, Inc., et al. (the "Debtors").

2. This affirmation is submitted pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure in support of Akin Gump's second application for interim allowance of compensation and for the reimbursement of expenses for services rendered during the period from October 1, 2003 through February 29, 2004 in the aggregate amount of $968,437.35.

3. All services for which compensation is requested by Akin Gump are professional services performed for and on behalf of the Committee and not on behalf of any other person.

4. In accordance with 18 U.S.C. § 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtor's estate.

5. In accordance with Section 504 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as Akin Gump may receive for services rendered in connection with these cases, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me or any partner, counsel or associate of my firm.

/s/ Ira S. Dizengoff
IRA S. DIZENGOFF

Dated: New York, New York
April 8, 2004

EXHIBIT B

ALLEGIANCE TELECOM, INC.
COMPENSATION BY PROJECT CATEGORY
OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

Project Category	Total Hours	Total Fees
General Case Administration	37.20	$11,728.50
Akin Gump Fee Applications/Monthly Statements	61.10	$11,373.40
Analysis of Other Professionals Fee Applications	101.00	$38,213.50
Retention of Professionals	67.70	$27,480.50
Creditor Committee Meetings	25.60	$12,667.50
Court Hearings	89.50	$32,817.00
Financial Reports and Analysis	5.40	$2,815.00
DIP and Exit Financing	207.00	$79,273.50
Executory Contracts/License Agreements	66.80	$30,909.00
General Claims Analysis/Claims Objections	19.50	$6,681.50
Analysis of Prepetition Transactions	94.40	$34,830.00
Analysis of Secured Claims/Adequate Protection Issues	24.30	$10,777.50
Lift Stay Litigation	6.30	$2,392.50
General Adversary Proceedings/Litigation	2.70	$1,162.50
Tax Issues	17.10	$6,650.50
Labor Issues	423.05	$191,964.25
Exclusivity	6.70	$2,647.50
Plan and Disclosure Statement	58.70	$29,230.00
Asset/Stock Transactions/Business Liquidation	675.30	$311,554.25
Travel (billed at 50% of actual time)	5.60	$2,158.75
TOTAL	**1,994.95**	**$851,662.75**

AKIN GUMP
STRAUSS HAUER & FELD LLP
Attorneys at Law

ALLEGIANCE TELECOM
ATTN: ROYCE HOLLAND
9201 NORTH CENTRAL EXPRESSWAY
DALLAS, TX 75231

Invoice Number	783645
Invoice Date	11/26/03
Client Number	601342
Matter Number	0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		HOURS	VALUE
0002	General Case Administration	13.70	$3,951.50
0003	Akin Gump Fee Application/Monthly Billing Reports	17.10	$3,395.00
0004	Analysis of Other Professionals Fee Applications/Reports	7.80	$2,839.50
0006	Retention of Professionals	48.40	$20,932.50
0007	Creditors Committee Meetings	4.60	$2,222.50
0008	Court Hearings	18.60	$6,415.00
0009	Financial Reports and Analysis	1.80	$865.00
0011	Executory Contracts/License Agreements	1.20	$510.00
0013	Analysis of Pre-Petition Transactions	76.60	$28,142.50
0015	Analysis of Secured Claims/Adequate Protection Issues	19.90	$8,967.50
0018	Tax Issues	1.30	$682.50
0019	Labor Issues/Employee Benefits	13.30	$6,595.00
0021	Exclusivity	2.70	$975.00
0024	Asset/Stock Transaction/Business Liquidations	21.90	$11,362.50
0025	Travel	0.70	$245.00
	TOTAL	249.60	$98,101.00

Date	Tkpr	Task		Hours
09/11/03	CMA	0002	T/C w/J. Sammet, S. Kratter re: CA (.7); T/Cs re: CA w/Debtor (.4).	1.10
10/01/03	PS	0002	Telephone call with creditor re status.	0.10
10/01/03	PCD	0002	Confer with Kirkland & Ellis and Tresnowski regarding status (.3).	0.30
10/03/03	IH	0002	Prepared documents to be filed. (1.6) Filed documents and distributed as requested. (1)	2.60
10/09/03	PCD	0002	E-mails with C. Adams regarding status (.2); calls regarding CA (.1); review CA (.3).	0.60
10/09/03	CMA	0002	Review of confidentiality agreement (.6).	0.60
10/10/03	PCD	0002	Calls with C. Adams regarding CA and status (.4).	0.40
10/10/03	CMA	0002	Negotiations re: confidentiality (.6); Review and revise Confidentiality Agreement (.6).	1.20
10/13/03	PCD	0002	Review CA (.2); confer with C. Adams regarding CA (.2); call with Kirkland & Ellis regarding CA (.3).	0.70
10/13/03	CMA	0002	T/C re: confidentiality agreement (.5).	0.50
10/14/03	CMA	0002	T/Cs w/Debtors re: confidentiality agreement (.4).	0.40
10/14/03	IH	0002	Distributed via email copies of 10/8 hearing transcript.	0.10
10/15/03	IH	0002	Revised Allegiance to do list and distributed as requested.	0.60
10/16/03	IH	0002	Prepared and filed pleading.	0.30
10/16/03	IH	0002	Completed service of filed documents.	0.80
10/16/03	IH	0002	Communicated with Colin Adams regarding potential filing.	0.20
10/21/03	ISD	0002	Review email to Committee re: exclusivity and KERP (.5).	0.20
10/21/03	CMA	0002	Review Confidentiality Agreement (.4); calls with L. Chuplygina re: same (.3).	0.70
10/22/03	CMA	0002	Draft e-mail to committee re: CA, other issues (1.4); call with J. Sammet/I. Dizengoff re: same (.4).	1.80
10/27/03	IH	0002	Retrieved pleadings to be distributed.	0.30
10/30/03	FG	0002	Retrieved docket from May 2003 - September 2003 for P. Sprofera.	0.20
10/01/03	PS	0003	Review and prepare documents re monthly statement.	1.40
10/01/03	CMA	0003	Review and prepare bill (.5).	0.50
10/10/03	PS	0003	Review and prepare documents re monthly statement.	1.30
10/13/03	CMA	0003	Prepare September bill (.6).	0.60
10/22/03	PS	0003	Review and prepare documents re fee statement.	0.90
10/27/03	PS	0003	Review and prepare documents re fee application.	1.40
10/28/03	PS	0003	Review and prepare documents re fee statement.	1.20
10/29/03	PS	0003	Prepare and review documents re monthly fee statement (1.4); review and prepare documents re fee application (.7).	2.10
10/30/03	PS	0003	Review and prepare documents re fee application.	4.30
10/31/03	PS	0003	Review and prepare documents re fee application (2.1); office conference CMA re same (.1).	2.20
10/31/03	CMA	0003	Review AG fee application (1.2).	1.20
10/01/03	IH	0004	Reviewed Allegiance docket for fee applications.	0.20
10/21/03	CMA	0004	Review CTA fee application (.7).	0.70
10/22/03	ISD	0004	O/C C. Adams re: Impala legal fees (.5).	0.50
10/22/03	CMA	0004	Draft e-mail to Debtors re: Impala counsel request (.3); review Impala engagement letter re: attorney fees (.3); call with L. Chuplygina re: same (.2); draft and revise CTA fee statement (1.0).	1.80
10/24/03	PCD	0004	E-mails regarding CTA fee applications (.1).	0.10
10/27/03	CMA	0004	T/C w/L. Chuplygina re: Impala fees (.1); Draft notice of objection in accordance w/interim compensation order (1.1).	1.20
10/27/03	CMA	0004	T/Cs w/Debtors' counsel re: Scott, Douglas, McConnico fee application (.3); review OCP order re: same (.4).	0.70
10/28/03	PCD	0004	Confer with C. Adams regarding Impala expense request (.1).	0.10
10/28/03	CMA	0004	Review Scott Douglass exhibits (.7); Prepare summary of relevant facts with respect to Scott Douglass engagement (.7).	1.40
10/29/03	PCD	0004	Emails re: Impala fee (.1); conference with Adams re: Impala (.2);	0.50

Date	Tkpr	Task		Hours
			Conference with Adams re: tax professional's fee (.2).	
10/29/03	CMA	0004	T/C w/Debtors re: Scott Douglass (.2); Review mail from P. Street (.1).	0.30
10/30/03	CMA	0004	T/Cs re: Scott Douglas (.3).	0.30
10/01/03	ISD	0006	Review Street depo. (1.2); Review Tresnowski depo (.9).	2.10
10/01/03	PCD	0006	Preparation for Impala Deposition (2.3); attend Street Deposition (2.7); attend Tresnowski Deposition (2.4); confer with I. Dizengoff regarding Deposition (.7).	8.10
10/01/03	CMA	0006	Depose Paul Street (2.5); Attend Tresnowski deposition re: Impala (2.5); Prepare for depositions (2.5); Revise objection to Impala's retention (2.9); Correspondence w/Debtor's counsel re: Impala (.3).	10.70
10/02/03	ISD	0006	Prepare Tresnowski and Street crosses re: Impala (1.6).	1.60
10/02/03	PCD	0006	Draft and Revise Impala objection (4.1); research regarding 363 (.3); research regarding 101(14) (.2); e-mails regarding Deposition documents (.1); review Deposition transcripts (2.1).	6.80
10/03/03	ISD	0006	Prepare for ct. hearing on Impala retention (1.8).	1.80
10/03/03	PCD	0006	Revise Impala objection (2.4); confer with I. Dizengoff regarding same (.4); e-mails regarding same (.3); calls with Kirkland & Ellis regarding same (.2).	3.30
10/06/03	ISD	0006	Prep for cross of Tresnowski and Street (1.6); Prepare oral argument re: Impala (1.4); T/C G. Singer re: same (.3).	3.30
10/07/03	ISD	0006	Review Tresnowski depo (1.1); Review Street depo (1.5); Revise cross and oral argument re: Impala retention (2.1).	4.70
10/07/03	PCD	0006	Confer with I. Dizengoff regaridng Impala retention (.4); review discovery regarding same (.3).	0.70
10/08/03	CMA	0006	Review pleadings re: Impala retention (2.3).	2.30
10/09/03	PCD	0006	Call regarding Impala retention (.2).	0.20
10/09/03	CMA	0006	Review and revise Impala order (.5).	0.50
10/15/03	CMA	0006	T/Cs w/S. Kohen re: KPMG retention (.4).	0.40
10/20/03	CMA	0006	T/Cs w/Debtors' counsel re: Piper Rudnick bill (.2).	0.20
10/30/03	CMA	0006	Review Kelley Drye affidavit (.6); Draft 3rd supplemental affidavit (1.1).	1.70
10/08/03	ISD	0007	O/C C. Adams re: Committee call (.3).	0.30
10/08/03	PCD	0007	E-mails regarding Allegiance Committee call (.2); call with Singer regarding same (.1).	0.30
10/08/03	CMA	0007	Correspondence and calls w/Committee members re scheduled Committee meeting (.4).	0.40
10/14/03	ISD	0007	Conf. call w/Committee re: bids, KERP, exclusivity (1.0); O/C G. Singer re: same (.2).	1.20
10/14/03	CMA	0007	Committee call re: exclusivity (.4).	0.40
10/30/03	ISD	0007	Conf. call w/Committee re: KERP (1.0).	1.00
10/30/03	PCD	0007	Participate in Committee call re: KERP; terms sheets (.5); prep for call (.2).	0.70
10/30/03	CMA	0007	Committee call re: Kerp proposal (.3).	0.30
10/07/03	IH	0008	Retrieved Allegiance pleadings for 10/8 hearing binder. (.9) Constructed hearing binder. (1.7)	2.60
10/08/03	ISD	0008	Attend ct. hearing re: Impala retention (2.5); T/C G. Singer re: same (.3).	2.80
10/08/03	PCD	0008	Confer with I. Dizengoff regarding Allegiance hearing (.3); calls regarding same (.2).	0.50
10/08/03	CMA	0008	Prepare for 10/8 hearing (.7); Attend hearing (2.5); Draft and revise hearing summary (1.9).	5.10
10/20/03	IH	0008	Prepared Allegiance hearing binder.	1.40
10/21/03	PCD	0008	Confer with C. Adams regarding Allegiance hearing.	0.20
10/21/03	CMA	0008	Prepare for 10/21 hearing (2.5); attend hearing (1.7); draft hearing summary for committee (1.8)	6.00
10/01/03	ISD	0009	Review cash collateral reptg. pkg. (.7).	0.70
10/07/03	PCD	0009	Review cash colaterall report (.2).	0.20

Date	Tkpr	Task		Hours
10/08/03	ISD	0009	Review cash collateral reptg. pkg. (.3).	0.30
10/17/03	CMA	0009	Review 13-week cash flow memo (.3); Review monthly operating statement memo (.3).	0.60
10/27/03	ISD	0011	T/C Henes re: interconnect Ks (.4).	0.40
10/27/03	CMA	0011	Review motion to reject executory contracts (.4); Review Debtors' motion to reject service orders (.4).	0.80
10/01/03	CMG	0013	Telephone call with Ms. Michaels of Baker & McKenzie on Indenture Debt issues.	0.40
10/01/03	EDM	0013	Conference call with R. Parks regarding Trustee and Indenture breaches.	0.80
10/09/03	PCD	0013	Call with Seree regarding Allegiance Bank Action (.2); research regarding Negative Pledge Violation (2.3); e-mails with C. Adams regarding same (.1).	2.60
10/09/03	PCD	0013	E-mails regarding I/C analysis (.2).	0.20
10/09/03	CMA	0013	Draft memo re Bank Claims (7.0).	7.00
10/10/03	CMA	0013	Draft motion to bring causes of action against the Lenders (4.9); Research re: same (1.3).	6.20
10/12/03	AQ	0013	Review and analyze case law relevant to indenture breach and consider causes of action.	1.20
10/13/03	PCD	0013	Review Motion For Leave (2.5); confer with C. Adams regarding same (.3); call with Baena and I. Dizengoff regarding Allegiance (.1).	2.90
10/13/03	CMA	0013	Draft memo re Bank Claims (3.1).	3.10
10/14/03	AQ	0013	Confer with C. Adams regarding indenture breach and potential causes of action.	0.20
10/14/03	CMA	0013	T/Cs w/A. Qureshi re: Bank Memo (.2); Draft and revise memo re Bank Claims (3.1).	3.30
10/15/03	AQ	0013	Draft memo re Bank Claim.	1.20
10/15/03	PCD	0013	Draft memo regarding Bank claim issues (2.1); confer with C. Adams regarding same (.4); confer with I. Dizengoff regarding same (.3).	2.80
10/15/03	MGM	0013	Draft memo re Bank Claims.	3.50
10/15/03	CMA	0013	Draft memo re Bank Claims (2.3).	2.30
10/16/03	AQ	0013	Review and analyze revised memo re Bank Claims.	0.80
10/16/03	PCD	0013	Draft memo regarding Bank lien issues (2.9); calls with I. Dizengoff regarding same (.6); confer with C. Adams regarding same (.8); research regarding Bank claim issues (1.4); review Credit Agreement (.4).	6.10
10/16/03	MGM	0013	Phone calls w/ C. Adams re: Bank Claim memo.	0.20
10/16/03	MGM	0013	Research re Bank Claims.	0.50
10/16/03	MGM	0013	Revise draft memo re Bank Claims.	4.10
10/16/03	CMA	0013	Discuss memo w/M. McClure (.5); Draft and revise Bank Claim memo (4.0).	4.50
10/17/03	PCD	0013	Review Bank lien/claim materials (2.2); confer with C. Adams regarding same (.6); confer with I. Dizengoff regarding same (.5).	3.30
10/17/03	MGM	0013	Revised Bank memo.	3.50
10/20/03	AQ	0013	Review and edit draft memo re Bank Claim.	1.00
10/20/03	CMA	0013	T/C w/A. Qureshi re: memo re Bank Claim (.2).	0.20
10/21/03	CMA	0013	Review memo re Bank Claim (.6).	0.60
10/22/03	PCD	0013	Review e-mails regarding Bank claims (.2); confer with I. Dizengoff regarding same (.1); call with I. Dizengoff regarding same (.1); calls with C. Adams regarding same (.1).	0.50
10/23/03	ISD	0013	Review momo re Bank Claim (2.1).	2.10
10/23/03	PCD	0013	Revise Bank memo (2.7); confer with C. Adams regarding same (.1); confer with I. Dizengoff regarding same (.3).	3.10
10/23/03	CMA	0013	T/C w/M. Seese re: memo re Bank Claim (.7); T/Cs w/M. Seese re: cash collateral order issues and timing (.4); Revise memo re Bank Claim (1.4).	2.50
10/24/03	ISD	0013	T/Cs Baena re: C/9 Banks and analysis (.6); Review indenture memo (1.0); T/C R. Parks re: same (.4).	2.00
10/27/03	CMA	0013	Review motion re: 9019 settlement (.6); Draft summary re: same (.8);	1.60

Date	Tkpr	Task		Hours
			T/Cs w/Debtors' counsel re: same (.2).	
10/28/03	PCD	0013	Review Dresdner Motion (.3); review summary regarding same (.2); confer with C. Adams regarding same (.1).	0.60
10/28/03	CMA	0013	Draft and revise Dresdner settlement summary (.5).	0.50
10/29/03	PCD	0013	Conference with I. Dizengoff re: Bank claim issues (.2).	0.20
10/30/03	PCD	0013	Emails re: Bank Stipulation (.1); revise same (.1); calls re: same (.1); call with Singer re: same (.1).	0.40
10/31/03	ISD	0013	O/C P. Dublin re: Dresdner settlement (.2).	0.20
10/31/03	CMA	0013	Review Bank stipulation (.4).	0.40
10/01/03	ISD	0015	Review lien analysis memo (2.2).	2.20
10/01/03	CMA	0015	Draft letter to J. Austin re: extension of lien investigation (.2).	0.20
10/02/03	ISD	0015	Revise lien analysis memo (1.5).	1.50
10/06/03	ISD	0015	Revise lien analysis memo (2.1).	2.10
10/07/03	ISD	0015	T/C special counsel re: Bank C/9 (.3).	0.30
10/08/03	ISD	0015	T/C special counsel re: Bank C/9 (.4).	0.40
10/09/03	CMA	0015	Draft email re: Bellsouth and other utility issues (.6).	0.60
10/13/03	ISD	0015	T/C S. Baena re: C/9 lenders (.5); Review draft motion to commence C/9 (.4).	0.90
10/13/03	AQ	0015	Confer with C. Adams regarding breach of indenture.	0.30
10/13/03	CMA	0015	Review Togut draft objection to utility motion (.7); Research re: 366 issues (4.3).	5.00
10/14/03	CMA	0015	T/Cs w/B. Reid re: Bellsouth/Adequate Assurance issues (.6); Review Debtors' adequate assurance objections (.4).	1.00
10/15/03	CMA	0015	T/Cs w/Togut re: adequate assurance objection (.5); Bellsouth motion (.1); T/Cs w/A. Qureshi re: same (1.2).	1.80
10/16/03	CMA	0015	Draft joinder to Debtors' objections to motion to vacate adequate assurance (.8); Review final objection (.2); prepare joinder for filing service (.2).	1.20
10/17/03	CMA	0015	Review utilities response to Adequate Assurance Motion (.6); T/Cs w/B. Reid re: 10/21 hearing strategy (.4).	1.00
10/22/03	ISD	0015	O/C C. Adams, P. Dublin and Baena firm re: Bank analysis.	1.40
10/31/03	DJM	0018	Reviewed tax issues regarding right to refund.	1.30
10/01/03	ISD	0019	Review and evaluate KERP proposal (1.1); T/C HLHZ re: same (.6); O/C P. Dublin re: same (.3).	2.00
10/01/03	PCD	0019	E-mails regarding KERP (.1); call with HLHZ regarding same (.2).	0.30
10/02/03	ISD	0019	T/C Plasker on KERP issues (.5).	0.50
10/02/03	AQ	0019	Prepare deposition outline for Kramer deposition on KERP.	2.80
10/02/03	AQ	0019	Telephone conference with K&E regarding Kramer deposition.	0.20
10/08/03	CMA	0019	T/Cs w/Debtors' counsel re: Kramer deposition (.1).	0.10
10/14/03	AQ	0019	Confer with C. Adams regarding KERP proposal from Debtors.	0.20
10/14/03	CMA	0019	T/C w/Debtors' counsel re: KERP (.3); A. Qureshi re: same (.2).	0.20
10/16/03	ISD	0019	Review KERP counterproposal (.6).	0.60
10/16/03	CMA	0019	T/Cs and correspondence w/Debtors' counsel re: adjournment of KERP (.3).	0.30
10/20/03	ISD	0019	O/C C. Adams re: KERP (.5); T/C HLHZ re: same (.5); T/C G. Singer re: same (.2).	1.20
10/20/03	CMA	0019	T/Cs w/Houlihan Lokey re: KERP proposal (.3); T/Cs w/G. Singer re: same (.1).	0.40
10/21/03	PCD	0019	Call with HLHZ regarding KERP (.3); confer with C. Adams regarding KERP (.1).	0.40
10/27/03	AQ	0019	Confer with C. Adams regarding KERP status.	0.10
10/28/03	PCD	0019	Call with HLHZ regarding KERP (.1); confer with I. Dizengoff regarding KERP (.1).	0.20
10/29/03	ISD	0019	Review HLHZ presentation on KERP (1.0); T/Cs HLHZ re: same (.5); T/C G. Singer re: same (.3).	1.80
10/29/03	PCD	0019	Conference with I. Dizengoff and Adams re: KERP (.1); call with HLHZ re: KERP (.2).	0.30

Date	Tkpr	Task		Hours
10/30/03	PCD	0019	Calls with HLHZ re: KERP (.2); call with Henes re: KERP (.1).	0.30
10/31/03	ISD	0019	O/C P. Dublin re: KERP and exclusivity hearing (.5); T/C C. Adams re: bank action timeline (.5).	1.00
10/31/03	PCD	0019	Calls re KERP (.2); emails re: same (.2).	0.40
10/17/03	CMA	0021	T/Cs w/M. Frischberg, L. Chuplygina re: exclusivity extensions (.6).	0.60
10/20/03	CMA	0021	T/Cs w/Debtors' counsel re: exclusivity (.2).	0.20
10/21/03	PCD	0021	Confer with C. Adams regarding exclusivity.	0.20
10/21/03	CMA	0021	Calls with J. Henes re: exclusivity issues (.1); office conference with I. Dizengoff, P. Dublin re: same (.2); review stipulation (.3).	0.60
10/28/03	PCD	0021	Confer with I. Dizengoff regarding exclusivity (.2).	0.20
10/28/03	CMA	0021	T/C w/Debtors' counsel re: exclusivity (.1).	0.10
10/29/03	PCD	0021	Conference with Adams re: Exclusivity timing (.1); emails re: same (.1).	0.20
10/29/03	CMA	0021	Draft email to Debtors re: exclusivity issues.	0.30
10/31/03	CMA	0021	Review exclusivity stipulation (.3).	0.30
10/01/03	RWP	0024	Review [redacted] Term Sheet.	1.50
10/01/03	ISD	0024	Review and evaluate [redacted] term sheet (1.5); T/C G. Singer re: same (.4).	1.90
10/01/03	EDM	0024	Research regarding [redacted] SEC filings.	0.70
10/06/03	ISD	0024	Analysis of [redacted] bid (.5).	0.50
10/08/03	ISD	0024	Mtg. w/Debtors re: [redacted] and procedures (1.0).	1.00
10/14/03	ISD	0024	Analysis of [redacted] (.8); T/C R. Parks re: same (.4).	1.20
10/16/03	ISD	0024	T/C G. Singer re: update on bids (.2).	0.20
10/17/03	ISD	0024	Review [redacted] (.5); O/C G. Singer re: same (.3); Review memo [redacted] (1.0); T/Cs creditors re: status (.4).	2.20
10/21/03	ISD	0024	T/C G. Singer re: [redacted] (.4); Analysis of [redacted] (.9).	1.30
10/21/03	PCD	0024	Calls with HLHZ regarding strategic alternative status.	0.30
10/22/03	PCD	0024	Confer with I. Dizengoff regarding strategic alternatives (.4); confer with C. Adams regarding Term Sheets (.2); call with C. Adams regarding term sheets (.2).	0.80
10/23/03	PCD	0024	Calls with HLHZ regarding strategy status (.6); confer with I. Dizengoff regarding same (.3); calls with Singer regarding same (.2).	1.10
10/23/03	CMA	0024	T/C w/HLHZ re: Q and C offers (.4).	0.40
10/27/03	RWP	0024	Review [redacted] and correspondence.	2.50
10/27/03	ISD	0024	Analysis of [redacted] (1.0); T/C G. Singer re: same (.5).	1.50
10/27/03	ISD	0024	T/C HLHZ re: bids (.9).	0.90
10/27/03	PCD	0024	Review term sheets (1.4); e-mails with Parks regarding same (.1); e-mail with C. Adams regarding same (.1).	1.60
10/27/03	EDM	0024	Review term sheets for potential transactions.	0.80
10/27/03	CMA	0024	T/Cs w/Debtors' counsel re: Greenhill letter (.2).	0.20
10/28/03	PCD	0024	Calls with HLHZ regarding Term Sheets (.2); confer with I. Dizengoff regarding same (.4); review same (.3).	0.90
10/29/03	PCD	0024	Conference with Dizengoff re: status (.2).	0.20
10/30/03	ISD	0024	T/C G. Singer re: [redacted] bid (.2).	0.20
10/08/03	CMA	0025	Return from hearing (actual time - .7).	0.35
10/21/03	CMA	0025	Return from hearing (actual time - .7).	0.35
			Total Hours	249.60

AKIN GUMP
STRAUSS HAUER & FELD LLP
Attorneys at Law

ALLEGIANCE TELECOM
ATTN: ROYCE HOLLAND
9201 NORTH CENTRAL EXPRESSWAY
DALLAS, TX 75231

Invoice Number	792632
Invoice Date	12/04/03
Client Number	601342
Matter Number	0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 11/30/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		HOURS	VALUE
0002	General Case Administration	7.00	$1,614.00
0003	Akin Gump Fee Application/Monthly Billing Reports	26.60	$7,038.50
0004	Analysis of Other Professionals Fee Applications/Reports	55.00	$21,489.50
0006	Retention of Professionals	6.40	$2,392.50
0007	Creditors Committee Meetings	6.10	$3,247.50
0008	Court Hearings	16.70	$5,203.00
0009	Financial Reports and Analysis	0.60	$225.00
0010	DIP and Exit Financing	14.00	$6,062.50
0012	General claims Analysis/Claim Objections	0.50	$175.00
0013	Analysis of Pre-Petition Transactions	9.70	$3,395.00
0015	Analysis of Secured Claims/Adequate Protection Issues	0.60	$210.00
0016	Lift Stay Litigation	5.40	$2,055.00
0019	Labor Issues/Employee Benefits	2.50	$920.00
0021	Exclusivity	0.90	$340.00
0022	Plan and Disclosure Statement and Plan Related Documentation	1.20	$690.00
0024	Asset/Stock Transaction/Business Liquidations	126.75	$55,842.50
0025	Travel	0.80	$280.00
	TOTAL	280.75	$111,180.00

Date	Tkpr	Task		Hours
11/05/03	IH	0002	Reviewed docket for new pleadings. (.4); updated Allegiance pleadings chart. (.8)	1.20
11/10/03	CMA	0002	T/C w/J. Sammet re: CA (.2).	0.20
11/11/03	CMA	0002	Conf. call w/G. Singer re: open issues (.3).	0.30
11/14/03	CMA	0002	T/C w/M. Peed re: CA (.3).	0.30
11/14/03	IH	0002	Filed Joinder at the request of Colin Adams. (.2) Prepared for service of pleadings. (.9)	1.10
11/14/03	IH	0002	Communicated with Colin Adams regarding filed pleading.	0.20
11/17/03	CMA	0002	T/Cs w/Debtors' counsel re: CA (.2); T/C w/Bondholder re: case status (.1).	0.30
11/17/03	IH	0002	Updated to do list in preparations for 11/19 hearing.	0.80
11/18/03	CMA	0002	T/Cs w/Debtors' counsel re: CA issues (.4).	0.40
11/20/03	CMA	0002	Multiple t/cs w/unsecured creditors re: cases status (.8).	0.80
11/24/03	IH	0002	Updated to do list.	1.10
11/30/03	CMA	0002	Organize file, case administration (.3).	0.30
11/03/03	CMA	0003	Review and revise Akin Gump first interim fee application (2.0).	2.00
11/04/03	PS	0003	Review and prepare documents re fee application.	2.10
11/05/03	PS	0003	Review and prepare documents re monthly fee statement.	1.90
11/06/03	PCD	0003	Revise Allegiance Fee Application (1.2); confer with C. Adams regarding same (.2); confer with P. Sprofera regarding same (.1).	1.50
11/06/03	CMA	0003	Draft Akin Gump fee app. (3.5).	3.50
11/07/03	PCD	0003	Review and revise Fee Application (1.6); confer with C. Adams regarding same (.1); call with I. Dizengoff regarding same (.1).	1.80
11/07/03	CMA	0003	Revise AGSH&F fee application (1.8).	1.80
11/07/03	IH	0003	Communicated with Colin Adams regarding filing of fee applications.	0.10
11/10/03	PS	0003	Prepare and review documents re fee application.	3.90
11/10/03	CMA	0003	Revise Akin Gump fee application (1.9).	1.90
11/10/03	IH	0003	Assisted in preparing Akin Gump fee application to be filed. (.6) Filed fee application. (.3) Prepared for service of application. (.8)	1.70
11/10/03	IH	0003	Communicated with Colin Adams regarding fee applications.	0.10
11/12/03	CMA	0003	Review Akin Gump monthly fee statement (.4).	0.40
11/12/03	IH	0003	Constructed Affidavit of Service for fee applications filed 11/10.	0.40
11/14/03	PS	0003	Review and prepare documents re monthly fee statement.	0.60
11/14/03	IH	0003	Communicated with Lorraine Johnson regarding HLHZ fee application.	0.30
11/17/03	PS	0003	Prepare and review documents re fee statement.	1.30
11/26/03	PS	0003	Review and prepare documents re monthly fee statement.	1.30
11/03/03	DJM	0004	Research regarding Texas tax issues.	1.80
11/04/03	DJM	0004	Research regarding Texas tax issues.	3.70
11/04/03	CMA	0004	T/C w/Scott Douglass' counsel re: OCP payment issues (.3).	0.30
11/05/03	PCD	0004	E-mails regarding Scott Douglas (.1); confer with C. Adams regarding same (.1).	0.20
11/05/03	JMT	0004	Conference with Mr. Micciche re timing of entitlement to salees tax refund (.1); analyze issues presented (1.6).	1.70
11/06/03	DJM	0004	Reviewed tax issues.	1.30
11/07/03	CMA	0004	Revise CTA fee application (.9).	0.90
11/10/03	CMA	0004	Revise CTA fee application (.9); T/C w/D. Micciche re: Scott Douglass (.3); Draft memo to I. Dizengoff re: same (.4).	1.60
11/10/03	IH	0004	Filed fee applications for Houlihan Lokey and Communication Technology Advisors. (.4) Prepared applications to be served. (.9)	1.30
11/11/03	DJM	0004	Research regarding Texas tax issues.	0.70
11/11/03	ISD	0004	O/C CA re: Scott Douglass fees (.6).	0.60
11/11/03	PCD	0004	Confer with C. Adams regarding Scott Douglass (.1); confer with I. Dizengoff regarding same (.1).	0.20

Date	Tkpr	Task		Hours
11/11/03	CMA	0004	Legal research re: Scott Douglass application (4.7); T/Cs w/V. Counihan re: same (.3).	5.00
11/12/03	JMT	0004	Conference with D. Micciche (.1); analyze sales tax refund provisions 91.4); begin drafting argument regarding pre-filing entitlement to refund (.6).	2.10
11/12/03	CMA	0004	T/Cs w/Debtors' counsel re: Scott Douglass (.3); T/Cs w/Scott Douglass' counsel (.2); Draft email re: Scott Douglass (.2); Draft email re: compromise (.3).	1.00
11/13/03	CMA	0004	Review stipulation re: Scott Douglass (.2).	0.20
11/19/03	DJM	0004	Research regarding tax issues.	0.50
11/19/03	CMA	0004	Draft objection to Scott Douglass and McConnico's First Interim Fee Application (1.3).	1.30
11/20/03	DJM	0004	Reviewed Scott Douglas fees (.5); proposed methods of settlement (.7).	1.20
11/20/03	JMT	0004	Analyze authorities re time of entitlement to sales tax refund (1.4); draft explanation setting out proposed argument (1.8).	3.20
11/20/03	CMA	0004	T/Cs w/Debtors' counsel re: Impala (.3); Draft Impala fee objection (.9); Draft objection to Scott Douglass fees (3.6); Research re: same (.5).	5.30
11/21/03	DJM	0004	Reviewed Texas tax issues.	1.30
11/21/03	CMA	0004	Revise Impala letter (.5).	0.50
11/24/03	DJM	0004	Review tax issues (2.5); conference with Mr. Eidman (.2); conference with Mr. Adams (.3).	3.00
11/24/03	CMA	0004	Draft Scott Douglas objection (5.4); T/Cs w/D. Micciche re: same (.2); Research re: compensation issues (2.1).	7.70
11/24/03	IH	0004	Updated fee and expense charts.	0.90
11/25/03	DJM	0004	Research Texas refund tax issues.	1.80
11/25/03	CMA	0004	Draft objection to SD&M (2.6); research re: same (.3); correspondence w/D. Micciche re: compromise solutions (.3).	3.20
11/30/03	CMA	0004	Draft and revise objection to SD&M fee application (2.5).	2.50
11/03/03	CMA	0006	Review KPMG revised affidavit (.4); T/C w/S. Kohn re: same (.2).	0.60
11/10/03	CMA	0006	Review Swidler application (.6); T/Cs w/Debtors' counsel re: same (.3); Draft summary re: same (1.3).	1.60
11/11/03	PCD	0006	Review Swidler summary and App. (.3); confer with C. Adams regarding same (.2).	0.50
11/11/03	CMA	0006	T/Cs w/Debtors' counsel re: Swidler (.2); Revise Swidler summary (.3).	0.50
11/12/03	CMA	0006	Revise Swidler summary (.2).	0.20
11/17/03	AQ	0006	Confer with C. Adams regarding Banks' retention of Lazard.	0.10
11/17/03	AQ	0006	Confer with I. Dizengoff regarding Banks' retention of Lazard.	0.10
11/17/03	CMA	0006	Draft supplemental affidavit of I. Dizengoff (1.4); Revise same (.4).	1.80
11/18/03	ISD	0006	Review tax counsel fee arrangement (.4).	0.40
11/20/03	AQ	0006	Confer with C. Adams on discovery issues with respect to Lazard retention.	0.30
11/24/03	CMA	0006	T/Cs re: Impala objection w/Debtors' counsel.	0.30
11/17/03	PCD	0007	Committee conference (.7).	0.70
11/18/03	RWP	0007	Conference call with Committee regarding bids.	0.80
11/18/03	ISD	0007	Prep. for call (1.5); Conf. call w/Committee re: APAs (1.0); T/Cs G. Singer re: same (.6).	3.10
11/18/03	PCD	0007	Call with C. Adams regarding committee call (.1).	0.10
11/18/03	CMA	0007	Committee call re: bids, cash collateral (.7).	0.70
11/24/03	RWP	0007	Conference call with Allegiance regarding bid.	0.70
11/06/03	PCD	0008	Prepare for hearing (.7).	0.70
11/06/03	IH	0008	Constructed Allegiance 11/7 hearing binder. (.8); retrieved pleadings for 11/7 hearing binder (2.1).	2.90
11/06/03	IH	0008	Communicated with Colin Adams regarding 11/7 hearing binder.	0.20
11/07/03	PCD	0008	Prepare for Allegiance hearing (1.6); attend Allegiance hearing (1.0); review Allegiance hearing summary (.1); call with I. Dizengoff regarding hearing (.1).	2.80
11/07/03	CMA	0008	Prepare for 11/7 hearing (2.0); Attend 11/7 hearing (1.0).	3.00

Date	Tkpr	Task		Hours
11/18/03	IH	0008	Retrieved documents for the 11/19 hearing binder. (.9); constructed binder. (.8)	1.70
11/19/03	PCD	0008	Attend Allegiance hearing (1.1); prepare for Allegiance hearing (.8).	1.90
11/19/03	CMA	0008	Prepare for 11/19 hearing (1.5); Attend hearing (1.0); Draft hearing summary (1.0).	3.50
11/20/03	PCD	0009	Review HLHZ memo regarding cash flow (.3).	0.30
11/21/03	CMA	0009	Review summary of 13-week cash forecasts and results (.3).	0.30
11/10/03	PCD	0010	Confer with I. Dizengoff regarding cash collateral (.2); confer with C. Adams regarding same (.1).	0.30
11/11/03	ISD	0010	Review revised cash collateral order (.7); O/C P. Dublin re: same (.9).	1.60
11/11/03	PCD	0010	Confer with I. Dizengoff regarding cash collateral (.4).	0.40
11/12/03	ISD	0010	Review cash collateral issues (.6); O/C P. Dublin re: same (.4).	1.00
11/12/03	PCD	0010	Review Cash Collateral Order (.3); confer with I. Dizengoff regarding same (.2); confer with C. Adams regarding same (.1).	0.60
11/12/03	CMA	0010	Review second amended cash collateral order proposal (.5); Draft summary comparison memo (1.8).	2.30
11/17/03	CMA	0010	T/C w/A. Qureshi re: 2nd amended cash collateral order (.2).	0.20
11/18/03	ISD	0010	Review Lazard engagement letter (.6).	0.60
11/19/03	CMA	0010	Draft stipulation extending Investigation period (.4); Draft email to Agent's counsel re: same (.1).	0.50
11/20/03	ISD	0010	Analysis of cash flow report of HLHZ (.8).	0.80
11/20/03	AQ	0010	Review and analyze debtors' cash collateral motion and exhibits.	1.20
11/20/03	PCD	0010	Review cash collateral documents (.4); confer with C. Adams regarding same (.3); confer with I. Dizengoff regarding same (.4).	1.10
11/20/03	CMA	0010	Review second amended cash collateral order (.6); T/Cs w/A. Qureshi re: litigation strategy (.4); O/C w/I. Dizengoff re: same (.4); T/C w/Debtors' counsel re: same (.2).	1.80
11/21/03	PCD	0010	Call with Akin team regarding cash collateral issues (.3).	0.30
11/24/03	PCD	0010	Calls regarding cash collateral order (.3).	0.30
11/24/03	CMA	0010	Draft email re deposition schedule (.3); T/Cs w/Bank counsel re: same (.2); Debtors' counsel re: same (.2).	0.70
11/30/03	AQ	0010	Review correspondence regarding depositions.	0.30
11/24/03	CMA	0012	T/Cs w/various bondholders re: claims bar date (.5).	0.50
11/12/03	CMA	0013	Draft memo re: intercreditor issues (2.1).	2.10
11/18/03	CMA	0013	Draft memo re: inter-creditor issues (6.9).	6.90
11/19/03	CMA	0013	Draft and revise memo re: inter-creditor issues (.7).	0.70
11/04/03	CMA	0015	T/C w/Debtors' counsel re: Adequate Assurance (.3).	0.30
11/07/03	CMA	0015	Draft letter to Togut re: confidentiality (.3).	0.30
11/03/03	CMA	0016	Review Daleen Solutions lift stay motion (.6).	0.60
11/13/03	ISD	0016	O/C CA re: Daleen solutions (.6).	0.60
11/13/03	CMA	0016	T/C w/Debtors' counsel re: Daleen (.4); Draft summary re: Daleen motion/Debtors' objection (1.1); T/C w/J. Sammet re: same (.2).	1.70
11/14/03	AQ	0016	Confer with C. Adams regarding Daleen technologies matter.	0.20
11/14/03	CMA	0016	Draft joinder to Debtors' objection to Daleen (.5); Review Debtors' objection to Daleen (.6); T/Cs w/Debtors' counsel re: Daleen and billing systems backup (.4); T/C w/Houlihan re: same (.3); CTA re: same (.3).	2.10
11/17/03	AQ	0016	Telephone conference with K&E regarding Daleen deposition.	0.20
11/03/03	PCD	0019	Review KERP proposal (.2); call with HLHZ regarding same (.3); confer with C. Adams regarding KERP (.1).	0.60
11/06/03	CMA	0019	Review KERP order (.4); T/Cs w/Debtors' counsel re: wages order (.6).	1.00
11/07/03	PCD	0019	Confer with C. Adams regarding KERP order (.1); review proposed KERP order (.2).	0.30
11/07/03	CMA	0019	Review revised KERP order (.2); T/Cs w/Debtors' counsel re: same (.2).	0.40
11/19/03	CMA	0019	Review wages stipulation (.2).	0.20
11/03/03	PCD	0021	Review exclusivity stipulation (.2); confer with C. Adams regarding same (.1).	0.30
11/05/03	PCD	0021	Review stipulation regarding exclusivity (.1); confer with C. Adams	0.20

Date	Tkpr	Task		Hours
			regarding same (.1).	
11/18/03	CMA	0021	T/Cs w/Debtor's counsel re: exclusivity issues (.2).	0.20
11/19/03	CMA	0021	Review stipulation extending exclusivity (.2).	0.20
11/03/03	ISD	0022	Analysis of sub con issues (1.2).	1.20
11/03/03	ISD	0024	T/Cs G. Singer re: [redacted] bid (.5); T/C HLHZ re: same (.5).	1.00
11/04/03	PCD	0024	Calls regarding sale process (.2); review APA's (.3); e-mails regarding same (.2).	0.70
11/06/03	BAG	0024	Review APAs for Allegiance Telecom.	0.60
11/06/03	PCD	0024	Call with Henes regarding sale status (.2); call with G. Singer regarding same (.1).	0.30
11/07/03	BAG	0024	Review APAs from [redacted] (.3); prepare comparison chart (.5).	0.80
11/07/03	RWP	0024	Review [redacted] asset purchase agreements and summaries thereof.	2.50
11/07/03	PCD	0024	Call with I. Dizengoff regarding APA's (.1); e-mails regarding APA's (.1); confer with Debtors and Banks regarding sale process (.2).	0.50
11/07/03	CMA	0024	Emails re: APA w/Debtors' counsel (.1).	0.10
11/10/03	BAG	0024	Review and analyze asset purchase agreements from [redacted] (2.7); draft memo re revisions to Kirkland summary (.7).	3.40
11/11/03	RWP	0024	Review [redacted] redraft of asset purchase agreement.	1.50
11/11/03	ISD	0024	Review APAs (3.5); T/C G. Singer re: same (.5); Revise memo on deal points (.9).	4.90
11/11/03	EDM	0024	Review [reacted] Asset Purchase Agreement.	1.00
11/12/03	ISD	0024	Further analysis of APAs (2.9); T/Cs G. Singer re: same (.6); T/C K&E re: same (.4); Conf. call w/TRW re: APAs (.8).	4.70
11/12/03	PCD	0024	Call with Henes regarding sale process (.1); confer with I. Dizengoff regarding same (.2); call with G. Singer regarding same (.1).	0.40
11/13/03	RWP	0024	Review [redacted] redraft of asset purchase agreement and comparison chart.	2.50
11/13/03	ISD	0024	T/C HLHZ re: [redacted] (.5);' Conf. w/HLHZ re: APA issues (1.5).	2.00
11/13/03	PCD	0024	Confer with I. Dizengoff regarding sale (.2); call with Henes regarding same (.1); e-mails regarding status (.1); call with HLHZ regarding status (.3).	0.70
11/13/03	EDM	0024	Review [redacted] Asset Purchase Agreement.	1.10
11/14/03	ISD	0024	T/C E. McGrady re: analysis of APAs (.4); Review and revise APAs (2.8); Analysis of APA charts (1.2); O/C P. Dublin re: same and process (.6).	5.00
11/14/03	PCD	0024	Calls regarding Allegiance APA (.4).	0.40
11/14/03	EDM	0024	Review revised [redacted] Purchase Agreement (2.2); draft memo regarding same (.8).	3.00
11/14/03	CMA	0024	O/C w/I. Dizengoff, HLHZ re: [redacted] (.4); Review termsheet (.5); T/Cs w/Debtors' counsel/G. Singer re: same (.5); Draft email to Debtors re: same (.4); T/Cs w/P. Dublin re: same (.3).	2.10
11/15/03	EDM	0024	Review [redacted] APA's (1.9); draft memo regarding analysis (1.1).	3.00
11/16/03	RWP	0024	Review November 14 [redacted] vs November 13 [redacted] asset purchase agreements (2.3) and revise summary regarding same (.7).	3.00
11/16/03	PCD	0024	Review APAs (1.2); review APA summary (.7); e-mails regarding APAs (.3).	2.20
11/17/03	RWP	0024	Conference call with Committee regarding bids.	0.75
11/17/03	RWP	0024	Conference call with Company regarding bids.	0.90
11/17/03	ISD	0024	Review bid comparison (1.8); Conf. call w/HLHZ, CTA re: bid comparisons (1.0); Conf. call w/Debtors re: bid comparisons (1.1); Review open [redacted] issues list (.9); O/C P. Dublin re: same (.5); T/C G. Singer re: same (.5); T/C C. DiMauro and D. Trucano re: bid comparison and open issues (.6); Conf. call w/Committee re: bids (1.0).	7.40
11/17/03	PCD	0024	Review Allegiance APA comparison (1.3); calls regarding sale process (.4); confer with I. Dizengoff regarding sale process (.4); confer with I. Dizengoff regarding sale process (.2); review APAs (2.3).	4.60
11/17/03	CMA	0024	Prepare for conf. call re: APA (.6); Conf. call re: APA (2.3); Draft	7.10

Date	Tkpr	Task		Hours
			summary of open terms in [redacted] bid (3.1); Revise comparison table (.6); Draft emails to Committee re: same (.3); T/C w/G. Singer re: same (.2).	
11/18/03	BMS	0024	Draft memo discussing the applicability of Section 1145(a) of the Bankruptcy Code's exemption from securities laws to the subject issuance of securities.	6.30
11/18/03	BSM	0024	Review 1145 issues.	1.00
11/18/03	RWP	0024	Review summary of bids.	1.50
11/18/03	ISD	0024	Review [redacted] proposal (.8).	0.80
11/18/03	PCD	0024	Call with C. Adams regarding sale process (.1); call with I. Dizengoff regarding same (.2).	0.30
11/18/03	CMA	0024	T/Cs re: asset sales (.6).	0.60
11/19/03	BMS	0024	Draft memo discussing the applicability of Section 1145(a) of the Bankruptcy Code's exemption from securities laws to the subject issuance of securities.	4.00
11/19/03	BSM	0024	Review 1145 issues.	1.00
11/19/03	ISD	0024	Analysis of APAs and open items and conditions (2.2); O/C P. Dublin re: same (.8); T/C G. Singer re: APAs and next steps (.4).	3.40
11/20/03	ISD	0024	Conf. call w/Debtors re: Committee deal pts. (1.0; Analysis of major deal pts. (1.2).	2.20
11/20/03	PCD	0024	Calls regarding sale process (.8); e-mails regarding Allegiance sale process (.3).	1.10
11/20/03	CMA	0024	T/Cs w/Debtors re: bid process (.3).	0.30
11/21/03	ISD	0024	T/C CA re: [redacted] (.5); T/C G. Singer re: WSJ article (.3); T/C bondholders re: status (.4); Review open pts. w/Debtors (.8).	2.00
11/21/03	PCD	0024	Calls regarding APA issues (.6); confer with I. Dizengoff regarding same (.6); e-mails regarding sale issue (.4).	1.60
11/21/03	CMA	0024	T/C w/Committee chair re: bid issues (.2); Conf. call re: [redacted] issues (1.3); T/Cs w/Debtors' counsel re: same (.9); T/Cs w/P. Dublin, I. Dizengoff, G. Singer and Houlihan re: same (2.0); Draft emails to Committee re: same (.6).	5.00
11/23/03	RWP	0024	Review [redacted] latest 363 contract and revise summaries of same.	2.50
11/23/03	EDM	0024	Review [redacted] Asset Purchase Agreement (6.8); draft memo regarding board comparison (2.7).	9.50
11/24/03	RWP	0024	Review latest draft of [redacted] contract (1.9) and review summaries regarding same (.9).	2.80
11/24/03	PCD	0024	Review revised APA (1.8); calls with Magrady regarding APAs (.5); review Bid Analysis (.9); calls with Parks regarding APAs (.3); review open issues memo (.3); calls with Singer regarding APAs (.2); calls with Kirkland & Ellis regarding APAs (.4); calls with company regarding APAs (.7).	5.10
11/24/03	EDM	0024	Review revised draft of [redacted] Asset Purchase Agreement (2.1); conference calls with G. Singer, Akin Gump team, Allegiance team and attorneys re: same (1.4).	3.50
11/24/03	CMA	0024	Review correspondence re: asset purchase agreement negotiations (.3); T/C w/G. Singer re: bid procedures (.3); Conf. call w/Debtors re: same (.7).	1.30
11/25/03	PCD	0024	Calls with G. Singer regarding sale process (.1); confer with C. Adams regarding same (.1); calls with HLHZ regarding same (.4); e-mails regarding same (.1).	0.70
11/26/03	PCD	0024	Calls regarding Sale Process (.8); review revised APA (.7); review bid procedures documents (.6).	2.10
11/07/03	CMA	0025	Return from hearing (actual time - .7).	0.35
11/19/03	CMA	0025	Return from hearing (actual time - .9).	0.45
			Total Hours	280.75

AKIN GUMP
STRAUSS HAUER & FELD LLP
Attorneys at Law

ALLEGIANCE TELECOM
ATTN: ROYCE HOLLAND
9201 NORTH CENTRAL EXPRESSWAY
DALLAS, TX 75231

Invoice Number	800158
Invoice Date	01/20/04
Client Number	601342
Matter Number	0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 12/31/03 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		HOURS	VALUE
0002	General Case Administration	2.80	$644.00
0003	Akin Gump Fee Application/Monthly Billing Reports	12.90	$2,764.50
0004	Analysis of Other Professionals Fee Applications/Reports	32.70	$12,534.50
0006	Retention of Professionals	11.40	$3,593.00
0007	Creditors Committee Meetings	2.00	$522.50
0008	Court Hearings	12.70	$4,462.00
0010	DIP and Exit Financing	188.00	$70,941.00
0011	Executory Contracts/License Agreements	8.20	$2,365.00
0012	General claims Analysis/Claim Objections	2.30	$895.00
0015	Analysis of Secured Claims/Adequate Protection Issues	0.20	$70.00
0018	Tax Issues	12.00	$5,880.00
0019	Labor Issues/Employee Benefits	40.40	$19,880.00
0021	Exclusivity	2.60	$1,145.00
0024	Asset/Stock Transaction/Business Liquidations	153.30	$65,830.00
0025	Travel	1.35	$547.50
	TOTAL	482.85	$192,074.00

Date	Tkpr	Task		Hours
12/01/03	PCD	0002	E-mails regarding case status with HLHZ (.1); emails with creditors regarding case status (.1); calls with creditors regarding same (.3).	0.50
12/15/03	IH	0002	Revised and updated the to do list with respect to recent filings of retention applications and recent filings of court orders.	0.80
12/16/03	CMA	0002	T/Cs w/Debtors' counsel re: CA (.3); T/C w/Swidler Berlin re: CA (.1)	0.40
12/29/03	IH	0002	Update the table of events/pleadings by adding newly filed motions and orders to the chart.	1.10
12/03/03	PS	0003	Prepare and review documents re monthly fee statement.	1.90
12/04/03	PS	0003	Review and prepare documents re monthly invoice.	1.20
12/09/03	CMA	0003	T/C w/S. Dougherty re: fee application backup (.2); Draft e-mail to I. Dizengoff/P. Dublin/P. Sprofera re: same (.2); Draft letter to U.S. trustee (.8).	1.20
12/10/03	PS	0003	Review and prepare documents re response to US Trustee's questions with respect to AG's interim fee application (2.1); office conference CMA re same (.1).	2.20
12/11/03	PS	0003	Review and prepare documents re U.S. Trustee's questions with respect to AG's interim fee application.	1.70
12/11/03	PCD	0003	Confer with I. Dizengoff regarding fee application issues (.2); confer with C. Adams regarding same (.2); review letter to U.S. Trustee and documents regarding same (.1).	0.50
12/11/03	CMA	0003	Draft letter to U.S. trustee re: 1st interim fee application (.8).	0.80
12/11/03	IH	0003	Prepared un-redacted July invoice to be sent to Trustee pursuant to the Trustee's request.	1.70
12/16/03	CMA	0003	Revise Exhibit A to fee order (.4).	0.40
12/22/03	PS	0003	Prepare documents re fee statement.	0.90
12/30/03	PS	0003	Review and prepare documents re monthly fee statement.	0.40
12/01/03	DJM	0004	Research regarding objection to fees.	3.90
12/01/03	CMA	0004	Draft and revise Scott Douglass objection (3.0); T/C w/D. Micciche re: same (.2); Revise objection (1.5); Draft letter to Herrick Feinstein re: Impala (.6).	5.30
12/03/03	DJM	0004	Review and revise objection to fees.	3.10
12/03/03	JMT	0004	Conference with Mr. Micciche re comments (.2); research additional issues (.3); revise memo re objection to legal fees for state tax refund (.4).	0.90
12/04/03	JMT	0004	Revise objection to fees of Scott, Douglass &. McConnico, L.P. (1.1); conference with Mr. Micciche (.1).	1.20
12/05/03	PCD	0004	Review and revise Scott Douglas objection (1.1); calls regarding Scott Douglas (.6); confer with C. Adams regarding Scott Douglas (.5); confer with Dizengoff regarding Scott Douglas (.4).	2.60
12/05/03	CMA	0004	Review SD&M objection with P. Dublin (.4); research re: 327(e) (.6); draft and revise SD&M objection (5.3); calls with D. Micciche re: same (.2); e-mail to V. Cunnihan re: same (.1);	6.60
12/05/03	IH	0004	Communicated with Rich Reilly at BMC regarding service of filed retention applications. (.2) Sent email re: same. (.2)	0.40
12/07/03	PCD	0004	Call with C. Adams regarding Scott Douglas (.2); review memo regarding same (.2).	0.40
12/07/03	CMA	0004	Draft memo re: Scott Douglass settlement. (2.1).	2.10
12/08/03	PCD	0004	Review SD&M summary (.3); confer with C. Adams regarding same (.1).	0.40
12/09/03	PCD	0004	Confer with Adams regarding SDM (.2); review memo regarding SDM (.3); confer with I. Dizengoff regarding SDM (.1).	0.60
12/09/03	IH	0004	Updated fee applications chart with monthly fee statements from Greenhill & Co. and Impala Partners.	0.40
12/10/03	CMA	0004	Revise Scott Douglass summary memorandum (.9); T/C w/W. Barr re:	1.00

Date	Tkpr	Task		Hours
			CTA application (.1).	
12/10/03	IH	0004	Updated and revised fee applications chart.	0.30
12/11/03	ISD	0004	T/C G. Singer re: Scott Douglas claim (.4).	0.40
12/12/03	PCD	0004	Calls with HLHZ regarding HLHZ fees (.2); call to UST regarding same (.1); review UST objection to fee applications (.2); confer with I. Dizengoff regarding same (.2).	0.70
12/12/03	CMA	0004	Calls w/ USTT re: CTA, Houlihan fees (.2); call w/Houlihan re: same (.4); CTA re same (.3).	0.90
12/15/03	PCD	0004	Calls with HLHZ regarding fee applications (.2).	0.20
12/17/03	IH	0004	Updated professionals fee chart.	0.30
12/19/03	CMA	0004	Calls with Debtors counsel re: compensation order (.1); Call with chambers re: same (.1).	0.20
12/29/03	IH	0004	Update fee chart.	0.40
12/30/03	IH	0004	Update fee chart.	0.40
12/01/03	CMA	0006	Revise Dizengoff affidavit (.4).	0.40
12/02/03	IH	0006	Prepared and filed Third Supplemental Affidavit of Ira Dizengoff.	0.30
12/03/03	PCD	0006	Review conflicts counsel docs (.4); confer with C. Adams regarding same (.2); review Swidler order (.1).	0.70
12/04/03	CMA	0006	Draft notice of presentment re: Kelley Drye (.5); Review KD&W application (.4); Review Bilzin application (.6); T/Cs w/M. Seese re: same (.2).	1.70
12/04/03	IH	0006	Communicated with Colin Adams regarding potential filing of retention applications.	0.30
12/05/03	CMA	0006	Revise KDW Application package (.7); revise Bilzin application package (.7).	1.40
12/05/03	IH	0006	Assisted in the preparations to file retention applications for Kelley Drye and Bilzin Sumberg. (.3) Filed applications. (.4)	0.70
12/08/03	CMA	0006	T/Cs w/L. Chuplygina re: Bilzin, Kelley Drye retention (.5).	0.50
12/09/03	IH	0006	Communicated with Rich Reilly at BMC regarding Proof of Service of filed Retention Applications of Kelley Drye and Bilzin Sumberg. (.2) Sent email re: same. (.2)	0.40
12/11/03	PCD	0006	Review supplemental Kelley Drye affidavit (.1).	0.10
12/11/03	CMA	0006	T/Cs w/Debtors' counsel re: special counsel applications (.4); T/Cs w/USTT re: same (.1).	0.50
12/12/03	CMA	0006	Calls w/USTT re: Bilzin, Kelly, Drye (.2); call w/Bilzin re: affidavit (.5).	0.70
12/15/03	CMA	0006	T/Cs w/B. Sumberg re: affidavit (.3); Review affidavit (.3).	0.60
12/16/03	CMA	0006	Revise KDW and Bilzin orders (.6); T/C w/USTT re: same (.1).	0.70
12/17/03	CMA	0006	T/C w/US Trustee re: Bilzin Sumberg, Kelly Drye (.3); Revise final orders (.4); T/Cs w/Kelley Drye re: retention (.2); T/Cs w/Bilzin (.2); Review affidavits for filing (.4).	1.50
12/17/03	IH	0006	Filed Supplemental Declaration of Scott L. Baena.	0.30
12/17/03	IH	0006	Filed Supplemental Declaration of Mark. R. Somerstein.	0.30
12/18/03	CMA	0006	T/Cs w/Chambers re: special counsel retention applications (.3).	0.30
12/18/03	PCD	0007	Confer with Dizengoff re Committee call results (.2).	0.20
12/18/03	CMA	0007	Committee conference call (.3).	0.30
12/30/03	NGA	0007	Draft talking points for call with creditors committee regarding issues with hosed modem contract.	1.50
12/15/03	CMA	0008	Draft first interim fee application order (.8).	0.80
12/15/03	IH	0008	Retrieved pleadings for 12/16 hearing. (1.3) Constructed hearing binder with corresponding index. (1.4)	2.70
12/16/03	ISD	0008	Ct. hearing re: interim fees (1.0).	1.00
12/16/03	AQ	0008	Prepare for chambers conference with Judge Drain.	0.50
12/16/03	AQ	0008	Attend Court hearing.	1.50
12/16/03	PCD	0008	Confer with I. Dizengoff regarding hearing results (.2).	0.20
12/17/03	PCD	0008	Call with I. Dizengoff regarding hearing prep (.2).	0.20

Date	Tkpr	Task		Hours
12/18/03	PCD	0008	Prepare for Court hearing (1.2); attend Court hearing (1.3); confer with I. Dizengoff regarding hearing results (.2).	2.70
12/18/03	CMA	0008	Prepare for hearing (1.7); attend hearing 12/18 (1.4).	3.10
12/01/03	ISD	0010	Review cash collateral report (.4).	0.40
12/01/03	AQ	0010	Confer with C. Adams regarding deposition.	0.20
12/01/03	CMA	0010	T/Cs w/debtors' counsel re: deposition schedule (.1); T/Cs w/bank counsel re: same (.2); Research re: Sections 361, 363(e) (3.9).	4.20
12/02/03	ISD	0010	O/C P. Dublin re: obj. to Bank's retention of Lazard and strategy (.8).	0.80
12/02/03	AQ	0010	Confer with C. Adams regarding Lazard retention and related depositions.	0.40
12/02/03	CMA	0010	T/C w/Lender's counsel re: depositions (.2); O/C w/I. Dizengoff, P. Dublin re: same (.1); T/Cs w/A. Qureshi re: same (.3); Draft email to Lender's counsel (.2); Draft objection to Second Amended Cash Collateral Order (7.4).	8.20
12/03/03	AQ	0010	Meet with I. Dizengoff, P. Dublin and C. Adams regarding objection to Lazard retention.	1.10
12/03/03	AQ	0010	Review and analyze documents relevant to depositions regarding Lazard retention.	1.30
12/03/03	PCD	0010	Review cash collateral reporting (.4); emails re same (.2).	0.60
12/03/03	CMA	0010	Draft objection to Lazard (3.7); Meeting w/I. Dizengoff, A. Qureshi re: deposition strategy (1.1); Draft deposition outline re: Tresnowski deposition (3.4).	8.20
12/03/03	MMA	0010	Reviewed and organized documents re depositions.	1.50
12/04/03	AQ	0010	Review and edit Tresnowski depostion outline.	1.50
12/04/03	AQ	0010	Review and analyze documents relevant to Lazard and FTI retention and select deposition exhibits.	3.50
12/04/03	PCD	0010	Calls regarding cash collateral provisions (1.2); review depostion outline (.6); call with Qureshi regarding Tresnowski deposition (.2); confer with I. Dizengoff regarding same and cash collateral order (.9).	2.90
12/04/03	CMA	0010	Revise deposition outline re: Tresnowski (2.9); Draft Nichols depo outline (3.6); Draft Millstein depo outline (3.1).	9.60
12/04/03	MMA	0010	Reviewed and organized doucments re depositions.	1.00
12/05/03	ISD	0010	O/C CA re: Lazard retention issues (.9).	0.90
12/05/03	AQ	0010	Prepare to deppose M. Tresnowski.	1.40
12/05/03	AQ	0010	Review and analyze documents related to negotiations with Quest Corvus, Level 3, MPower, and draft Asset Purchase Agreements with Quest and Corvus.	4.50
12/05/03	AQ	0010	Edit Tresnowski depostion outline.	0.80
12/05/03	AQ	0010	Depose Mark Tresnowski.	2.20
12/05/03	AQ	0010	Review and analyze Tresnowski deposition transcripts.	1.30
12/05/03	AQ	0010	Prepare for depositions of the Agent and Lazard representative.	3.80
12/05/03	AQ	0010	Confer with C. Adams and I. Dizengoff regarding Tresnowski deposition.	0.20
12/05/03	AQ	0010	Review and analyze letter from FTI regarding scope of engagement.	0.20
12/05/03	PCD	0010	Calls regarding cash collateral order (.4); calls regarding depositions (.2); review Tresnowski transcript (.6); confer with I. Dizengoff regarding same (.2).	1.40
12/05/03	CMA	0010	Call with Lenders' counsel re: depo schedule (.3); review Tresnowski transcript (.4); calls with A. Qureshi re: same (.4).	1.10
12/05/03	MMA	0010	Reviewed and organized documents re deposition.	1.00
12/07/03	AQ	0010	Review and edit desposition outline for Jim Millstein.	1.60
12/07/03	AQ	0010	Review and edit depositioin outline for Chris Nichols.	2.40
12/07/03	AQ	0010	Telephone conference with K. Shryak regarding depositions.	0.20
12/07/03	PCD	0010	Calls with C. Adams regarding cash collateral order and depositions (.3); call with C. Adams and A. Qureshi regarding same (.1); call with I. Dizengoff regarding same (.1).	0.50
12/07/03	CMA	0010	Revise Millstein deposition outline (1.0); revise Nichols outline (1.0);	3.60

Date	Tkpr	Task		Hours
			call with P. Dublin re: same (.1); calls and e-mails re: deposition scheduling (.8); multiple calls with L. Shyrock, A. Qureshi: re: 12/8 deposition (.7);	
12/08/03	ISD	0010	O/C P. Dublin re: cash collateral budget issues (.3).	0.30
12/08/03	AQ	0010	Prepare to depose Chris Nicholls.	1.50
12/08/03	AQ	0010	Take deposition of Chris Nicholls.	1.80
12/08/03	AQ	0010	Prepare to depose Jim Millstein.	2.20
12/08/03	AQ	0010	Take deposition of Jim Millstein.	1.70
12/08/03	AQ	0010	Confer with C. Adams regarding Nicholls and Millstein depositions.	0.30
12/08/03	AQ	0010	Review and analyze documents relating to Level 3 and MPower negotiations and consider Lazard role regarding same.	1.60
12/08/03	PCD	0010	E-mails regarding Nichols deposition (.1); confer with I. Dizengoff regarding same (.2)	0.30
12/08/03	CMA	0010	T/Cs w/A. Qureshi re: 12/8 depos (.2); Draft Lazard objection (6.2); Revise same (2.7); Research re: same (.5).	9.60
12/09/03	ISD	0010	T/C G. Singer re: Banks and Lazard retention issues (.5).	0.50
12/09/03	ISD	0010	O/C P. Dublin re: cash collateral obj. & strategy (1.1).	1.10
12/09/03	AQ	0010	Confer with C. Adams regarding discovery related to objection to Lazard retention.	0.30
12/09/03	PCD	0010	Confer with I. Dizengoff and C. Adams regarding Lazard (.3); confer with Akin team regarding depos. (.3); call with Paul Hastings regarding cash collateral order (.2); review objection (.4).	1.20
12/09/03	CMA	0010	Draft seal motion re: objection (1.1); O/C w/I. Dizengoff re: Lazard (.3).	1.40
12/09/03	CMA	0010	T/C w/C. Shryock re: deposition schedules, settlement issues (.6).	0.60
12/10/03	AQ	0010	Confer with C. Adams regarding Lazard objection.	0.20
12/10/03	PCD	0010	Revise Cash Collateral objection (4.1); calls with Banks regarding cash collateral amendment (.3); calls with Kirkland & Ellis regarding same (.2); confer with C. Adams regarding cash collateral (.4); review deposition transcripts (.7); review motion to file under seal (.2).	5.90
12/10/03	CMA	0010	T/C w/J. Henes re: Lazard issues (.1); Draft and revise Seal Motion (1.3); Review Nicholls deposition transcript (.6); Review Millstein deposition transcript (.6); Research re: 2d circuit case law on oversecured status (.6); Draft deposition transcript summaries (1.4); Revise Lazard objection (1.0).	5.60
12/11/03	ISD	0010	Review Millstein depo. (.8); T/C G. Singer re: FA retention and settlement (.3).	1.10
12/11/03	AQ	0010	Review and analyze deposition transcript of Jim Millstein.	0.80
12/11/03	AQ	0010	Review and analyze deposition transcript of Chris Nicholls.	0.70
12/11/03	PCD	0010	Revise objection to cash collateral (3.6); review deposition transcripts (.8); confer with I. Dizengoff regarding cash collateral issues (.6); confer with C. Adams regarding same (.5).	5.50
12/11/03	CMA	0010	Revise Lazard objection (3.8); Draft Mule deposition outline (2.1).	5.90
12/11/03	IH	0010	Communicated with Colin Adams regarding retrieval of exhibits to Official Committee's objection to the second amended final order authorizing use of cash collateral.	0.30
12/11/03	IH	0010	Retrieved exhibits to objection of Official Committee to second amended final order re use of cash collateral.	0.70
12/12/03	AQ	0010	Review and select exhibits for E. Mule deposition.	0.80
12/12/03	AQ	0010	Review and edit Ed Mule deposition outline.	1.50
12/12/03	AQ	0010	Prepare to depose Ed Mule.	0.70
12/12/03	AQ	0010	Take deposition of E. Mule.	2.00
12/12/03	AQ	0010	Confer with C. Adams and P. Dublin regarding E. Mule deposition.	0.30
12/12/03	PCD	0010	Revise cash collateral objection (1.7); calls regarding same (.5); calls regarding deposition (.2); review Taylor deposition transcript (.4).	2.80
12/12/03	CMA	0010	Draft Carlyn Taylor Deposition outline (3.5); call w/A. Qureshi re: Mule Deposition (.2)	3.70

Date	Tkpr	Task		Hours
12/12/03	IH	0010	Communicated with Colin Adams regarding objection to second amended final order authorizing use of cash collateral.	0.40
12/12/03	IH	0010	Retrieved exhibits for objection regarding second amended order authorizing use of cash collateral.	0.90
12/14/03	AQ	0010	Review and analyze draft objection to Lazard retention, and edit same.	1.50
12/14/03	AQ	0010	Review and analyze Ed Mule deposition transcript.	0.70
12/15/03	ISD	0010	Revise cash collateral obj. (2.1).	2.10
12/15/03	AQ	0010	Review and edit C. Taylor deposition outline.	1.30
12/15/03	AQ	0010	Review and select exhibits for C. Taylor deposition.	0.80
12/15/03	AQ	0010	Depose C. Taylor.	1.80
12/15/03	AQ	0010	Confer with I. Dizengoff, P. Dublin, and C. Adams regarding Lazard retention.	0.50
12/15/03	PCD	0010	Revise cash collateral objection (.6); confer with I. Dizengoff regarding same (.5); confer with A. Qureshi regarding same (.2); confer with C. Adams regarding same (.2); calls regarding chambers conference (.2); confer with Akin team regarding chambers conference (.3).	2.00
12/15/03	PCD	0010	Revise cash collateral objection (.6); confer with I. Dizengoff regarding same (.5); confer with A. Qureshi regarding same (.2); confer with C. Adams regarding same (.2); calls regarding chambers conference (.2); confer with Akin team regarding chambers conference (.3).	2.00
12/15/03	TY	0010	Assembling deposition exhibits.	2.50
12/15/03	CMA	0010	Prepare for C. Taylor deposition (1.6); Attend Taylor deposition (2.0); Revise objection (3.1).	6.70
12/15/03	CMA	0010	Revise Taylor outline (1.1); O/C w/A. Qureshi re: objection strategy and timing (.6).	1.70
12/15/03	IH	0010	Communicated with Colin Adams regarding filing of objection to second amended cash collateral order.	0.30
12/15/03	IH	0010	Retrieved exhibits for objection to cash collateral order.	0.40
12/16/03	ISD	0010	Review Mule depo (.6).	0.60
12/16/03	ISD	0010	Mtg. w/Banks re: Lazard retention (1.0); T/C G. Singer and Mark T. re: same (.6).	1.60
12/16/03	AQ	0010	Review and analyze Carlyn Taylor deposition transcript.	0.60
12/16/03	AQ	0010	Review and edit draft objection.	0.60
12/16/03	PCD	0010	Calls with Shryock regarding cash collateral order (.5); confer with I. Dizengoff regarding same (.5); confer with C. Adams regarding same (.4).	1.40
12/16/03	CMA	0010	Compromise discussions w/Lenders' counsel (.5).	0.50
12/16/03	CMA	0010	Review Taylor Deposition Transcript (1.1); Revise objection (3.5); Revise sealing motion (.3); Draft objection for filing under seal (.3); Draft transmittal email (.3); Draft transmittal to Judge Drain (.3); Redact Lazard objection (1.8).	7.60
12/16/03	IH	0010	Prepared exhibits to objection to second amended cash collateral order to be filed under seal with corresponding objection.	0.70
12/16/03	IH	0010	Prepared deposition transcript excerpts to be filed as exhibits to objection to second amended cash collateral order.	0.60
12/16/03	IH	0010	Filed Motion to File Objection Under Seal re Second Amended Cash Collateral Order.	0.30
12/16/03	IH	0010	Reviewed objection to second amended cash collateral order for excerpts of deposition transcripts.	0.80
12/16/03	IH	0010	Assisted in preparing objection to second amended final cash collateral order.	1.10
12/17/03	ISD	0010	O/C C. Adams and P. Dublin re: cash collateral issues (.6).	0.60
12/17/03	PCD	0010	Call with I. Dizengoff regarding cash collateral budget (.2).	0.20
12/17/03	CMA	0010	T/Cs w/Lender counsel re: Lazard settlement (.6); T/Cs w/Debtors' counsel re: same (.4); Review letter agreement (.3); Review revised orders (.6); Review 11/24 Budget (.2); T/Cs w/Debtors' counsel re: same (.5); T/Cs w/Houlihan Lokey re: Budget (.6); T/Cs w/G. Singer re: same	6.20

Date	Tkpr	Task		Hours
			(.2); Review cash collateral order re: Budget procedures (.4); Review hearing transcripts re: same (.5); Draft letter to Debtors' counsel re: Budget and Bonus payments (1.9).	
12/18/03	ISD	0010	Review Taylor depo. (.2); Revise FA settlement ltr. (.3).	0.50
12/18/03	IH	0010	Draft Notice of Withdrawal for Motion to File Under Seal the Official Committee's Objection to the Second Amended Cash Collateral Order.	1.20
12/19/03	ISD	0010	O/C P. Dublin, C. Adams re: cash collateral budget issues and next steps (1.1).	1.10
12/22/03	IH	0010	Complete the filing of the Notice of Withdrawal for Motion to File Under Seal of the Official Committee's Objection to the Second Amended Cash Collateral Order.	0.40
12/24/03	ISD	0010	Review CC reprt.	0.40
12/05/03	TWD	0011	Telephone call with I. Dizengoff re: review of Genuity/Level 3 subcontract review (.30)	0.30
12/05/03	KK	0011	Conference call with I. Dizengoff and P. Dublin regarding Level 3 contract (.2); review same (1.1).	1.30
12/18/03	NGA	0011	Conference with T. Davidson and K. Koopersmith re: interpretation of key provisions of hosted modem contract (1.5); draft and distribute discussion agenda for subsequent conferences with respect to hosted modem contract; research impact of Section 2.5(g) of Amendment III on termination provision of Section 2.4 (Competitive Offer) (5.1).	6.60
12/03/03	ISD	0012	O/C C. Adams re: trustee bar date issues (.4).	0.40
12/08/03	CMA	0012	T/C w/Debtors' counsel re: POC issues (.3).	0.30
12/09/03	CMA	0012	T/C w/Nortel counsel re: pre-petition claims (.3); Debtors' counsel re: same (.2).	0.50
12/11/03	CMA	0012	T/Cs w/trustees' counsel re: proof of claim issues (.2); T/Cs w/Debtors' counsel re: same (.2).	0.40
12/12/03	CMA	0012	Calls w/Indenture trustee re: claim issues (.2); debtor counsel re: same (.2).	0.40
12/15/03	CMA	0012	T/C w/J. Henes re: POC issues (.3).	0.30
12/09/03	CMA	0015	T/C w/B. Reid re: Bellsouth/Con Edison (.2).	0.20
12/02/03	DJM	0018	Research regarding Texas tax issues.	3.70
12/04/03	DJM	0018	Preparation of objection regarding Texas tax law.	3.70
12/05/03	DJM	0018	Settlement discussions with M. Eidman.	2.50
12/05/03	JMT	0018	Conference with Mr. Micciche (.1); analyze additional issues (.7); revise objection to Scott, Douglas, McConnico fees (1.3).	2.10
12/18/03	PCD	0019	Call with Kirkland & Ellis regarding proposed payments to employees (.1); review materials regarding same (.3).	0.40
12/19/03	PCD	0019	Review bonus payment docs (.3); confer with I. Dizengoff regarding same (.5); call with Singer regarding same (.2); confer with C. Adams regarding same (.2); e-mails regarding same (.1).	1.30
12/22/03	ISD	0019	Analysis of year-end bonus info (1.0); O/C P. Dublin re: same (.6).	1.60
12/22/03	PCD	0019	Calls with HLHZ regarding bonus payments (.4); review materials regarding same (.5); confer with C. Adams regarding same (.2); confer with I. Dizengoff regarding same (.4); calls with Kirkland & Ellis regarding same (.3).	1.80
12/22/03	CMA	0019	Call with Debtors' counsel re: 2003 Bonus (.4); Calls with Houlihan re: same (.4); Office conference with P. Dublin re: same (.6).	1.40
12/23/03	CMA	0019	Research re: 2003 Bonus Program (.9).	0.90
12/24/03	CMA	0019	O/C w/I. Dizengoff re: Bonus Program issues (.5).	0.50
12/29/03	KK	0019	Review materials regarding KERP including analysis of eligible employees and explanation produced by company (3.5); telephone calls and meet with I. Dizengoff regarding KERP strategy on motion and [redacted] and discovery (1.7).	5.20
12/29/03	ISD	0019	Revise KERP [redacted] (1.5); T/Cs HLHZ re: year end bonus issues (1.1).	2.60
12/29/03	ISD	0019	Conf. call w/lit. team re: year-end bonuses (.8).	0.80

Date	Tkpr	Task		Hours
12/29/03	PCS	0019	Research regarding document requests for K. Koopersmith.	0.50
12/29/03	PCD	0019	Calls with I. Dizengoff regarding bonus payments (.4); call with I. Dizengoff and D. Trucano regarding same (.2); review bonus payment motion (.8); review KERP motion (.4); review cash collateral orders (.2); [redacted] (4.1).	6.10
12/30/03	KK	0019	Draft document requests and letter regarding depositions regarding hearing and discuss same with I. Dizengoff, revise requests and HLHZ's proposal (5.9); review motion for pay bonuses (.9); conference call with Akin Gump attorneys regarding Level 3 issues and e-mails regarding same, prepare for call (1.4); conference call with Level 3 and discuss same (1.1).	9.30
12/30/03	ISD	0019	Revise KERP [redacted] (.9); Conf call w/P. Dublin re: same (.8).	1.70
12/30/03	ISD	0019	O/C K. Koopersmith re: employee bonus discovery issues (2.2); Draft and revise ltr. to K&E re: discovery (1.0).	3.20
12/30/03	CMA	0019	Draft memorandum to Committee re: Year-End Bonus Program (1.7).	1.70
12/31/03	ISD	0019	T/Cs C. Adams re: bonus discovery and follow-up (.5).	0.50
12/31/03	CMA	0019	T/Cs w/Debtors' counsel re: Bonus issues (.3); Draft email to Debtors' counsel re: same (.3); T/Cs w/I. Dizengoff, K. Koopersmith re: same (.3).	0.90
12/03/03	PCD	0021	Calls regarding exclusivity (.4); confer with I. Dizengoff regarding same (.2); calls with Singer regarding same (.1); review exclusivity pleading/stipulation (.2).	0.90
12/08/03	PCD	0021	E-mails regarding exclusivity (.3); review exclusivity motion supplement (.6); review exclusivity bridge order (.2).	1.10
12/11/03	ISD	0021	T/C Committee members re: exclusivity (.6).	0.60
11/26/03	RWP	0024	Review new Asset Purchase Agreements.	2.00
11/26/03	RWP	0024	Conference call regarding Asset Purchase Agreement and status.	1.00
11/30/03	RWP	0024	Review Corvis Asset Purchase Agreement.	1.50
11/30/03	EDM	0024	Review and analyze Corvis and Allegiance revised Asset Purchase Agreements.	1.80
12/01/03	ISD	0024	T/C G. Singer re: Q & Corvis negotiations (.5).	0.50
12/01/03	ISD	0024	Conf. call w/Tresnowski re: Q & L3 (.8).	0.80
12/02/03	RWP	0024	Review term sheet comparisons on Asset Purchase Agreements - Corvis vs. Qwest.	1.00
12/02/03	RWP	0024	Conference call regarding Qwest.	0.50
12/02/03	ISD	0024	T/C R. Parks and E. McGrady re: APAs and summary (.4); Email Tresnowski re: deal status (.2).	0.60
12/02/03	PCD	0024	Review memo regarding status of bids and options (.4); call with Company regarding same (.8); calls with Singer regarding same (.3); calls with HLHZ regarding same (.4) ; confer with I. Dizengoff regarding same (.2); call with Mcgrady regarding same (.2); call with Parks regarding same (.1); e-mails regarding same (.2)	2.60
12/02/03	EDM	0024	Conference call with committee and Company regarding status of sale of company and strategy regarding same.	1.10
12/02/03	CMA	0024	Review 'timeline' re: transaction timing (.2); Conf. call re: same (.6).	0.80
12/03/03	ISD	0024	Review sale pleadings (1.0).	1.00
12/03/03	PCD	0024	Calls regarding sale process (.8); confer with Dizengoff re same (.2).	1.00
12/04/03	ISD	0024	Conf. call w/Mark T. re: L3 issues (1.2).	1.20
12/04/03	PCD	0024	Call with company regarding sale process (.7); call with Singer regarding same (.3); confer with I. Dizengoff regarding same (.4).	1.40
12/05/03	ISD	0024	T/C Mark T., Gary S. re: L3 & Q	1.10
12/05/03	PCD	0024	Calls with Company, Kirkland & Ellis regarding sale process (.7)); confer with I. Dizengoff regarding sale process (.4); calls with HLHZ regarding sale process (.4); calls with Singer regarding sale Process (.2)	1.70
12/05/03	CMA	0024	Conf. call re: sales other open issues.	0.70
12/08/03	ISD	0024	T/C G. Singer re: bid status (.5); T/C A. Qureshi re: Lazard retention issues (.4).	0.90

Date	Tkpr	Task		Hours
12/08/03	ISD	0024	Review APAs and status (1.5).	1.50
12/09/03	ISD	0024	Conf. call w/HLHZ re: M&A strategy (.7).	0.70
12/09/03	CMA	0024	O/C w/I. Dizengoff re: bid issues (.3); T/C w/J. Henes re: same (.3).	0.60
12/10/03	PCD	0024	Call with Company regarding sale process (1.1); call with I. Dizengoff regarding same (.2); call with R. Parks regarding same (.2); call with G. Singer regarding same (.1).	1.60
12/10/03	CMA	0024	Conf. call re: bids, L3 contract, other issues (1.2).	1.20
12/11/03	TWD	0024	Telephone call from C. Adeg re: analysis of Integrated Network Solution Purchase Agreement.	0.20
12/11/03	KK	0024	Review Genuity contract (1.4) and telephone call with I. Dizengoff (.1).	1.50
12/11/03	ISD	0024	T/C G. Singer re: sales process update (.3); Conf. call w/Debtors and HLHZ re: M&A update (1.0).	1.30
12/12/03	TWD	0024	Reviewed Integrated Network Solution between Allegiance and Genuity.	1.10
12/12/03	CMA	0024	Call w/KDW re: asset purchase issues, contract rejection/assumption.	0.30
12/15/03	TWD	0024	Reviewed Integrated Network Solutions Purchase Agreement (1.3); office conference with N. Alexander re: same (.2).	1.50
12/15/03	ISD	0024	T/Cs KK and TD re: L3 issues (.5); O/C G. Singer re: Q contract and issues and strategy (.4); O/C P. Dublin re: same (1.0).	1.90
12/15/03	PCD	0024	Calls regarding sale process (.7)	0.70
12/15/03	NGA	0024	Review and draft initial summary of hosted modem service contract.	1.20
12/15/03	CMA	0024	T/Cs w/G. Singer, I. Dizengoff re: [redacted], Qwest and other bidders (.5).	0.50
12/16/03	TWD	0024	Telephone call with P. Dublin, N. Alexander, K. Koopersmith, and Allegiances Mark S. re: Level 3/Allegiance Integrated Network Services Agreement (1.2); telephone call with N. Alexander and K. Koopersmith re: same (.4).	1.60
12/16/03	KK	0024	Prepare for call (1.3); participate in telephone call with Allegiance personnel regarding L3 contract (.9); follow up conversation with T. Davidson and N. Alexander (.4); telephone call with P. Dublin to update on status (.1).	2.70
12/16/03	PCD	0024	Call with Company, K. Koopersmith and Davidson regarding Level 3 (1.1); confer with I. Dizengoff regarding same (.2).	1.30
12/16/03	NGA	0024	Review and draft initial summary of hosted modem service contract.	1.10
12/16/03	NGA	0024	Conference with T. Davidson and K. Koopersmith re: hosted modem contract.	1.60
12/16/03	CMA	0024	Draft email to committee re: bid issues (.3).	0.30
12/16/03	CMA	0024	Conf. call w/G. Singer, Debtors' counsel re: purchase offers (.9); O/C w/P. Dublin, I. Dizengoff re: Level 3 contract (.2).	1.10
12/17/03	RWP	0024	Review latest draft of Qwest asset purchase agreement.	2.00
12/17/03	ISD	0024	Multiple t/cs Debtors re: Q strategy (1.0); Multiple t/cs G. Singer re: bids (.4).	1.40
12/17/03	ISD	0024	Review Q bid summary (.7).	0.70
12/17/03	PCD	0024	Calls with I. Dizengoff regarding sale status (.3); e-mails regarding same (.2); call with C. Adams regarding same (.1); confer with HLHZ regarding sale status (.1).	0.70
12/17/03	NGA	0024	Review and revise initial summary of hosted modem service contract.	1.60
12/17/03	CMA	0024	T/Cs w/Debtors' counsel re: Qwest bid (.4); Review Qwest APA (.7); Review and revise lock-up order, multiple drafts (1.1); Draft memo to committee re: same (.5); Review Qwest bid summary (.6).	3.30
12/18/03	TWD	0024	Reviewed and analyzed relevant provisions in agreement between Level b and Allegiance including dispute (1.50); office conference with N. Alexander re: same (.30); telephone call with K. Koopersmith and N. Alexander to analyze relevant provisions and Allegiance's to potential exposure (2.00); review talking points containing analysis of issue and possible Allegiance liability (.70); office conference with N. Alexander re: same (.30)	4.80

Date	Tkpr	Task		Hours
12/18/03	KK	0024	Prepare for call (.5); telephone call with Davidson and Alexander (1.5); review agenda and message to I. Dizengoff regarding same (.2).	2.20
12/18/03	ISD	0024	Analysis of HLHZ covert. debt (.5).	0.50
12/18/03	ISD	0024	O/C P. Dublin re: L3 issues (.6); T/C J. Henes re: [redacted] bid (.2).	0.80
12/18/03	PCD	0024	Review proposed scheduling order (.2); confer with I. Dizengoff regarding same(.1); review APA (.8); review bid term sheet (.3); confer with I. Dizengoff regarding sale issues (.4); confer with C. Adams regarding bidding procedures (.2); review bidding procedures documents (.2); e-mails regarding APA (.2); calls with creditors regarding proposed asset sale (.7).	3.10
12/18/03	CMA	0024	T/Cs w/creditors and bondholders re: Qwest transaction (2.3).	2.30
12/19/03	ISD	0024	O/C P. Dublin, Kim Koopersmith, Tom Davidson re: L3 analysis (1.0); T/C G. Singer re: [redacted] bid (.2).	1.20
12/19/03	ISD	0024	Review Q APA (1.2).	1.20
12/19/03	PCD	0024	Review APA (1.2); calls regarding Sale (1.5); review bidding procedures docs (.5).	3.20
12/19/03	FG	0024	Conference with C. Adams re: binder for Stalking Horese Bid Materials (0.2); Prepared binder re: same (0.6).	0.80
12/19/03	CMA	0024	Review bidding procedures order (1.3).	1.30
12/19/03	CMA	0024	Calls with creditors re: Quest bid (1).	1.00
12/21/03	RWP	0024	Review Allegiance summary /issues list.	1.50
12/21/03	PCD	0024	Review Sale Transaction Documents (2.3).	2.30
12/21/03	EDM	0024	Review Execution draft of Qwest Asset Purchase Agreement, Bid Procedures Motion; Bid Procedures Order, Sale Motion and Sale Order	3.20
12/22/03	ISD	0024	Review Q issues list (1.5).	1.50
12/22/03	PCD	0024	Review Sale documents (2.1); confer with C. Adams regarding bidding procedures objection (.3); calls with McGrady regarding APA issues (.2); review memos regarding APA issues (.2); review and revise summary of APA and bidding procedures (1.1); confer with I. Dizengoff regarding sale issues (.5)	4.40
12/22/03	EDM	0024	Review Asset Purchase Agreement.	0.70
12/22/03	EDM	0024	Draft issues list re: Qwest Asset Purchase Agreement	1.80
12/22/03	EDM	0024	Telephone Conference with C. Adams re: issues list and objections to sale motion.	0.70
12/22/03	CMA	0024	Draft memo re: bid procedures motion (6.9); Draft bid procedures objection (.9); Office conference with P. Dublin re same (.4); Call with E. McGrady re: sale issues (.6).	8.80
12/23/03	TWD	0024	Email correspondence with I. Dizengoff regarding Level 3/Allegiance managed modem services agreement.	0.30
12/23/03	ISD	0024	T/C CTA re: L3 business issues (.2); T/C G. Singer re: same (.2); Review summary of bid procedures motion (.5); O/C P. Dublin and C. Adams re: obj. to same (.6); Draft ltr. to K&E re: APA schedules (.5); T/C Henes re: same (.2); Analysis of bid procedures motion (.9).	3.10
12/23/03	PCD	0024	Review sale materials (1.1); research regarding 363 (.8); review bidding procedures (.7); calls regarding Alllegiance asset sale with creditors (1.2); confer with I. Dizengoff regarding sale issues (.5); confer with C. Adams regarding sale issues (.8).	5.10
12/23/03	CMA	0024	Draft memo re: bidding procedures (3.7); Draft bidding procedures objection (3.7); Draft letter re: provision of schedules (1.1); Call with D. Trucano re: sale issues (.8).	9.30
12/24/03	ISD	0024	Email M. Tres. re: L3 update (.2); T/C G. Singer re: same (.2).	0.40
12/24/03	NGA	0024	Review Allegiance and Level 3 hosted modem services contract.	0.20
12/24/03	CMA	0024	Draft Bid Procedures objection (4.0); T/C w/Debtors' counsel re: same (.5).	4.50
12/27/03	CMA	0024	Draft Bid Procedures objection (4.5).	4.50
12/28/03	NGA	0024	Review Allegiance and Level 3 hosted modem services contract.	1.70
12/29/03	TWD	0024	Email correspondence from and to I. Dizengoff re: conference with	0.40

Date	Tkpr	Task		Hours
			Allegiance lawyers re: Level 3 agreement (0.10); reviewed notes re: same (0.30).	
12/29/03	ISD	0024	T/C T.D. re: L3 issues (.5).	0.50
12/29/03	ISD	0024	T/Cs HLHZ and CTA re: L3 issues (.6).	0.60
12/30/03	TWD	0024	Conference call with Level 3's John Ryan, I. Dizengoff, K. Coopersmith and N. Alexander to obtain summary of Level 3's basis for contract dispute with Allegiance under managed modem services agreement (1.00); conference call with I. Dizengoff, K. Coopersmith and N. Alexander to brief I. Dizengoff on analysis of Level 3 contract claims (1.00); post-Level 3 conference call debrieffing with I. Dizengoff, K. Coopersmith and N. Alexander; (.50); reviewed and revised and transmitted questions to M. Tresnowski on Level 3 contract dispute (1.00).	3.10
12/30/03	ISD	0024	Conf. call w/L3 re: K issues (1.1); Conf. call w/KK, TD re: L3 (1.0).	2.10
12/30/03	NGA	0024	Draft email to M. Tresnowski (Allegiance) regarding questions stemming from review of hosted modem contract.	0.00
12/30/03	NGA	0024	Conference call with J. Ryan (Level 3), M. Schadle (Blank Rome), I. Dizengoff, K. Koopersmith, T. Davidson regarding Level 3 issues with Allegiance and Level 3 hosted modem contract; follow-up conference with I. Dizengoff, K. Koopersmith, and Tom Davidson.	1.50
12/30/03	CMA	0024	Draft Bidding Procedures objection (5.2); Research re: same (1.4).	6.90
12/31/03	CMA	0024	Revise Bidding Procedures objection (2.8); Research re: same (.6).	3.40
12/05/03	AQ	0025	Return travel from Chicago (actual time - 2.0).	1.00
12/18/03	CMA	0025	Return from hearing (actual time - .7).	0.35
			Total Hours	482.85

AKIN GUMP
STRAUSS HAUER & FELD LLP
Attorneys at Law

ALLEGIANCE TELECOM
ATTN: ROYCE HOLLAND
9201 NORTH CENTRAL EXPRESSWAY
DALLAS, TX 75231

Invoice Number	807968
Invoice Date	02/09/04
Client Number	601342
Matter Number	0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 01/31/04 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		HOURS	VALUE
0002	General Case Administration	3.80	$1,133.00
0003	Akin Gump Fee Application/Monthly Billing Reports	2.40	$432.00
0004	Analysis of Other Professionals Fee Applications/Reports	1.40	$231.00
0007	Creditors Committee Meetings	4.10	$2,347.50
0008	Court Hearings	17.30	$7,290.00
0009	Financial Reports and Analysis	1.90	$1,187.50
0010	DIP and Exit Financing	0.80	$500.00
0012	General claims Analysis/Claim Objections	5.20	$858.00
0013	Analysis of Pre-Petition Transactions	3.40	$1,530.00
0015	Analysis of Secured Claims/Adequate Protection Issues	3.60	$1,530.00
0018	Tax Issues	0.20	$88.00
0019	Labor Issues/Employee Benefits	366.05	$164,121.75
0022	Plan and Disclosure Statement and Plan Related Documentation	8.20	$4,215.00
0024	Asset/Stock Transaction/Business Liquidations	132.45	$64,725.25
	TOTAL	550.80	$250,189.00

Date	Tkpr	Task		Hours
01/11/04	PCD	0002	Call with I. Dizengoff regarding pending issues (sale, [redacted], bonuses) (.2).	0.20
01/11/04	CMA	0002	General case administration; review new filings and motions (.8).	0.80
01/12/04	IH	0002	Update to do list.	0.40
01/16/04	FG	0002	Retrieved hearing transcript for P. Dublin (0.4).	0.40
01/20/04	IH	0002	Maintain calendar of upcoming events.	0.40
01/23/04	CMA	0002	Calls with various creditors re: bidding procedures/sale (.7).	0.70
01/26/04	ISD	0002	T/Cs Grubin re: Committee issues (.3).	0.30
01/30/04	IH	0002	Update to do list.	0.60
01/12/04	PS	0003	Review and prepare documents re monthly fee statement.	0.40
01/14/04	PS	0003	Review and prepare documents re monthly fee statement.	0.30
01/15/04	PS	0003	Review and prepare documents re monthly statement.	0.30
01/20/04	PS	0003	Review and prepare documents re fee statement.	0.30
01/22/04	PS	0003	Review and prepare documents re monthly fee statement.	1.10
01/20/04	IH	0004	Maintain fee chart.	0.40
01/21/04	IH	0004	Update fee chart.	0.60
01/30/04	IH	0004	Update fee chart.	0.40
01/08/04	KK	0007	Prepare for conference call with committee(.5); conference call with committee and follow up discussions with Akin Gump attorneys (1.0).	1.50
01/08/04	ISD	0007	Conf. call w/Committee re: same and strategy (1.0); O/C P. Dublin re: same (.8).	1.80
01/08/04	PCD	0007	Participate in committee call regarding bid procedures, [redacted], pending matters (.8).	0.80
01/08/04	IH	0008	Review docket for objections to Debtors' motion re bidding procedures. (.6) Construct binder with objections to Debtors motion re bidding procedures in preparations for hearing. (1)	1.60
01/09/04	ISD	0008	Attend ct. hearing on bid procedures (3.0).	3.00
01/09/04	PCD	0008	Prepare for bid procedures hearing (2.7); attend bid procedures hearing (6.4).	9.10
01/14/04	IH	0008	Prepare hearing binder.	1.40
01/20/04	CMA	0008	Prepare for Allegiance hearing (2.1); T/Cs w/Debtors' counsel re: hearing (.1).	2.20
01/29/04	ISD	0009	Review cash collateral reports (.5).	0.50
01/30/04	ISD	0009	Review cash collateral rept (.9); T/C P. Dublin re: M&A update (.5).	1.40
01/08/04	ISD	0010	Review cash collateral reports (.8).	0.80
01/28/04	IH	0012	Communicate with Colin Adams re transfer of claims.	0.30
01/29/04	IH	0012	Review docket to retrieve Notice of Transfer Claims. (1.3); Construct chart of transferred claims. (3.0); Revise chart as requested. (.6).	4.90
01/23/04	PCD	0013	Draft and revise memo to Committee regarding bank investigation and notes claims (3.2); confer with I. Dizengoff regarding same (.2).	3.40
01/07/04	PCD	0015	Revise bank stipulation (.4); calls regarding bank stipulation (.2); e-mails regarding bank stipulation (.1).	0.70
01/27/04	PCD	0015	Call with Baena, Turkin and C. Adams regarding bank lien issues and potential litigation (.9); review materials in preparation for call (.6); confer with C. Adams regarding call (.2).	1.70
01/27/04	CMA	0015	Call with S. Baena re: claim analysis (.9); prepare for case (.3).	1.20
01/23/04	PC	0018	Discuss status with P. Dublin.	0.20
01/05/04	KK	0019	Telephone calls with P. Dublin regarding Bonus motion (.8); review materials regarding motion and discovery (2.9); telephone calls with T. Davidson regarding [redacted] issues and review dates (.9).	4.60
01/05/04	ISD	0019	O/C P. Dublin and K. Koopersmith re: year-end bonus issues (.9).	0.90
01/05/04	PCD	0019	Calls with HLHZ regarding bonus payments (.6); confer with I. Dizengoff regarding bonus payments (.4); review discovery request letter (.1); calls with K. Koopersmith regarding bonus payments and	1.80

Date	Tkpr	Task		Hours
			discovery (.4); calls to Kirkland & Ellis regarding same (.1); calls with Chambers regarding hearing schedule (.2).	
01/06/04	KK	0019	Conference call with Houlihan and prepare for same (2.3); prepare for hearing with court and review discovery issues (1.5); telephone hearing with court (1.0); conference call with company (2.1); meet with A. Qureshi regarding Allegiance bonus and organize documents to prepare A. Qureshi (1.0); review [redacted] issues with T. Davidson and review memo (.4).	8.30
01/06/04	AQ	0019	Review and analyze draft discovery request.	0.30
01/06/04	AQ	0019	Confer with P. Dublin regarding proposed bonus payment.	0.20
01/06/04	AQ	0019	Confer with K. Koopersmith regarding proposed bonus payment and discovery requests.	0.50
01/06/04	AQ	0019	Review and analyze Debtor's motion authorizing bonus payments.	0.70
01/06/04	PCD	0019	Confer with K. Koopersmith regarding bonus payments (.2); call with court regarding hearing on bonus payments (.6); confer with I. Dizengoff regarding bonus payments (.9); review KERP motion (.3); review bonus motion (.4); call with A. Qureshi regarding status (.2); call with Committee members regarding bonus payments (.3); calls with D. Trucano regarding same (.2); e-mails regarding same (.2).	5.10
01/06/04	PCD	0019	Confer with K. Koopersmith regarding bonus payments (.2); call with court regarding hearing on bonus payments (.6); confer with I. Dizengoff regarding bonus payments (.9); review KERP motion (.3); review bonus motion (.4); call with A. Qureshi regarding status (.2); call with Committee members regarding bonus payments (.3); calls with D. Trucano regarding same (.2); e-mails regarding same (.2).	3.30
01/06/04	MMA	0019	Start creating binder sets of all Bonus related documents.	1.00
01/07/04	KK	0019	Prepare for discovery call with K&E (.4); telephone calls with K&E team regarding discovery issues and discuss discovery with Akin Gump attorneys (1.3).	1.70
01/07/04	AQ	0019	Confer with K. Koopersmith regarding Bonus program discovery.	0.40
01/07/04	AQ	0019	Conference call with Kirkland & Ellis regarding discovery related to Bonus Program.	0.40
01/07/04	AQ	0019	Review and analyze documents related to 2003 bonus.	0.80
01/08/04	KK	0019	Telephone call with K&E and review of discovery request from K&E and analyze documents and deposition issues (1.7); prepare for depositions an discuss same with Akin Gump attorneys (2.6).	4.30
01/08/04	ISD	0019	O/C K. Koopersmith et al. re: year end bonus discovery issues (.9).	0.90
01/08/04	AQ	0019	Confer with K. Koopersmith regarding bonus plan discovery.	0.30
01/08/04	AQ	0019	Correspond with K&E regarding despositions.	0.20
01/08/04	AQ	0019	Confer with P. Dublin regarding discovery issues.	0.20
01/08/04	PCD	0019	Calls regarding bonus issues (.3); e-mails regarding bonus discovery (.2); calls with Abid Qureshi regarding bonus issues (.2); confer with I. Dizengoff regarding bonus issues (.4).	1.10
01/09/04	KK	0019	Telephone calls with A. Qureshi and discuss letter to K&E regarding noncompliance (.6); telephone call with Akin Gump attorney regarding hearing and information for depositions (.5); conference with A. Qureshi regarding scheduling deposition and strategy (.9); review bidding procedures papers (1.0); outline deposition and hearing issues (2.5).	5.50
01/09/04	AQ	0019	Conference call with I. Dizengoff, K. Koopersmith and P. Dublin regarding bonus discovery.	0.40
01/09/04	AQ	0019	Correspond with K&E regarding bonus discovery.	0.30
01/09/04	AQ	0019	Telephone conference with A. Clubok regarding discovery.	0.20
01/09/04	AQ	0019	Confer with J. Berger regarding objection to 2003 bonus payment.	0.20
01/09/04	PCD	0019	Confer with Akin team regarding bonus motion (.8); confer with I. Dizengoff regarding same (.3).	1.10
01/09/04	JLB	0019	Deposition preparation.	0.50
01/10/04	KK	0019	Review materials to prepare for depositions.	2.00

Date	Tkpr	Task		Hours
01/10/04	AQ	0019	Conference call with Dave Trucano and Craig Styris at Houlihan regarding 2003 bonus.	0.70
01/10/04	AQ	0019	Review and analyze documents produced by Debtors in connection with 2003 bonus.	1.80
01/10/04	PCD	0019	Call with D. Trucano regarding bonus motion (.4).	0.40
01/11/04	KK	0019	Review materials to prepare for depositions and outline issues (3.5); telephone call with A. Qureshi regarding depositions and documents produced by K&E (.2).	3.70
01/11/04	AQ	0019	Telephone conference with T. Mace at K&E regarding discovery related to 2003 bonus.	0.40
01/11/04	AQ	0019	Review and analyze documents produced by Debtors in connection with 2003 bonus.	3.50
01/11/04	AQ	0019	Draft e-mail to Akin team regarding K&E documents.	0.50
01/11/04	PCD	0019	Call with A. Qureshi regarding bonus issues (.2); review bonus materials (.5).	0.70
01/11/04	JLB	0019	Deposition preparation.	3.10
01/12/04	KK	0019	Meet with Akin Gump team regarding discovery and hearing (.8); conference call with HL regarding spreadsheet for hearing and review data (1.6); follow ups with A. Qureshi regarding status of depositions and documents (.5); review KERP filings and documents for hearing (2.8).	5.70
01/12/04	ISD	0019	Review MT depo outline (1.0); O/C A. Qureshi, HLHZ re: bonus motion (1.5).	2.50
01/12/04	AQ	0019	Meet with K. Koopersmith, I. Dizengoff and P. Dublin regarding 2003 bonus discovery.	0.60
01/12/04	AQ	0019	Conference call with K. Koopersmith, P. Dublin, J. Berger and D. Trucano at Houlihan regarding 2003 bonus.	1.50
01/12/04	AQ	0019	Review and analyze KERP deposition transcripts and exhibits with respect to 2003 bonus dispute.	2.80
01/12/04	AQ	0019	Meet with P. Dublin, J. Berger, I. Dizengoff and D. Trucano to review documents being produced by the Committee.	1.50
01/12/04	AQ	0019	Review and analyze Debtors' document production to prepare for depositions on 2003 bonus.	3.40
01/12/04	PCD	0019	Calls with HLHZ regarding bonus issues (1.4); meetings with Akin team regarding same (3.1); draft objection (1.3); research regarding bonus issues (2.8); confer with I. Dizengoff regarding same (.4); calls with A. Qureshi regarding bonus issues (.5); review public filings regarding accruals (.6).	10.10
01/12/04	JLB	0019	Deposition preparation.	8.10
01/12/04	JRA	0019	Meeting with J. Berger re: Doc review & deposition prep (.3); Reviewing and flagging documents to be used for deposition (4.3); Deposition prep - meeting with J. Berger, A. Qureshi discussing which docs to include - gathering needed documents and preparing for scanning, copying (6.1).	10.70
01/13/04	KK	0019	Meet with Akin Gump attorneys regarding deposition and hearing issues and comments with K&E regarding same (3.7); discuss privilege issues (.2); prepare for comp committee deposition (2.3).	6.20
01/13/04	ISD	0019	Review and revise Tres. dep outline (1.1); O/C A. Qureshi re: same (.5).	1.60
01/13/04	ISD	0019	Review Committee doc. production (.5).	0.50
01/13/04	AQ	0019	Review and analyze "expert report" of Paul Street.	1.40
01/13/04	AQ	0019	Prepare for Tresnowski deposition.	1.70
01/13/04	AQ	0019	Telephone conference with D. Trucano regarding M. Tresnowski deposition.	0.60
01/13/04	AQ	0019	Review and analyze Debtors' document production related to 2003 bonus.	3.30
01/13/04	AQ	0019	Review and analyze Debtors' business plans, cash flow reports, board reports, and SEC filings regarding 2003 bonus.	4.20

Date	Tkpr	Task		Hours
01/13/04	AQ	0019	Draft and revise deposition outline for Mark Tresnowski regarding 2003 bonus.	3.70
01/13/04	AQ	0019	Confer with K. Koopersmith regarding 2003 bonus issues.	0.50
01/13/04	AQ	0019	Confer with I. Dizengoff regarding Tresnowski deposition.	0.30
01/13/04	AQ	0019	Confer with P. Dublin regarding 2003 bonus issues.	0.40
01/13/04	PCD	0019	Review bonus payments discovery (2.3); draft objection to bonus payments (1.2); confer with I. Dizengoff regarding bonus issues (.5); confer with Akin team regarding bonus issues (.6); calls with HLHZ regarding bonus issues (.8); review Tresnowski deposition outline (.3); confer with I. Dizengoff regarding same (.1).	5.80
01/13/04	JLB	0019	Prepare documents for production (1.3); deposition preparation (9.8).	11.10
01/13/04	JH	0019	Research regarding who can attend an deposition. Conference with K. Koopersmith regarding the same.	2.00
01/13/04	JRA	0019	Deposition prep - copying docs, organizing into separate folders, rescanning pdf's and emailng to various parties, arranging for messenger service for hard copies of PDF's, meeting with P. Dublin to discuss edits to depo draft, entering edits into new version(6.8)	6.80
01/14/04	KK	0019	Prepare for hearing regarding bonuses by review and documents and outling issues and questions (4.3); telephone call with A. Klubok of K&E to discuss evidentiary disputes and deposition issues (.5); telephone calls with A. Qureshi regarding Tresnowski and Terry depositions (.8); telephone call with I. Dizengoff regarding Singer deposition and strategy of hearing (.5).	6.10
01/14/04	AQ	0019	Depose Annie Terry.	0.90
01/14/04	AQ	0019	Depose Mark Tresnowski.	6.80
01/14/04	AQ	0019	Prepare for deposition of A. Terry.	0.70
01/14/04	AQ	0019	Review and analyze additional documents produced by Debtors related to 2003 bonus.	2.30
01/14/04	AQ	0019	Meet with D. Trucano and J. Berger to prepare for Tresnowski depositioin.	1.70
01/14/04	AQ	0019	Confer with K. Koopersmith regarding Tresnowski deposition.	0.50
01/14/04	AQ	0019	Confer with P. Dublin regarding draft objection.	0.30
01/14/04	PCD	0019	Draft objection to bonus motion (5.7); calls with Akin team regarding same (.6); confer with I. Dizengoff regarding same (.4); calls with HLHZ regarding same (.6); review schedules for objection (.8); calls with HLHZ regarding same (.3); review deposition transcripts (.8).	9.20
01/14/04	JLB	0019	Depositions of Alex Tresnowski and Annie Terry (6.1); deposition preparation (9.8).	15.90
01/14/04	JRA	0019	Pulling part of production to be faxed to deposition in Chicago, gathering needed documents	1.00
01/15/04	KK	0019	Conference with Akin Gump attorneys regarding discovery issues, court conference, deposition and privilege issues (3.6); discuss objection issues with P. Dublin (.8); strategy discussions regarding hearing and prepare witness and document analysis (2.5); review transcripts (3.5).	10.40
01/15/04	AQ	0019	Meet with K. Koopersmith regarding 2003 bonus objection.	1.30
01/15/04	AQ	0019	Telephone conferences with D. Trucano at Houlihan Lokey regarding 2003 bonus.	0.70
01/15/04	AQ	0019	Telephone conference with Judge Drain's chambers regarding discovery issues.	0.20
01/15/04	AQ	0019	Review and analyze HLHZ documents related to KERP.	1.40
01/15/04	AQ	0019	Telephone conference with Andy Clubok at K&E regarding D. Trucano deposition and HLHZ documents.	0.60
01/15/04	AQ	0019	Review and analyze Debtors' document production in preparation for D. Trucano deposition.	2.80
01/15/04	AQ	0019	Redact HLHZ memo regarding KERP.	0.20
01/15/04	AQ	0019	Confer with P. Dublin regarding 2003 bonus objection.	0.50
01/15/04	AQ	0019	Review and analyze M. Tresnowski deposition transcript.	1.60

Date	Tkpr	Task		Hours
01/15/04	PCD	0019	Draft Objection to Bonus Motion (4.9); calls with A. Qureshi regarding bonus issue (.4); confer with I. Dizengoff regarding bonuses (.8); calls with Akin team regarding same (.2); review bonus diligence (.3); calls with HLHZ regarding bonus (.6); e-mails regarding deposition schedules (.2); review deposition transcripts (2.2); calls with Chambers regarding conference on bonus (.2); e-mails regarding same (.1).	9.90
01/15/04	JLB	0019	Prepare responses to Interrogatories (2.1); deposition preparation (4.4).	6.50
01/15/04	JRA	0019	Redacting, rescanning and resending via email parts of production used in deposition	1.00
01/16/04	KK	0019	Conference with Akin Gump attorneys regarding privilege and related issues in preparation for depositions of Trucano and K&E's requests (5.2); review documents regarding depositions and hearing preparation (2.2); telephone calls with I. Dizengoff and A. Qureshi regarding Trucano deposition issues (1.1).	8.50
01/16/04	ISD	0019	T/C K. Koopersmith, A. Qureshi re: HLHZ depo and strategy (1.1); T/C P. Dublin re: strategy (1.0).	2.10
01/16/04	AQ	0019	Confer with K. Koopersmith regarding D. Trucano deposition.	0.50
01/16/04	AQ	0019	Meet with A. Clubok and T. Mace regarding discovery issues.	0.50
01/16/04	AQ	0019	Confer with P. Dublin regarding discovery issues.	0.40
01/16/04	AQ	0019	Review and analyze Tresnowski deposition exhibits in preparation for Trucano deposition.	1.60
01/16/04	AQ	0019	Meet with D. Trucano to prep. for deposition.	2.50
01/16/04	AQ	0019	Defend deposition of D. Trucano.	8.50
01/16/04	PCD	0019	Calls with A. Qureshi regarding bonus issues (2.1); calls with Akin team regarding bonus issues (2.4); calls with chambers regarding hearing schedule (.2); e-mails regarding bonus issues (.2); call with I. Dizengoff regarding bonus issues (.3).	5.20
01/16/04	JLB	0019	Deposition preparation.	0.90
01/17/04	KK	0019	Telephone calls with D. Golden and I. Dizengoff regarding committee deposition issues and discuss same with A. Qureshi (1.5).	1.50
01/17/04	ISD	0019	Review Tres. depo. (2.8); Review Terry depo (.4).	3.20
01/17/04	AQ	0019	Telephone conferences with K. Koopersmith regarding discovery issues.	0.50
01/17/04	AQ	0019	Draft memo re [redacted].	0.30
01/18/04	AQ	0019	Telephone conference with K. Koopersmith regarding discovery issues and G. Singer deposition.	0.60
01/18/04	AQ	0019	Draft letter to K&E concerning outstanding discovery issues.	0.40
01/18/04	AQ	0019	Consider hearing strategy concerning 2003 bonus.	0.70
01/19/04	DHG	0019	Telephone conference K. Koopersmith and I. Dizengoff re strategy relating to Committee's objection to bonus payments.	0.80
01/19/04	KK	0019	Telephone calls with A. Qureshi, I. Dizengoff and D. Golden regarding deposition and hearing issues.	2.25
01/19/04	ISD	0019	Review Trucano depo. (2.2); Multiple t/cs K. Koopersmith and D. Golden re: strategy (1.5).	3.70
01/19/04	AQ	0019	Telephone conference with A. Clubok regarding deposition and discovery issues.	0.30
01/19/04	AQ	0019	Edit draft letter regarding outstanding discovery issues.	0.20
01/19/04	PCD	0019	Review Trucano Deposition Transcript (3.1).	3.10
01/20/04	DHG	0019	Office conferences and telephone conferences I. Dizengoff and K. Koopersmith re Committee's position with respect to bonus payments (.9); telephone call A. Cluback re same (.3).	1.20
01/20/04	KK	0019	Numerous conferences with Akin Gump attorneys and K&E regarding potential resolution of bonus issues (6.2) telephone call with client and list of employees (.3); review draft and list of employees (1.5); review P. Street report and discuss deposition, hearing issues and privilege issues (2.4).	10.40
01/20/04	ISD	0019	Multiple t/cs G. Singer re: bonus motion (.9); Multiple t/cs S. Lampe re: same (1.1); O/Cs D. Golden re: same (2.2); T/Cs K. Koopersmith re:	7.60

Date	Tkpr	Task		Hours
			same (.8); Multiple O/Cs P. Dublin re: same (1.5); Review objection (1.5).	
01/20/04	AQ	0019	Meet with K. Koopersmith concerning bonus discovery and deposition issues.	1.50
01/20/04	AQ	0019	Telephone conferences with K. Koopersmith, I. Dizengoff; and Andy Clubok regarding potential settlement.	1.70
01/20/04	AQ	0019	Prepare to depose Paul Street.	2.70
01/20/04	AQ	0019	Review and select exhibits for Paul Street deposition.	1.80
01/20/04	PCD	0019	Internal calls and meetings with Akin team regarding bonus motion issues (4.1); calls with Kirkland & Ellis regarding same (.5); calls with Lampe regarding same (.7); calls with Singer regarding same (.2); confer with I. Dizengoff regarding same (1.6); confer with D. Golden and I. Dizengoff regarding same (.5); revise objection (1.7).	9.30
01/20/04	JLB	0019	Research re: [redacted].	1.10
01/20/04	CMA	0019	Conf call w/committee chair re: bonus issues (.6).	0.60
01/21/04	KK	0019	Discuss remaining issues regarding resolving motion and revise order (1.6).	1.60
01/21/04	ISD	0019	Review Trucano depo. (2.1); T/Cs A. Qureshi and K. Koopersmith re: same (1.0).	3.10
01/21/04	ISD	0019	O/C P. Dublin, K. Koopersmith, A. Qureshi re: year end bonus issues (2.1).	2.10
01/21/04	AQ	0019	Draft and edit proposed Order containing settlement terms related to 2003 Bonus.	1.30
01/21/04	AQ	0019	Review draft memo to the Committee regarding bonus settlement terms.	0.20
01/21/04	PCD	0019	Confer with Akin team regarding bonus motion issues (.5); revise proposed order (.6); confer with I. Dizengoff regarding same (.2); calls with A. Qureshi regarding order (.2); e-mails regarding order (.1); review summary regarding bonus settlement (.3); confer with C. Adams regarding same (.2); confer with I. Dizengoff regarding same (.1).	2.20
01/21/04	CMA	0019	Draft memo to committee re. bonus settlement (2.4); o/c with A. Qureshi, P. Dublin re: same (.6).	3.00
01/22/04	KK	0019	Review order and discuss with A. Qureshi (.7); organize documents (.4).	1.10
01/22/04	ISD	0019	Review and revise bank's order (.6); O/C P. Dublin re: same (.4).	1.00
01/22/04	PCD	0019	Revise stipulation regarding bonuses (.5); e-mails regarding same (.2); confer with Akin team regarding same (.1).	0.80
01/23/04	ISD	0019	Review KERP proposals (.6); Revise bonus order (.4); T/C P. Dublin re: same (.5); T/C D. Trucano re: KERP (.5).	2.00
01/23/04	AQ	0019	Confer with C. Adams regarding draft Stipulation and Order.	0.20
01/23/04	AQ	0019	Review and edit draft stipulation and order concerning 2003 Bonus settlement.	0.30
01/23/04	PCD	0019	Calls regarding bonus stipulation (.2); revise stipulation (.4); confer with I. Dizengoff regarding same (.3); confer with C. Adams regarding same (.1); call with A. Qureshi regarding same (.1) .	1.10
01/23/04	CMA	0019	Draft stipulation and order (1.7); call with Debtor's counsel, bank's counsel re: same (.7); revise stipulation and order (2.3).	4.70
01/26/04	KK	0019	Review K&E comments on bonus stipulation.	0.20
01/26/04	ISD	0019	Review K&E comments to bonus stip. (.3).	0.30
01/26/04	AQ	0019	Review and analyze K&E comments on draft stipulation and order.	0.30
01/26/04	AQ	0019	Review employee bonus entitlement list.	0.20
01/26/04	AQ	0019	Confer with C. Adams regarding draft Stipulation and Order.	0.20
01/26/04	PCD	0019	Calls bonus payments (.9); e-mails regarding same (.3); confer with I. Dizengoff regarding same (.4); review revised draft (.2).	1.80
01/26/04	CMA	0019	Revise stipulation and order (.6); calls with Debtor's counsel re: same (.3); review Debtor's comments to stipulation and order (.4).	1.30
01/27/04	ISD	0019	Review bonus order (.4).	0.40
01/27/04	PCD	0019	Numerous calls regarding bonus motion issues (1.9); confer with I. Dizengoff regarding same (.8); review bonus stipulation (.3); confer with	3.50

Date	Tkpr	Task		Hours
			Akin team regarding same (.5).	
01/27/04	CMA	0019	Revise stipulation and order (.4).	0.40
01/28/04	PCD	0019	Calls with Kirkland & Ellis regarding bonus stipulation (.2); calls with C. Adams regarding same (.2); review revise drafts of stipulation (.3); calls with I. Dizengoff regarding bonus stipulation (.2).	0.90
01/28/04	CMA	0019	Calls re: bonus motion (.4).	0.40
01/29/04	PCD	0019	Calls regarding bonus stipulation (.4); confer with C. Adams regarding same (.4); confer with I. Dizengoff regarding same (.2); review wages docs (.3); review KERP motion (.2).	1.50
01/29/04	CMA	0019	Revise bonus order (.4); review wages motion (.3); call with M. Frishberg re: same (.2).	0.90
01/30/04	PCD	0019	Review bonus stipulation (.4); confer with C. Adams regarding same (.2).	0.60
01/30/04	CMA	0019	Revise stipulation and order (.8).	0.80
01/14/04	PCD	0022	Call with Kirkland & Ellis regarding plan issues (.3); confer with I. Dizengoff regarding same (.2); review term sheet regarding same (.4).	0.90
01/15/04	PCD	0022	Review plan term sheet (.5); confer with I. Dizengoff regarding same (.3); calls regarding same (.4).	1.20
01/21/04	ISD	0022	Review plan term sheet (1.0); O/C P. Dublin re: same (1.2); Review memo re: sub consolid. (.8).	3.00
01/26/04	PCD	0022	Draft memo regarding intercreditor issues (2.3); confer with I. Dizengoff regarding same (.4).	2.70
01/30/04	PCD	0022	Review memo regarding possible plan provisions (.4).	0.40
01/02/04	TWD	0024	Reviewed and revised summary of issues and analysis of [redacted] (2.00); received managed modem securities agreement (.50); email to N. Alexander with suggested changes in outline.	3.00
01/02/04	NGA	0024	Conference with T. Davidson re: outline for conference call re: [redacted].	0.50
01/05/04	TWD	0024	Reviewed [redacted] agreement and amendments from perspective of performance warranting claims, delivery obligation, business downturn, and competitive offer claims (3.50); prepared summary analysis of claims (1.00); office conference with N. Alexander to discuss analysis (1.00); telephone calls with D. Trucano re: conference call to discuss analysis of agreement (.30).	5.80
01/05/04	ISD	0024	T/Cs G. Singer, S. Lampe re: [redacted] and analysis (.8); Conf. K.K. and T.D. re: [redacted] analysis (1.2); Review [redacted] issues list (.6).	2.60
01/05/04	PCD	0024	Calls with HLHZ regarding sale (.4); confer with I. Dizengoff regarding sale process (.3); review sale motion (.8); review and revise bid procedures objection (4.1)	5.60
01/05/04	NGA	0024	Revise outline for conference call re: [redacted].	5.25
01/06/04	TWD	0024	Reviewed and revised summary and analysis of legal claims [redacted] (1.50); reviewed, revised and transmitted to Mark Tresnowski supplemental legal questions (.50); telephone call with K. Koopersmith, N. Alexander, P. Aquino, C. Styris, D. Trucano et. al (1.50); office conference with N. Alexander re: same (.30); telephone call with K. Koopersmith and N. Alexander re: same (.30); conference call with Allegiance legal team including M. Tresnowski, I. Dizengoff, K. Koopersmith, N. Alexander and Hawthon team (1.50).	5.60
01/06/04	ISD	0024	Analysis [redacted] issues (1.0); Review [redacted] obj. to bid procedures (.4); Review and revise obj. to bid procedures (2.8); O/C P. Dublin re: same (1.2).	5.40
01/06/04	PRM	0024	Telephone call with T. Davidson and N. Alexander regarding termination provision in [redacted] cable modem agreement.	0.30
01/06/04	NGA	0024	Conference call with Akin Gump team, Allegiance, Houllihan Lokey re: [redacted].	2.60
01/06/04	NGA	0024	Draft email re: questions for Allegiance regarding the INS contract.	0.30
01/06/04	NGA	0024	Conference with T. Davidson, K. Koopersmith re: [redacted].	0.50

Date	Tkpr	Task		Hours
01/06/04	NGA	0024	Revise memorandum re: analysis of [redacted].	1.70
01/06/04	NGA	0024	Conference with Akin Gump team, Houllihan Lokey re: [redacted].	1.40
01/07/04	TWD	0024	Reviewed legal issues in dispute between Allegiance and [redacted] (2.00); pre-meeting with I. Dizengoff, K. Koopersmith and P. Dublin (.50); meeting between creditors, Allegiance [redacted] (2.50); office conference with J. Ryan re: open format issues.	5.40
01/07/04	KK	0024	Review [redacted] issues in preparation for meeting (.9); meet with P. Dublin and I. Dizengoff in preparation for [redacted] meeting (.7); [redacted] and follow up (3.9).	5.50
01/07/04	ISD	0024	Review obj. to bid procedures (2.0); O/C P. Dublin re: strategy on bid procedure issues (1.2).	3.20
01/07/04	PCD	0024	Revise bidding procedures objection (2.8); confer with I. Dizengoff regarding same (1.2); attend meeting with [redacted] regarding purchase of contract (3.2); confer with I. Dizengoff regarding [redacted] transaction (1.1); calls with Committee members regarding [redacted] (.4); meet with K. Koopersmith, I. Dizengoff and T. Davidson regarding Allegiance and [redacted] (.7).	9.40
01/08/04	TWD	0024	Committee conference call on [redacted] settlement agreement (.50); telephone call to M. Tresnowski re: call blocking definition with question (.20); telephone call from M. Steshi re: same (.20).	0.90
01/08/04	ISD	0024	Review and revise bid procedures obj. (2.2); O/C P. Dublin re: same (.8).	3.00
01/08/04	AQ	0024	Review draft bid procedures objection.	0.70
01/08/04	PCD	0024	Prepare for bidding procedures hearing (3.6); review APA (.8); review and revise objection to bid procedures (1.8); confer with I. Dizengoff regarding bid procedures hearing (.6); calls with Committee members regarding bid procedures (.3); call with HLHZ, CTA, Singer regarding [redacted] (.3).	7.40
01/08/04	CMA	0024	Review bidding procedures objections and responses thereto (2.2).	2.20
01/08/04	IH	0024	File objection to Debtors' motion re bidding procedures and sale. (.4); Communicate with court re service of document. (.2); Prepare service of objection. (.3).	0.90
01/09/04	TWD	0024	Reviewed breach notice from Allegiance re: [redacted] agreement (.20); telephone call from [redacted] re: issue (.10).	0.30
01/09/04	ISD	0024	Mtg. w/Debtors and Qwest re: same (4.5); T/C SO re: [redacted] issues (.4); TCs G. Singer and S. Lampe re: Q issues (.5).	5.40
01/09/04	PCD	0024	Calls with Committee members regarding bid procedures (.5); confer with Akin team regarding bid procedures hearing (.4).	0.90
01/10/04	PCD	0024	Call with CTA regarding [redacted] (.3); e-mails regarding same (.2); review terms regarding [redacted] (.2); call with D. Trucano regarding bid procedures (.2).	0.90
01/11/04	PCD	0024	Draft memo to committee regarding bid procedures (.6); e-mails regarding same (.2).	0.80
01/11/04	CMA	0024	Email correspondence w/P. Dublin re: bid prod. objection hearing and action (.3).	0.30
01/12/04	PCD	0024	E-mails regarding bid procedures (.2); calls with creditors regarding same (.5); calls regarding real property sale (.3); review property sale motion (.4).	1.40
01/13/04	ISD	0024	Review]redacted] agreement (.7); T/C PA re: same (.4).	1.10
01/13/04	PCD	0024	Calls regarding bidding procedure order (1.7); review and revise proposed order (1.8); confer with I. Dizengoff regarding bid procedures order (.8); calls regarding potential bid (.2).	4.50
01/13/04	EDM	0024	Review Purchase Agreement regarding year-end bonus provisions (.6); telephone conference with P. Dublin regarding same (.1).	0.70
01/14/04	TWD	0024	Email correspondence from I. Dizengoff with request to review settlement agreement with [redacted] (.10); telephone call and email correspondence with N. Alexander re: same. (.20)	0.30

Date	Tkpr	Task		Hours
01/14/04	ISD	0024	Review and revise [redacted] agreement (1.4); T/C S. Lampe re same (.5); Review revised bid procedures order (.6); Review blacklined [redacted] agreement (.8).	3.30
01/14/04	PCD	0024	Calls regarding [redacted] contact (.3); e-mails regarding same (.1); confer with I. Dizengoff regarding same (.2).	0.60
01/14/04	NGA	0024	Review and comment on draft settlement agreement with [redacted].	1.50
01/15/04	ISD	0024	Mtg with [redacted] re: settlement (2.6); O/C K. Koopersmith and T. Davidson re: same and legal issues in INSPA (1.5).	4.10
01/15/04	PRM	0024	Reviewed settlement agreement between AOL and [redacted]; telephone call with N. Alexander regarding same; Met with N. Alexander regarding same.	4.10
01/15/04	NGA	0024	Review and draft recommended revisions to Allegiance/[redacted] settlement agreement for INS contract.	3.80
01/16/04	PRM	0024	Email with N. Alexander regarding review of Allegiance, [redacted] settlement agreement.	0.20
01/20/04	ISD	0024	Mtg. with [redacted] re: K buyout (2.1).	2.10
01/20/04	CMA	0024	O/C w/I. Dizengoff re: auction and sale issues (.6).	0.60
01/21/04	ISD	0024	Review [redacted] settlement agreement telecom comments (.8).	0.80
01/21/04	PRM	0024	Email to T. Davidson regarding FCC request for comment on Qwest application to obtain Allegiance telecom assets (0.2); Researched same (0.2).	0.40
01/21/04	PCD	0024	Confer with I. Dizengoff regarding sale issues (.2); calls with creditors regarding sale process (.1).	0.30
01/22/04	TWD	0024	Reviewed and revised email on FCC filing of Qwest application to acquire Allegiance.	0.30
01/22/04	ISD	0024	T/Cs HLHZ re: M&A update (.5); Review Q FCC filing (.7).	1.20
01/22/04	PRM	0024	Email with T. Davidson and I. Dizengoff regarding monitoring FCC review of Qwest acquisition of Allegiance assets.	0.50
01/22/04	PCD	0024	Review Allegiance/Qwest FCC document (.2); call regarding sale status (.5); calls with HLHZ regarding same (.7).	1.40
01/22/04	CMA	0024	Bidding procedures update call (.6).	0.60
01/26/04	ISD	0024	Review open {redacted] issues (.6); T/C Lampe re: same (.4).	1.00
01/26/04	PCD	0024	Review [redacted] settlement agreement (1.2); review open issues list (.4); confer with I. Dizengoff regarding same (.3); calls with CTA regarding same (.2); calls with HLHZ regarding same (.1).	2.20
01/27/04	ISD	0024	O/C P. Dublin re: M&A update (.6).	0.60
01/27/04	PCD	0024	Calls regarding sale process (.3); confer with I. Dizengoff regarding [redacted] (.4); e-mails regarding [redacted] issues (.2); review memo regarding [redacted] (.5).	1.40
01/28/04	ISD	0024	Analysis of Q K issues and value issues (1.5); O/C P. Dublin re: [redacted] discussions (1.0); T/C Lampe re: same (.5).	3.00
01/29/04	ISD	0024	T/Cs HLHZ re: M&A update (.3); T/C Lampe re: [redacted] update (.4); Review [redacted] issues (1.0).	1.70
01/29/04	PCD	0024	Confer with I. Dizengoff regarding [redacted] status (.2); call with HLHZ regarding same (.1); e-mails regarding same (.1).	0.40
01/30/04	PCD	0024	Call with Company's advisors regarding sale process update (.4); calls with creditors regarding same (.2).	0.60
			Total Hours	550.80

AKIN GUMP
STRAUSS HAUER & FELD LLP
[redacted] Attorneys at Law

ALLEGIANCE TELECOM
ATTN: ROYCE HOLLAND
9201 NORTH CENTRAL EXPRESSWAY
DALLAS, TX 75231

Invoice Number	816599
Invoice Date	03/11/04
Client Number	601342
Matter Number	0001

Re: RESTRUCTURING

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/29/04 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		HOURS	VALUE
0002	General Case Administration	9.90	$4,386.00
0003	Akin Gump Fee Application/Monthly Billing Reports	2.10	$495.00
0004	Analysis of Other Professionals Fee Applications/Reports	4.10	$1,119.00
0006	Retention of Professionals	1.50	$562.50
0007	Creditors Committee Meetings	8.80	$4,327.50
0008	Court Hearings	24.20	$9,447.00
0009	Financial Reports and Analysis	1.10	$537.50
0010	DIP and Exit Financing	4.20	$1,770.00
0011	Executory Contracts/License Agreements	57.40	$28,034.00
0012	General claims Analysis/Claim Objections	11.50	$4,753.50
0013	Analysis of Pre-Petition Transactions	4.70	$1,762.50
0016	Lift Stay Litigation	0.90	$337.50
0017	General Adversary Proceedings	2.70	$1,162.50
0018	Tax Issues	3.60	$1,584.00
0019	Labor Issues/Employee Benefits	0.80	$447.50
0021	Exclusivity	0.50	$187.50
0022	Plan and Disclosure Statement and Plan Related Documentation	49.30	$24,325.00
0024	Asset/Stock Transaction/Business Liquidations	240.90	$113,794.00
0025	Travel	2.75	$1,086.25
	TOTAL	430.95	$200,118.75

Date	Tkpr	Task		Hours
02/05/04	IH	0002	Update events calendar.	0.80
02/06/04	PRM	0002	Met with K. Milne regarding updating financial restructuring team regarding status of FCC review of sale of Allegiance assets (0.2); Email memorandum to I. Dizengoff regarding same (0.2).	0.40
02/06/04	CMA	0002	T/Cs w/counsel to Nortel re: plan issues (.9); T/Cs w/creditors re: same (.5).	1.40
02/10/04	KK	0002	Telephone call with P. Dublin regarding status of potential litigation issues and review notes regarding same (1.2); discuss staffing regarding potential litigations (.4).	1.60
02/17/04	PRM	0002	Email with K. Hassinger regarding the FCC proceeding to review Qwest's proposed purchase of Allegiance assets.	0.20
02/18/04	IH	0002	Review docket and update to do list accordingly.	0.40
02/18/04	IH	0002	File affidavit of Ira Dizengoff.	0.40
02/19/04	NGA	0002	Conference with Jeff Lee of Owl Creek re: terms of XO asset purchase agreement.	0.10
02/20/04	TWD	0002	Email correspondence from C. Adams re: settlement meeting (.10); reviewed relevant background material (.2).	0.30
02/23/04	TWD	0002	Email from and to P. Marchesiello re: tracking stations of FCC action in XO acquisition of Allegiance.	0.30
02/23/04	ISD	0002	Analysis of Shared Tech. transition issues (.8); Revise press release (.4).	1.20
02/23/04	ISD	0002	O/C P. Dublin re: open issues and POR (.7).	0.70
02/23/04	PCD	0002	Calls regarding shared tech (.2); calls regarding L3 (.4); review shared tech press release (.1); calls regarding same (.1).	0.80
02/24/04	PCD	0002	Review shared tech press release (.1); revise press release (.1); confer with I. Dizengoff regarding press release (.4); calls with HLHZ regarding press release and shared tech operations (.3).	0.90
02/26/04	CMA	0002	T/Cs w/Debtors' counsel re: open issues (.4).	0.40
02/06/04	PS	0003	Review and prepare documents re fee statement.	0.90
02/06/04	CMA	0003	Prepare bill (.6).	0.60
02/09/04	PS	0003	Review and prepare documents re fee statement.	0.30
02/13/04	PS	0003	Prepare and review documents re fee statement.	0.30
02/03/04	IH	0004	Update fee chart.	0.30
02/10/04	IH	0004	Update fee chart.	0.20
02/17/04	CMA	0004	Draft fee management spreadsheet (.6).	0.60
02/17/04	IH	0004	Revise fee charts as requested by Colin Adams.	1.60
02/26/04	CMA	0004	Prepare summary table of professional fees 5/14-12/31/03 (1.1).	1.10
02/27/04	PCD	0004	Review materials regarding payments to professional (.3).	0.30
02/19/04	CMA	0006	T/Cs w/W. Barr re: representation of XO (.6); Draft email re: same (.9).	1.50
02/05/04	ISD	0007	Conf. call w/Committee re: POR issues and M&A (1.2).	1.20
02/06/04	ISD	0007	Conf. call w/Committee re: POR term sheet, M&A update (1.1).	1.10
02/06/04	PCD	0007	Participate in Committee call regarding sale process and plan issues (.6); prep for Committee call (.5); confer with I. Dizengoff and C. Adams regarding call agenda items (.3).	1.40
02/06/04	CMA	0007	Conf. call re plan, other issues (1.0); Prepare for call (.8).	1.80
02/12/04	PCD	0007	Call with Committee regarding plan and sale issues (.6).	0.60
02/13/04	ISD	0007	Conf. call w/Committee re: results of auction (1.0).	1.00
02/13/04	PCD	0007	Participate in committee call regarding auction results and next steps (.4); prepare for call (.3).	0.70
02/13/04	CMA	0007	Conf. call re: auction results, other issues (1.0).	1.00
02/04/04	CMA	0008	Attend hearing (2.1).	2.10
02/17/04	IH	0008	Review docket re objections to sale motion (.6). Prepare binder re same (2.6).	3.20
02/18/04	CMA	0008	Prepare for hearing (3.9).	3.90
02/19/04	ISD	0008	Attend ct. hearing re: results of auction (3.5).	3.50
02/19/04	PCD	0008	Prepare for hearing (1.1); attend Allegiance sale hearing (3.3).	4.40

Date	Tkpr	Task		Hours
02/24/04	PCD	0008	Review hearing agenda (.1); confer with C. Adams regarding same (.1).	0.20
02/24/04	FG	0008	Prepared hearing binder re: 2/25/04 hearing (0.8).	0.80
02/24/04	CMA	0008	Prepare for hearing (1.8); T/Cs w/KMC counsel re: stipulation (.3); Review same (.3).	2.40
02/25/04	CMA	0008	Prepare for hearing (1.6); Attend hearing (2.1).	3.70
02/19/04	CMA	0009	Draft hearing summary (.6).	0.60
02/26/04	ISD	0009	Review cash collateral report (.5).	0.50
02/05/04	PCD	0010	Calls regarding investigation termination date (.3); confer with I. Dizengoff regarding same (.3); e-mails regarding same (.1).	0.70
02/06/04	PCD	0010	Calls regarding investigation terminate date extension (.3); review stipulation (.1); confer with C. Adams regarding same (.2).	0.60
02/06/04	CMA	0010	Revise Bank stipulation (.4); T/Cs re: bank stipulation (.2); emails re: same (.2).	0.80
02/09/04	PCD	0010	Call with C. Adams regarding Bank action issues (.1); e-mails regarding same (.1); calls regarding stipulation for investigation termination date (.2); e-mails regarding same (.1).	0.50
02/20/04	PCD	0010	Calls regarding bank investigation termination date (.2); confer with I. Dizengoff regarding same (.2); e-mails regarding same (.1); confer with C. Adams regarding same (.1); review revised motion for leave (.2).	0.80
02/20/04	CMA	0010	Draft revised stipulation re: Investigation Termination Date (.4).	0.40
02/29/04	CMA	0010	Review Cash Collateral Extension (.4).	0.40
02/10/04	PCD	0011	Review L3 documents (.2); calls regarding same (.1).	0.30
02/18/04	CMA	0011	Review and revise L3 NDA (.8).	0.80
02/19/04	CMA	0011	T/Cs w/CTA re: Level 3 (.8); Draft and revise NDA (1.1); T/Cs w/HLHZ re: same (.4).	2.30
02/23/04	ISD	0011	Review L3 settlement doc. (1.9).	1.90
02/23/04	NGA	0011	Assemble and review work product re: INS agreement in preparation for T. Davidson meeting with debtor.	0.70
02/24/04	PCD	0011	E-mails regarding L3 (.1); confer with I. Dizengoff regarding L3 settlement proposals (.3); calls with HLHZ regarding same (.5); review latest draft of settlement agreement (.7); prepare for tomorrow's L3 meeting (.6).	2.20
02/25/04	TWD	0011	Meeting with Level 3 Allegiance, CTIA, HLHZ and Akin re: settlement of Allegiance/Level 3 managed modem services agreement (6.50); reviewed draft January settlement agreement and review of memo summarizing and analyzing legal issues (.70).	7.20
02/25/04	ISD	0011	Mtg. w/L3 re: settlement session (7.5); Review L3 K (1.6); O/C P. Dublin and S. O. re: same (1.2).	10.30
02/25/04	PCD	0011	Prepare for meeting with L3 regarding settlement (.8); meeting with L3 regarding settlement (5.7); confer with HLHZ regarding L3 Settlement (.5); review revised settlement document (1.3); calls with CTA regarding same (.4); confer with I. Dizengoff regarding same (.7); e-mails regarding same (.2).	9.60
02/25/04	NGA	0011	Review and draft comments re: INS settlement agreement between Allegiance and Level 3.	3.20
02/25/04	CMA	0011	Research re: 362 and 365 issues (2.8).	2.80
02/26/04	TWD	0011	Reviewed and revised settlement agreement (1.50); telephone call with Akin, CTA, HLHZ and Allegiance re: same (1.20); office conference and voice mails with N. Alexander re: same (.30).	3.00
02/26/04	PCD	0011	Review L3 settlement agreement revisions (2.7); meeting with Allegiance side on L3 settlement (1.2); meeting with L3 regarding settlement (1.1); confer with I. Dizengoff regarding L3 Settlement (.8).	5.80
02/26/04	NGA	0011	Conference call with Committee, Debtor re: settlement of INS Agreement with Level 3.	1.40
02/27/04	ISD	0011	O/C P. Dublin re: L3 K issues (1.2); Review L3 final changes (1.8).	3.00
02/27/04	PCD	0011	Conference calls regarding Level 3 settlement (.9); review revised Level 3 documents (1.2); confer with I. Dizengoff regarding L3 settlement (.3);	2.90

Date	Tkpr	Task		Hours
			calls with HLHZ regarding level 3 settlement (.2); e-mails regarding L3 settlement (.2); calls with CTA regarding L3 settlement (.1).	
02/02/04	PCD	0012	Confer with C. Adams regarding insider filed claims (.1); review proofs of claim regarding same (.2); confer with I. Dizengoff regarding same (.1).	0.40
02/02/04	IH	0012	Communicate with Bankruptcy Management Corporation re proof of claim retrieval.	0.30
02/03/04	PCD	0012	Confer with C. Adams regarding claims analysis (.2); confer with I. Dizengoff regarding same (.2); call with I. Dizengoff regarding same (.1); review proofs of claims (.2); review claims analysis chart (.1); confer with C. Adams regarding same (.1); meet with I. Dizengoff and C. Adams regarding claims issues (.3).	1.20
02/03/04	CMA	0012	Draft claims summary table (3.7); Review intercompany claims (.4); O/C w/P. Dublin, I. Dizengoff re: same (.3).	5.00
02/03/04	IH	0012	Communicate with BMC re retrieval of claims registry.	0.30
02/05/04	ISD	0012	Analysis of Parella claims (.7); T/C S. Lampe re: same (.5).	1.20
02/05/04	PCD	0012	Confer with C. Adams regarding claims analysis (.2); review details regarding location of claims (.4); calls regarding same (.3); e-mails regarding cure payments (.2).	1.10
02/08/04	PCD	0012	Review HLHZ claims analysis and distribution analysis (.4); e-mails regarding same (.2).	0.60
02/09/04	IH	0012	Communicate with Rich Reilly re claims registry.	0.30
02/11/04	PCD	0012	Review intercompany claims analysis (.3); review memo regarding same (.2); calls with HLHZ regarding intercompany claims (.2); confer with I. Dizengoff regarding intercompany claims (.4).	1.10
02/11/04	CMA	0013	T/C w/R. Turkin re: factual issues (1.0).	1.00
02/17/04	CMA	0013	Conf call w/co-counsel re: pre-petition liens (1.6).	1.60
02/18/04	CMA	0013	Conf. call re: interco. claims (1.1).	1.10
02/20/04	CMA	0013	T/Cs w/Bilzin re: Bank memo (.6).	0.60
02/26/04	CMA	0013	T/C w/R. Turken re: additional pre-petition loan discovery (.4).	0.40
02/03/04	CMA	0016	T/Cs w/counsel re: WorldCom (.3); Review pleadings (.6).	0.90
02/13/04	AQ	0017	Review and analyze Level 3 Complaint filed against Debtors.	0.80
02/13/04	AQ	0017	Review and analyze Level 3 motion and exhibits regarding automatic stay.	1.20
02/20/04	CMA	0017	T/Cs/emails re: Level 3 issues (.7).	0.70
02/06/04	PC	0018	Research regarding tax consequence of settlement with executive (3.4); discuss same with P. Dublin (.2).	3.60
02/02/04	PCD	0019	Confer with C. Adams regarding bonus stipulation (.1).	0.10
02/09/04	ISD	0019	T/C D. Trucano re: KERP payments (.5).	0.50
02/26/04	PCD	0019	Confer with C. Adams regarding exclusivity (.1); review stipulation (.1).	0.20
02/27/04	CMA	0021	Review Bridge order (.3); T/Cs w/D's counsel re: same (.2).	0.50
02/02/04	ISD	0022	Analysis of intercos (1.1); O/C P. Dublin and HLHZ re: same (.9).	2.00
02/02/04	PCD	0022	Confer with I. Dizengoff regarding Plan provisions (.2); e-mails regarding draft plan (.1).	0.30
02/03/04	ISD	0022	O/C P. Dublin re: interco claims matrix (1.2).	1.20
02/03/04	ISD	0022	Analysis of plan structure issues (.9); Review POR term sheet (1.5); O/C P. Dubin and C. Adams re: same (.5).	2.90
02/03/04	PCD	0022	Review draft plan (3.8); confer with I. Dizengoff regarding Plan (.2); call with Cox regarding plan structure (.1); e-mails regarding plan provisions and structure (.1); review term sheet for convertible notes (.5); e-mails regarding plan and notes term sheet (.1); revise memo regarding intercreditor issues for Plan (1.1); confer with I. Dizengoff regarding same (.3); meet with I. Dizengoff and C. Adams regarding plan provisions and treatment of intercreditor issues (.4).	6.60
02/04/04	ISD	0022	Review committee memo re: POR issues (1.0); Mtg. w/S. Lampe re: POR issues (2.1).	3.10
02/04/04	PCD	0022	Review and comment on Plan (3.3); confer with I. Dizengoff regarding	7.20

Date	Tkpr	Task		Hours
			same (.9); meeting with Lampe regarding plan provisions and intercreditor issues (1.4); prepare for meeting with Lampe (.7); call with Kirkland & Ellis and Paul Hastings regarding Plan and intercreditor issues (.7); confer with I. Dizengoff and C. Adams regarding same (.2).	
02/04/04	CMA	0022	T/C re: plan issues with Debtors/Banks (.7); Meeting w/S. Lampe re: same (2.2).	2.90
02/04/04	CMA	0022	Draft memo to committee re: plan issues (.5).	0.50
02/05/04	ISD	0022	Conf. call w/Banks re: settlement prospects (.6); Conf. call w/Greenhill re: M&A update (.5).	1.10
02/05/04	PCD	0022	Confer with I. Dizengoff regarding plan comments (.6); review plan issues (.4); calls with R. Cox regarding plan tax issues (.3); research regarding same (.5).	1.80
02/06/04	ISD	0022	Review recovery scenarios (1.5); O/C P. Dublin re: same (.4).	1.90
02/06/04	PCD	0022	Calls with R. Cox regarding tax ramifications related to proposed structure of plan (.2); confer with I. Dizengoff regarding same (.2).	0.40
02/09/04	ISD	0022	Review ALGX POR (1.5).	1.50
02/09/04	PCD	0022	Review recovery scenarios under plan (.3); confer with C. Adams regarding same (.2); confer with I. Dizengoff regarding same (.3) review memo regarding sub con and related issues (.5); confer with C. Adams regarding same (.3); review revised plan (.8); confer with I. Dizengoff regarding revised plan (.6); e-mails regarding plan (.1); review IT plan comments (.3).	3.40
02/09/04	CMA	0022	Draft memorandum re: [redacted] (3.7); T/Cs w/committee members re: same (.4); Draft motion re: intercompany claims (2.1).	6.20
02/10/04	ISD	0022	Conf. call w/Banks re: POR and bids (.5).	0.50
02/11/04	ISD	0022	O/C P. Dublin re: intercompanies (.9).	0.90
02/20/04	PCD	0022	Confer with I. Dizengoff regarding plan status and provision (.4); research regarding treatment of creditors (.6); review public filings regarding intercompany claims (1.2); confer with I. Dizengoff regarding same (.2).	2.40
02/20/04	CMA	0022	T/Cs w/S. O'Donnell, E. Sanchez re: STFI (.6).	0.60
02/23/04	ISD	0022	Review interco claims memo (.8).	0.80
02/24/04	ISD	0022	O/C P. Dublin re: POR issues (.7).	0.70
02/27/04	PCD	0022	Confer with I. Dizengoff regarding potential plan construction (.3); e-mails regarding plan status (.1).	0.40
02/02/04	ISD	0024	Review M&A update material (.5).	0.50
02/02/04	PCD	0024	Confer with I. Dizengoff regarding sale status (.2); calls with creditors regarding same (.2); call with CTA regarding sale process and L3 (.1); confer with I. Dizengoff regarding L3 (.2); call with Lampe regarding L3 (.1).	0.80
02/04/04	KK	0024	Discuss with I. Dizengoff status of Level 3 issues and related strategy concerns.	0.40
02/04/04	ISD	0024	T/C M. Power re: Bordercom bid (.5); Conf call w/Banks re: settlement (.6).	1.10
02/04/04	PCD	0024	E-mails regarding L3 (.1); calls regarding L3 (.2); confer with I. Dizengoff regarding L3 (.4); calls regarding Shared Tech (.4); confer with C. Adams regarding sale process.	1.10
02/05/04	KK	0024	Review press release.	0.20
02/05/04	PCD	0024	Calls regarding sale process (.7); review updated M&A chart status (.2); confer with I. Dizengoff regarding sale update issues (.7); calls regarding potential bidders (.2).	1.80
02/06/04	ISD	0024	Review HLHZ M&A update (.6); Review FCC approval issues (.3).	0.90
02/06/04	PCD	0024	Calls regarding status of bidders (.4); calls with HLHZ regarding sale process issues (.3); review L3 sale objection (.2).	0.90
02/06/04	IH	0024	Communicate with Colin Adams re auction.	0.30
02/09/04	RWP	0024	Review XO contract and summary vs. Qwest.	4.00
02/09/04	ISD	0024	Review L3 dec. j. action re: INSPA.	1.00

Date	Tkpr	Task		Hours
02/09/04	ISD	0024	T/C HLHZ re: Corvis (.3).	0.30
02/09/04	ISD	0024	O/C P. Dublin re: Modemco (.6); Review Q notes terms sheet (.4).	1.00
02/09/04	ISD	0024	T/C M. Cantor re: POR schedule (.3).	0.30
02/09/04	ISD	0024	Review bids (1.1).	1.10
02/09/04	PCD	0024	Call with D. Trucano regarding sale update (.2); review Qwest Notes term sheet (revised) (.4); e-mails with HLHZ regarding same (.1); call with HLHZ regarding same (.1); review xo bid (1.9); review eschelon materials (.6); review bordercomm materials (.5); confer with I. Dizengoff regarding bids (1.2); confer with C. Adams regarding bids (.3); calls with HLHZ regarding bids (.9); call with Corvis counsel (.1); calls with Committee members (.2).	6.50
02/09/04	EDM	0024	Revise and comment on Quest APA; draft comparison chart of Quest/XO Bids.	3.50
02/09/04	CMA	0024	Review Bid submission letters (1.2); O/C w/P. Dublin, I. Dizengoff re: submitted bids (.6); T/Cs w/HLHZ re: bid economics (.8); T/Cs re: Bordercom bid (.7).	3.30
02/09/04	IH	0024	Assist in preparations for the bid/sale on 2/12.	2.50
02/10/04	RWP	0024	Review XO exhibits and summary.	2.50
02/10/04	ISD	0024	O/C P. Dublin re: bids and strategy for auction (.5); T/C HLHZ re: same (.6).	1.10
02/10/04	ISD	0024	Analysis of bids (2.2).	2.20
02/10/04	PCD	0024	Review XO APA (1.1); review and revise memo regarding APA issues (1.6); review Bordercomm materials (.3); review Eschelon materials (.3); confer with I. Dizengoff regarding bid issues (.6); confer with C. Adams regarding same (.2); calls with Committee members bid status (.2); calls with HLHZ regarding bids (.7); calls with K&E regarding sale issues (.4); review memo to committee regarding sale process update (.2); confer with C. Adams regarding same (.2); research regarding asset sale versus stock sale (.8).	6.60
02/10/04	CMA	0024	Review and mark Qwest contract (2.5); Review and mark XO contract (2.5); Draft letter to Debtors re: modifications to contracts (3.0); Draft memo to Committee re: auction process (1.8).	9.80
02/10/04	IH	0024	Assist to prepare documents for the bid/sale event.	0.80
02/11/04	ISD	0024	Review XO and Q bid comparison (1.3); Review email to Committee re: bids (.4); O/C C. Adams re: same (.3); T/C Lampe re: XO and Q issues (.5); Review auction guidelines (.3); Conf call w/Debtors re: same (.7); Analysis of XO issues (1.5).	5.00
02/11/04	PCD	0024	Calls with Committee members regarding sale issues (.8); review materials in preparation for auction (3.1); confer with I. Dizengoff regarding auction process issues (.4); call with Debtors regarding auction and process (.5); meet with Committee professionals regarding same (.3); meeting regarding Shared Technologies and review documents regarding same (2.1); review memo regarding sale provisions and proposed changes (.4) confer with I. Dizengoff regarding same (.2); confer with C. Adams regarding same (.1).	7.90
02/11/04	CMA	0024	Prepare for auction: meet w/CTA, Houlihan re: transfer agreement (2.2); Review sale order (1.6); Review of purchase agreement terms and comparisons (3.3); T/C w/Debtors and counsel re: auction ground rules (1.2); O/C w/P. Dublin, I. Dizengoff re: same (.7).	9.00
02/12/04	ISD	0024	Attend auction and o/cs w/Debtors, bidders, etc. re: bids for all assets (15.0).	15.00
02/12/04	PCD	0024	Attend Auction at Kirkland & Ellis.	14.70
02/12/04	EDM	0024	Attend Allegiance Auction.	11.20
02/12/04	CMA	0024	Attend Allegiance Auction (15.7).	15.70
02/13/04	KK	0024	Discuss outline of bidding (.1); review Level 3 documemts (1.3).	1.40
02/13/04	ISD	0024	Attend auction of assets w/XO and Qwest (6.0).	6.00
02/13/04	ISD	0024	Multiple t/cs SL re: auction issues (1.0); O/C P. Dublin re XO contract	3.20

Date	Tkpr	Task		Hours
			issues (.8); Review HLHZ presentation on bids (.9); T/Cs D. Trucano re same (.5).	
02/13/04	PCD	0024	Attend auction (5.6); calls with Committee members regarding auction results (.6); confer with I. Dizengoff regarding same (.3); confer with Akin team regarding next steps (.3); calls with HLHZ regarding same (.2); calls with Creditors regarding auction results (.2); confer with Akin team regarding next steps (.6); review memo of sale provisions (.4); e-mails regarding same (.2).	8.40
02/13/04	EDM	0024	Attend auction for assets of Allegiance Telecom.	5.00
02/13/04	CMA	0024	Attend auction (11.1).	11.10
02/17/04	ISD	0024	Review and revise sale order (1.0); Review objections to sale (1.5); O/C P. Dublin and C. Adams re: responses to same (.9); O/C C. Adams and P. Dublin re: XO K issues and obj. (1.2); Review XO APA chgs (1.9).	6.50
02/17/04	PCD	0024	Review revised APA (.7); confer with I. Dizengoff regarding sale issues (.8); review revised sale order (.4); confer with C. Adams regarding sale objections (.1); review Sale objections (.6); confer with I. Dizengoff regarding sale objection (.3).	2.90
02/17/04	CMA	0024	Review ILEC objections to sale (1.8).	1.80
02/17/04	CMA	0024	Review XO APA (3.2); T/Cs w/Debtors' counsel re: same (.7); T/Cs w/CTA re: transition services issues (.8).	4.70
02/18/04	PAB	0024	Conference with E. McGrady re purchase agent.	0.50
02/18/04	ISD	0024	Multiple o/cs P. Dublin re: XO contract issues (3.0); Multiple conf. calls w/Debtors re: same (2.5); Review sale obj. and response of Debtors (2.2); O/C C. Adams and P. Dublin re: same (1.0).	8.70
02/18/04	PCD	0024	Attend meeting at Kirkland & Ellis regarding APA and ancillary docs (12.2); review revised APA (2.2); review revised sale order (1.1); calls regarding reg rights (.7).	16.20
02/18/04	NGA	0024	Review management agreement for unauthorized transfer of control issues.	1.50
02/18/04	NGA	0024	Review XO/Allegiance asset purchase agreement for regulatory issues.	3.00
02/18/04	CMA	0024	Review Bank and taxing authority objections (1.6); T/Cs w/Debtors' counsel re: same (.9); T/Cs w/Debtors' counsel re: ILEC objections (.4).	2.90
02/19/04	TWD	0024	Telephone call with N. Alexander to discuss issues in Allegience/XO agreement (.30); review same (.20).	0.50
02/19/04	ISD	0024	Review L3 NDA (.3); O/C C. Adams re: same (.4); O/C P. Dublin re: reg. rts. issues w/XO (1.0); Multiple t/cs S. Lampe re: reg. rts. issues (.6).	2.30
02/19/04	ISD	0024	O/C P. Dublin re: open items to close (1.2); T/C HLHZ re: interco claims (1.0); T/Cs S. Lampe re: XO bid issues (.5).	2.70
02/19/04	PCD	0024	Continued meeting at Kirkland & Ellis with company and XO regarding APA and ancillary documents (2.7); review revised sale documents (1.6); review revised order (.4); calls with Committee members regarding sale and related issues (.7); calls with I. Dizengoff regarding sale documents (.3); call with S. Older regarding registration issues (.2); e-mails regarding same (.3).	6.20
02/19/04	NGA	0024	Conference with T. Davidson re: regulatory issues relating to XO/Allegiance asset purchase agreement and management agreement.	0.40
02/20/04	ISD	0024	O/C C. Adams re: L3 contractual dispute and NDA (.6); Review L3 K issues (1.4).	2.00
02/24/04	ISD	0024	T/C PM re: FCC memo (.3); Conf. call w/CTA and HLHZ re: L3 strategy (1.0); T/Cs S. Lampe re: same (.5).	1.80
02/24/04	PRM	0024	Email to I. Dizengoff regarding review of Allegiance-Qwest FCC application withdrawal comments (0.2); Telephone call with K. Hassinger regarding same (0.2).	0.40
02/26/04	ISD	0024	T/Cs S. Lampe re: same (.6).	0.60
02/26/04	ISD	0024	Mtg. w/L3 re: K issues (2.6); Conf. call w/Debtors re: settlement w/L3 (1.5); O/C P. Dublin re: analysis of L3 settlement (1.0).	5.10

Date	Tkpr	Task		Hours
02/27/04	NGA	0024	Research re: rules governing FCC processing of Allegiance's application to transfer licenses and authorizations to XO.	1.10
02/27/04	NGA	0024	Draft email to T. Davidson re: FCC processing of Allegiance's application to transfer licenses and authorizations to XO.	1.00
02/11/04	EDM	0025	Travel to NYC for Allegiance Telecom Auction (actual time - 2.0).	1.00
02/13/04	EDM	0025	Travel to DC from Allegiance Auction (actual time - 3.5).	1.75
			Total Hours	430.95

EXHIBIT C

ALLEGIANCE TELECOM, INC.
COMMITTEE OF UNSECURED CREDITORS
DISBURSEMENT SCHEDULE
OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

MESSENGER SERVICE/OVERNIGHT COURIER/POSTAGE	$1,287.04
LONG DISTANCE TELEPHONE & CONFERENCE CALLS	$4,556.54
DUPLICATING COSTS/THIRD PARTY DUPLICATING COSTS	$6,431.25
FACSIMILE	$216.25
MEALS/COMMITTEE MEETING EXPENSES	$2,882.26
SECRETARIAL OVERTIME	$27.59
TRANSCRIPT EXPENSES	$19,867.37
TRAVEL EXPENSES	$9,841.00
UCC LIEN SEARCH EXPENSES	$63,232.50
COMPUTERIZED RESEARCH/OUTSIDE RESEARCH CHARGES	$13,489.30
CREDIT FOR PRIOR EXPENSES	($5,056.50)
TOTAL	$116,774.60

EXHIBIT D

ALLEGIANCE TELECOM, INC.
COMMITTEE OF UNSECURED CREDITORS
FEE SUMMARY
OCTOBER 1, 2003 THROUGH FEBRUARY 29, 2004

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Paul A. Belvin	Corporate	Virginia – 1973	0.50	$500.00	$250.00
Tom W. Davidson	Telecommunications	District of Columbia – 1991	46.20	$550.00	$25,410.00
Ira S. Dizengoff	Financial Restructuring	New York – 1993	145.60	$575.00	$83,720.00
Ira S. Dizengoff	Financial Restructuring	New York – 1993	192.30	$625.00	$120,187.50
Daniel H. Golden	Financial Restructuring	New York – 1979	2.00	$775.00	$1,550.00
Christopher Gores	Corporate	Texas – 1973	0.40	$550.00	$220.00
Kim Koopersmith	Litigation	New York – 1985	22.20	$550.00	$12,210.00
Kim Koopersmith	Littigation	New York – 1985	94.65	$575.00	$54,423.75
Bruce Mendelsohn	Corporate	Maryland – 1977	2.00	$575.00	$1,150.00
Dan Micciche	Tax	Texas – 1981	33.50	$525.00	$17,587.50
Russell W. Parks	Corporate	New York – 1983	39.45	$600.00	$23,670.00
COUNSEL	**DEPARTMENT**	**STATE OF BAR ADMISSION – YEAR**	**HOURS**	**RATE**	**AMOUNT**
Patrick M. Cox	Tax	New York – 1997	3.80	$440.00	$1,672.00
Philip Dublin	Financial Restructuring	New York – 1999	271.30	$450.00	$122,085.00
Phillip Marchesiello	Telecommunications	Maryland – 1997	6.50	$365.00	$2,372.50
Erica McGrady	Corporate	Ohio – 1997	23.15	$395.00	$9,144.25
Abid Qureshi	Litigation	New York – 1995	64.20	$425.00	$27,285.00
Abid Qureshi	Litigation	New York – 1995	90.50	$450.00	$40,725.00
Patrick Schmitter	Litigation	New York – 1997	0.50	$390.00	$195.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT
Colin M. Adams	Financial Restructuring	New York – 2000	360.45	$350.00	$126,157.50
Colin M. Adams	Financial Restructuring	New York – 2000	129.60	$375.00	$48,600.00
Nicholas Alexander	Telecommunications	District of Columbia – 2001	17.00	$225.00	$3,825.00
Nicholas Alexander	Telecommunications	District of Columbia – 2001	29.95	$255.00	$7,637.25
Jamie Berger	Litigation	Not Yet Admitted	47.20	$240.00	$11,328.00
Phiip C. Dublin	Financial Restructuring	New York – 1999	167.00	$400.00	$66,800.00
Blayne Grady	Corporate	Illinois – 2003	4.80	$200.00	$960.00
Jan-Min Han	Litigation	New York – 2003	2.00	$260.00	$520.00
Mary McClure	Litigation	New Y0rk – 2002	11.80	$250.00	$2,950.00
Erica McGrady	Corporate	Ohio – 1997	32.70	$350.00	$11,445.00
Benjamin Saul	Corporate	Maryland – 2002	10.30	$225.00	$2,317.50
J. Michael Threet	Tax	Texas – 1991	11.20	$325.00	$3,640.00
LEGAL ASSISTANTS	**DEPARTMENT**		**HOURS**	**RATE**	**AMOUNT**
Jessica R. Allen	Litigation		19.50	$150.00	$2,925.00
Muhammad Anwar	Litigation		4.50	$160.00	$720.00
Frank Grese	Financial Restructuring		1.00	$150.00	$150.00
Frank Grese	Financial Restructuring		1.20	$155.00	$186.00
I. Sarah Hwang	Financial Restructuring		42.00	$160.00	$6,720.00
I. Sarah Hwang	Financial Restructuring		23.30	$165.00	$3,844.50
Peter J. Sprofera	Financial Restructuring		34.30	$175.00	$6,002.50
Peter J. Sprofera	Financial Restructuring		3.90	$180.00	$702.00
Taroo Yasuzawa	Litigation		2.50	$150.00	$375.00
TOTAL			**1,994.95**		**$851,662.75**