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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER GRANTING DEBTORS' THIRD OMNIBUS
OBJECTION TO CERTAIN PROOFS OF CLAIMS**

(CLAIM NOS. 171, 284, 308, 575, 1038, 1064, 1090, 1105, 1117, 1128, 1145, 1192, 1224, 1255, 1259, 1295, 1300, 1302, 1303, 1336, 1345, 1347, 1373, 1392, 1406, 1413, 1414, 1433, 1437, 1463, 1472, 1508, 1510, 1520, 1523, 1536, 1551, 1557, 1590, 1591, 1657, 1658, 1659, 1660, 1669, 1670, 1671, 1801, 1809, 1810, 1825, 1877, 1929, 1935, 1937, 1941, 1942, 1947, 1948, 1955, 1957, 2106, 2344, 2609, 2611 and 2623)

Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors-in-possession (the "Debtors"), by their co-bankruptcy counsel, Togut, Segal & Segal LLP, having filed a third omnibus objection to certain proofs of claims filed against the Debtors' estates, dated May 14, 2004 (the "Application"); and good and sufficient notice of the Application having been given, and the Application having been considered at a hearing conducted before the Court on June 17, 2004 (the "Hearing");

and the Debtors having adjourned the hearing on the objections to all claims scheduled in Exhibits “A” and “B” and claim nos. 1822, 1920 and 2006 scheduled in Exhibit “C” (collectively, the “Adjourned Claims”) to the Application on the record of the Hearing to July 28, 2004; and upon the record made at the Hearing and decision reached at the conclusion thereof, and upon all of the prior proceedings had herein; and good and sufficient cause appearing, it is

ORDERED, that the Application be, and it hereby is, granted in all respects, except as to the Adjourned Claims; and it is further

ORDERED, that all of the proofs of claims listed on Exhibit “1” annexed hereto be, and they hereby are, disallowed and expunged as set forth therein.

DATED: New York, New York
 June 23, 2004

/s/ Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

In re: Allegiance Telecom, Inc., et al.
THIRD OMNIBUS: EXHIBIT 1 - SHAREHOLDER CLAIMS

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars	Claim Class*	Reason For Proposed Disallowance
ADAMS, STEPHEN 15 RICHMOND DR PALM COAST FL 32164	03-13057	1937	\$0.00	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST SAINT LOUIS MO 63103	03-13057	1590	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC NANCY UPCHURCH 2801 CLARK ST ST LOUIS MO 63103	03-13057	1520	\$2,489.20	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1413	\$18,241.45	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1433	\$33,325.86	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1259	UNASCERTAINABLE	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST SAINT LOUIS MO 63103	03-13057	1591	\$1,095.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1300	\$1,337.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST SAINT LOUIS MO 63103	03-13057	1551	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1472	\$13,436.14	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1523	\$4,339.39	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1437	\$1,419.73	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER

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ANDERSON, T GREGORY 5 STONY BRAE RD NEWTON MA 02461	03-13057	1941	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BACODARI, MICHAEL PO BOX 4972 NEW YORK NY 10185	03-13057	575	\$37,203.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BACODARI, MICHAEL PO BOX 4972 NEW YORK NY 10185	03-13057	1105	UNKNOWN \$37,203.00	(S) (U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BACODARI, MICHAEL PO BOX 4972 NEW YORK NY 10185	03-13057	308	\$37,401.05	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BACODARI, MICHAEL PO BOX 4972 NEW YORK NY 10185	03-13057	284	\$37,401.05	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BANQUE DE LUXEMBOURG SA 55 RUE DES SCILLAS L-2529 HOWALD LUXEMBOURG	03-13057	1303	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BARNETT, JEREMY & SHANNON 4051 WISTERIA TR MIDLOTHIAN TX 76065	03-13095	1128	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BOGOSIAN JR, HARRY D 103 OLDE MILL LN N KINGSTOWN RI 02852-1787	03-13057	1801	\$3,960.08 \$3,960.08	(P) (U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BOHEN INVESTMENT CO 450 S SCOTT AVE SALT LAKE CITY UT 84115-4621	03-13057	1948	\$42,948.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BRAVERMAN, ANDREW & SUSAN 106 ANDOVER RD ROCKVILLE CENTER NY 11570-1532	03-13057	2623	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BRITT, A RICHARD 10538 FENWAY PL BOCA RATON FL 33498	03-13057	1955	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
BURGOYNE, JUDITH M 101 KINGSWOOD RD ANNAPOLIS MD 21401-2919	03-13057	1658	BLANK	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER

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CROMWELL, SHEILA 4 EASTWAY BRONXVILLE NY 10708	03-13057	1810	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
DELAWARE CHARTER GUARANTEE & TRUST COMP CHARLES SWAIN 2ND VP 1013 CENTRE RD WILMINGTON DE 19899	03-13057	1295	UNASCERTAINABLE	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
DISANTO, MARK X 6122 MINGKWOOD DR HARRISBURG PA 17112	03-13103	1064	UNASCERTAINABLE	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
GARDNER, ANNETTE 2340 WEST TUCANA TUCSON AZ 85745-3303	03-13057	1957	UNASCERTAINABLE	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
GORCZYNSKI, MARION E 72 PORT TACK HILTON HEAD ISLAND SC 29928	03-13057	1414	\$0.00	(S)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
HASWELL, ROBERT & MARTHA 129 POINT PLEASANT DR KEY LARGO FL 33037	03-13057	1947	\$9,685.50	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
HELMICK TEN COM, VERNON & JOHNNIE AG EDWARDS & SONS INC 2801 CLARK ST SAINT LOUIS MO 63103	03-13057	1669	\$3,154.00	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
HOUSE MANUFACTURING CO INC PO BOX 117 CHERRY VALLEY AR 72324	03-13057	1557	\$22,050.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
HSBC REPUBLIC BANK SUISSE SA MAUREEN GOETSCHI PLACE DU LAC 2 CP 3580 1211 GENEVE 3 SWITZERLAND	03-13057	1090	\$265.50	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
LANG, MARTIN WILLIAM 4055 HARBOR POINT DR MUSKEGON MI 49441-4662	03-13057	1510	\$952.50	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
LEVINSON, GILBERT M 1842 MURRAY ST PHILADELPHIA PA 19115-3820	03-13057	1224	\$3,072.75	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER

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LIN, SUE 2467 RTE 10 #31-4B MORRIS PLAINS NJ 07950-1350	03-13057	1942	\$0.00	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
LONG, STEPHEN V 4417 NASHWOOD LN DALLAS TX 75244	03-13057	2344	\$50,000.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
LORRAINE CROMWELL & CANDY MOODY CEDE & CO PART 793 1201 HAZEL DR ALTON IL 62002	03-13057	1302	\$13,863.13	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
LOVUOLO, TAMARA 15 STONYBROOK RD MARSHFIELD MA 02050	03-13057	2611	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
MAUNDER OGDEN, JILL 1718 FOLLOW THRU RD N ST PETERSBURG FL 33710-3722	03-13057	1657	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
MAUNDER OGDEN, JILL 1718 FOLLOW THRU RD N ST PETERSBURG FL 33710-3722	03-13057	1671	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
MOTTA, EUGENE J 4 DOW AVE WALDWICK NJ 07463	03-13057	1336	\$1,841.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
NACKLEY, ANDREA G 726 COUNTRY LN DURHAM NC 27713	03-13057	1929	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
NORTH, JOHNNY RYAN 5434 SE BEASLEY RD RIVERTON KS 66770	03-13057	1825	\$3,338.82	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
OGDEN, JAMES P 1718 FOLLOW THRU RD N ST PETERSBURG FL 33710	03-13057	1809	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
OGDEN, JAMES P 1718 FOLLOW THRU RD N ST PETERSBURG FL 33710-3722	03-13057	1659	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
OGDEN, JAMES P 1718 FOLLOW THRU RD N ST PETERSBURG FL 33710-3722	03-13057	1660	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER

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OGDEN, JEFFREY M 1718 FOLLOW THRU RD N ST PETERSBURG FL 33710	03-13057	1670	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
PATRAS, NICHOLAS L 3213 BIRCHMEDE DR ELLCOTT CITY MD 21044	03-13057	1255	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
PAUL, GEORGE V 1200 S OCEAN BLVD #2G BOCA RATON FL 33342	03-13057	171	\$0.00	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
PAUL, GEORGE V 1200 S OCEAN BLVD #2G BOCA RATON FL 33342	03-13057	1038	\$1,180.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
PAUL, GEORGE V 1200 S OCEAN BLVD #2G BOCA RATON FL 33342	03-13057	1192	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
POTTER, JAMES 5346 W JESSICA LN LAVEEN AZ 85339	03-13057	1463	\$15,576.18 \$7,750.68	(P) (U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
PRUDENTIAL SERIES FUND INC, THE PRUDENTIAL INVESTMENT MANAGEMENT 2 GATEWAY CTR 3RD FL NEWARK NJ 07102	03-13057	2106	\$3,800.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
REUBEN, BEN & SOPHIE 899 LINCOLN AVE ST PAUL MN 55105	03-13057	1392	\$34,750.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
SCOTT, GARY R C/O AG EDWARDS & SONS INC 2801 CLARK ST ST LOUIS MO 63103	03-13057	1935	\$0.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
SMART, RYAN R ACCOUNT EXECUTIVE 6006 FOREST VIEW DR #2A LISLE IL 60532	03-13057	1508	\$0.00	(S)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
SPIEGEL, JACQUELINE M 1961 BRANDT RD LYONS NY 14489	03-13057	1345	\$1,685.60	(S)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER

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SPIEGEL, JACQUELINE M 1961 BRANDT RD LYONS NY 14489	03-13057	1347	\$1,957.35	(S)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
STATE BOARD OF ADMINISTRATION OF FLORIDA 1801 HERMITAGE BLVD #100 TALLAHASSEE FL 32308	03-13057	1877	\$7,124,645.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
STORZER, BEVERLY A 530 COMMERCIAL ST APT 2 SEYMOUR WI 54165	03-13057	2609	\$0.00	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
SUTTON, RONALD L 399 PERRY ROGERS RD LANCASTER KY 40444	03-13103	1145	\$2,575.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
THELEN, GEORGE J 605 PALMER COURT CRESTVIEW HILLS KY 41017	03-13057	1536	UNKNOWN	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
VILLANI, ALBERT C 12213 ALEXANDRIA DR FRISCO TX 75035	03-13057	1406	UNASCERTAINABLE	(P)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
WATERS, WILLIAM F 1730 HARBOUR VIEW DR MARQUETTE MI 49855	03-13057	1373	UNASCERTAINABLE	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER
WHITE, BRUCE K 189 HIGH RANGE RD LONDONDERRY NH 03053	03-13057	1117	\$3,084.00	(U)	CLAIM BASED ON EQUITY INTERESTS OR STATUS AS EQUITY HOLDER

Total Claims Expunged: 66 Total Dollars Expunged: \$7,580,987.04