

# UNITED STATES BANKRUPTCY COURT

## Southern District of New York

**In re** Allegiance Telecom of Massachusetts, Inc.  
**Debtor**

**Case no.** 03-13078  
**(If known)**

### SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, C, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

AMOUNTS SCHEDULED					
NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A – Real Property	No	n/a	\$0.00		
B – Personal Property	Yes	6	\$32,679,715.99		
C – Property Claimed as Exempt	No	n/a			
D – Creditors Holding Secured Claims	Yes	2		\$465,300,000.00	
E – Creditors Holding Unsecured Priority Claims	No	n/a		\$0.00	
F – Creditors Holding Unsecured Nonpriority Claims	Yes	10		\$7,554,304.58	
G – Executory Contracts and Unexpired Leases	Yes	2			
H – Codebtors	Yes	1			
I – Current Income of Individual Debtor(s)	No	n/a			\$0.00
J – Current Expenditures of Individual Debtor(s)	No	n/a			\$0.00
Total number of sheets of ALL schedules ➤		21			
Total Assets ➤			\$32,679,715.99		
Total Liabilities ➤				\$472,854,304.58	

**UNITED STATES BANKRUPTCY COURT**  
**Southern District of New York**

**GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULES AND STATEMENTS**  
**(Attached to the Summary of Schedules)**

**No Schedule Attached**

If the Debtor's response to a particular schedule was "None", then the Debtor did not attach that schedule and marked "No" as to "Attached" on the Summary of Schedules.

**Unaudited Financial Information**

The schedules and statements have been prepared by the Debtor's management and are unaudited. While management of the Debtor has sought to ensure that the schedules and statements are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information or an audit may result in material changes in the financial data requiring amendment, modification or supplement of these schedules and statements.

**Undetermined Amounts**

Any amounts that could not be reasonably quantified by the Debtor are scheduled as "Undetermined".

**Claim Description**

Any failure to designate a claim on the Debtor's schedule as "contingent", "unliquidated" or "disputed", does not constitute an acknowledgement, agreement or admission by the Debtor that such claim is not "contingent", "unliquidated" or "disputed." The Debtor expressly reserves the right to dispute, or to assert offsets, recoupments or defenses to, any claim reflected in these schedules as to amount, liability, priority, status, or classification, or to otherwise subsequently designate any claim as "contingent", "unliquidated" or "disputed."

**Bankruptcy Court Orders**

Pursuant to Bankruptcy Court orders, the Debtor has been granted authority to pay pre-petition obligations to certain creditors, such as employees, taxing authorities, customers and critical vendors. Accordingly, to the extent that these liabilities have already or will be satisfied such liabilities are not listed herein.

**Reserves and Accruals**

These schedules do not include reserves and accruals recorded on the Debtor's books and records pursuant to generally accepted accounting principles.

**Intercompany Transactions**

The Debtors routinely engaged in intercompany transactions that may result in intercompany transfers, payments, loans, accounts payable and accounts receivable. The Debtors have been conducting a review of those intercompany transactions. As such, intercompany transfers, payments, loans, receivables and payables are not listed herein in these schedules or statements.

**Reservation of Right to Amend**

The Debtor expressly reserves the right to amend, modify, and supplement these schedules and statements from time to time as necessary and/ or appropriate.

**Specific Notes**

These general notes are in addition to the specific notes set forth in the related schedules and statements hereinafter provided.

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## SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

### GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULE OF ASSETS

#### Financial Information

The information provided herein, except as otherwise noted, is as of the close of business on May 31, 2003.

#### Unaudited Financial Information

The Schedules have been prepared by the Debtor's management and are unaudited. While management of the Debtor has sought to ensure that the Schedules are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules.

#### Set-off and Recoupment Claims

In addition to any set-off or recoupment claims listed herein, the Debtor may have additional set-off and recoupment claims. The Debtor is currently determining what additional claims for set-off or recoupment that it may have. Nothing herein waives or releases any rights, claims, causes of action, or defenses, including set-off rights and recoupment rights. The Debtors expressly reserve such rights, claims, causes of action, or defenses, including set-off rights or recoupment rights.

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		See Rider B.2 attached		\$117,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Rider B.3 attached		\$70,315.84
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			

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## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		Trade Accounts Receivable, Net of Allowance for Doubtful Accounts		\$6,618,730.80
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated	X			

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## SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.				
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.		See Rider B.22 attached.		Undetermined
23. Automobiles, trucks, trailers, and other vehicles and accessories.		Capitalized Service Vehicle Leases Net Book Value Boston, MA		\$80,167.06
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Furniture & Fixtures, Office Equipment, Communica- tion Equipment, Computing Equipment Net Book Value Boston, MA		\$108,343.87
27. Machinery, fixtures, equipment, and supplies used in business.		Switch Equipment, Transmission Equipment, Cus- tomer Premise Equipment, Internet Transmission Equipment, IT Support System Software, Capitalized Dark Fiber Leases Net Book Value Boston, MA		\$22,510,309.82
28. Inventory.	X			
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and imple- ments.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed. Itemize.		Leasehold Improvements Net Book Value Boston, MA		\$3,174,848.60
		<u>3</u> continuation sheets attached	Total ?	\$32,679,715.99

(Include amounts from any contin-  
uation sheets attached. Report total also  
on Summary of Schedules.)

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**SCHEDULE B -PERSONAL PROPERTY**  
**Rider B.2 - Bank Accounts**

<b>BANK</b>	<b>ADDRESS</b>	<b>ACCOUNT NUMBER</b>	<b>Ledger BALANCE as of May 31, 2003</b>
Bank of America	901 Main Street, 7th Floor, Dallas, TX 75202	91000011970578	\$ 117,000.00
		Total	<u>\$ 117,000.00</u>

<i>Company in Possession</i>	<i>Addresses</i>	<i>Type of Property</i>	<i>Description</i>	<i>Approx. Balance as of May 14, 2003</i>
<b><u>REAL ESTATE SECURITY DEPOSITS</u></b>				
75-101 Federal St., L.L.C. (formerly held by BeaMetFed, Inc)	75-101 Federal St., L.L.C. c/o Equity Office 101 Federal Street Boston, MA 02110	Cash	Sales (Boston)	\$34,897.92
WXIII/FAR Yale Real Estate	WXIII/FAR Yale Real Estate Ltd. 6256 Greenwich Drive, Suite 130 San Diego, CA 92122	Cash	Switch (Boston)	\$35,417.92
<b>Total</b>				<b>\$70,315.84</b>

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**SCHEDULE B -PERSONAL PROPERTY**  
**Rider B.22 - Licenses, franchises and other intangibles**

DESCRIPTION	VALUE
<b>Licenses:</b>	
Docket Number: N/A	Undetermined
Service Type: Facilities-Based and Resold Local Exchange and Interexchange Telecommunications Services	
Grant Date: 07/18/1998	



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## SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.								
See Rider D-1 immediately following Schedule D.			Senior Secured Debt				\$465,300,000.00	
			VALUE \$ Undetermined					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
ACCOUNT NO.								
			VALUE \$					
<div> <div>1 continuation sheet attached</div> <div>Total ?</div> </div>							\$ 465,300,000.00	

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Schedule D – Creditors Holding Secured Claims  
Rider D-1

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE (As of June 25, 2003)	CO – DEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN (1) (2)	CONTINGENT, UNLIQUIDATED, DISPUTED (3)	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL (As of June 25, 2003)	UNSECURED PORTION, IF ANY (2)
GE Capital Services	X			\$33,447,893.56	
ABN Amro Bank	X			\$19,113,082.04	
Absolute Rec. Hedge LP	X			\$3,589,393.04	
Absolute Rec. Hedge LTD	X			\$5,999,368.43	
Bank Austria	X			\$9,800,000.00	
Bank of America	X			\$18,157,427.94	
Bank of Nova Scotia	X			\$19,113,082.04	
Bayerische Hypo	X			\$10,500,000.00	
BNP Paribas	X			\$13,379,157.43	
CIT Lending Services Corp.	X			\$5,800,776.57	
CoBank	X			\$19,113,082.04	
Credit Suisse First Boston	X			\$4,778,270.51	
Dresdner Bank	X			\$14,000,000.00	
Fernwood Associates, L.P.	X			\$4,942,660.55	
Fleet Bank	X			\$22,935,698.45	
Gryphon Master Fund, LP	X			\$4,942,660.55	
IBM Credit LLC	X			\$13,379,157.43	
Langley Partners, LP	X			\$4,778,271.13	
Morgan Stanley Senior FD	X			\$14,170,421.49	
Pauraque Partners	X			\$132,835,920.17	
R2 Investments, LDC	X			\$12,356,651.38	
R2 Top Hat, LTD	X			\$14,334,811.53	
Special Utilities (Cont)	X			\$6,402,882.46	
Special Utilities (S)	X			\$3,153,658.55	
Toronto Dominion	X			\$13,379,157.43	
TRS Thebe LLC	X			\$8,404,275.81	
UBS AG	X			\$19,113,082.04	
Union Bank of California	X			\$13,379,157.43	
Total				\$465,300,000.00	

- (1) Prior to the Commencement Date, Allegiance Telecom Company Worldwide (“ATCW”) entered into that certain Credit and Guaranty Agreement, dated as of February 15, 2000 (as amended, supplemented or otherwise modified from time to time) and entered into related loan documents thereto, among ATCW, all of the other Debtors, and lenders thereto from time to time (collectively, the “Secured Lenders”). These Secured Lenders have a security interest in the property of the Debtors as described in the Final Order Authorizing Use of Cash Collateral By Consent entered June 24, 2003 (docket # 182).
- (2) The market value of the property subject to the Secured Lenders’ liens and the unsecured portion of the Secured Lenders’ claims have not been determined as of this date.
- (3) The Debtors have approximately \$26 million in cash (the “Disputed Amount”) in Account #343605, which is an interest bearing account, at JPMorgan Chase Bank (the “Disputed Account”). The Debtors dispute the Secured Lenders’ asserted security interest in the Disputed Account. The Debtors reserve their right to file an action to avoid any asserted security interest in the Disputed Amount or the Disputed Account.

**UNITED STATES BANKRUPTCY COURT**  
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**GENERAL NOTES REGARDING THE DEBTOR'S SCHEDULE F - CREDITORS HOLDING  
UNSECURED NONPRIORITY CLAIMS**

**Set-off and Recoupment Claims**

In addition to any set-off or recoupment claims listed on the attached Schedule F, the Debtor may have additional set-off and recoupment claims. The Debtor is currently determining what additional claims for set-off or recoupment that it may have. Nothing herein waives or releases any rights, claims, causes of action, or defenses, including set-off rights and recoupment rights. The Debtors expressly reserve such rights, claims, causes of action, or defenses, including set-off rights or recoupment rights.

In re **Allegiance Telecom of Massachusetts, Inc.**  
Debtor

Case No. **03-13078**  
(If known)

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
				HUSBAND, WIFE, JOINT OR COMMUNITY	UNLIQUIDATED			AMOUNT OF CLAIM	
						DISPUTED			
ACCOUNT NO.	1271	s4296			CAPITAL LEASE		X		\$77,278.72
GE CAPITAL FLEET SERVICE PO BOX 100363 ATLANTA, GA 30384-0363									
ACCOUNT NO.	50691	s4317							
METROMEDIA FIBER NETWORK, INC. P.O. BOX 7247-6887 PHILADELPHIA, PA 19170-6887					CAPITAL LEASE		X		\$2,460,376.89
ACCOUNT NO.	212750	s4328							
RCN TELECOM SERVICES INC 105 CARNEGIE CENTER PRINCETON, NJ 8540									
ACCOUNT NO.	002486204330	s3354			CUSTOMER CLAIM	X	X	X	UNDETERMINED
BOSTON AREA RAPE CRISIS C/O TONI TROOP 99 BISHOP ALLEN DRIVE, FL 2 CAMBRIDGE, MA 02139									

In re **Allegiance Telecom of Massachusetts, Inc.**  
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(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			AMOUNT OF CLAIM	
					DISPUTED				
ACCOUNT NO.	002223417333	s3355			CUSTOMER CLAIM	X	X	X	UNDETERMINED
BOSTON INTERNET GROUP C/O WAYNE HOWE 281 SUMMER ST, 7TH FLOOR BOSTON, MA 02210									
ACCOUNT NO.	002429542384	s3411			CUSTOMER CLAIM	X	X	X	UNDETERMINED
CLOUGH TRADING LLC C/O FRED W. CLOUGH 436 LEWIS WHARF 4TH FLOOR BOSTON, MA 02110									
ACCOUNT NO.	002166814408	s3434			CUSTOMER CLAIM	X	X	X	UNDETERMINED
CORPORATE PERFORMANCE C/O FRANK WARD 6 BEACON BOSTON, MA 02108									
ACCOUNT NO.	000002617110	s3476			CUSTOMER CLAIM	X	X	X	UNDETERMINED
E LEADS INC C/O ED GLEASON 354 CONGRESS STREET, 2ND FL BOSTON,, MA 02210									
ACCOUNT NO.	002601360230	s3502			CUSTOMER CLAIM	X	X	X	UNDETERMINED
EXCEL GLASS C/O 483 HIGHLAND AVENUE SALEM, MA 01970									
ACCOUNT NO.	000002633459	s3506			CUSTOMER CLAIM	X	X	X	UNDETERMINED
FAIR & YEAGER INSURANCE AGENCY C/O KEVIN DELANO 10 MAIN STREET NATICK, MA 01760									
ACCOUNT NO.	002556313317	s3562			CUSTOMER CLAIM	X	X	X	UNDETERMINED
GRAVA CHRYSLER C/O RALPH GRAVA 29 MYSTIC AVE MEDFORD, MA 02155									

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	UNLIQUIDATED			AMOUNT OF CLAIM		
				DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	DISPUTED				
ACCOUNT NO.	2654027	s4055			CUSTOMER CLAIM	X	X	X	\$250,000.00
ITLIQUIDATION, INC JIM PERULLO 468 CANAL LAWRENCE, MA 1840									
ACCOUNT NO.	2232538409	s3782			CUSTOMER CLAIM	X	X	X	UNDETERMINED
MCR TECHNOLOGIES C/O NO CONTACT GIVEN 6 GREENWOOD WAKEFIELD, MA 01880									
ACCOUNT NO.	002566423364	s3833			CUSTOMER CLAIM	X	X	X	UNDETERMINED
NEW BLACK LACE LINGERIE C/O SPYROS MAKRIS 8 S BROADWAY LAWRENCE, MA 01843									
ACCOUNT NO.	002439665519	s3836			CUSTOMER CLAIM	X	X	X	UNDETERMINED
NEWPORT CAPITAL ADVISORS, INC. C/O ANDREW D. PARRILLO 500 VICTORY RD., FL. 4 QUINCY, MA 02171									
ACCOUNT NO.	000002639176	s3859			CUSTOMER CLAIM	X	X	X	UNDETERMINED
PACK AND SHIP C/O LARRY BYRON 76 HOLTON ST WOBURN, MA 01801									
ACCOUNT NO.	002268992564	s3889			CUSTOMER CLAIM	X	X	X	UNDETERMINED
PROTO ENGINEERING C/O GORDON GOODWIN 225 STEDMAN, UNIT#28 LOWELL, MA 01851									
ACCOUNT NO.	002519834458	s3899			CUSTOMER CLAIM	X	X	X	UNDETERMINED
QUANTUM TECHNOLOGIES C/O LINDA 37 WALKER ROAD NORTH ANDOVER, MA 01845									

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			AMOUNT OF CLAIM	
					DISPUTED				
ACCOUNT NO.	002170270261	s3927			CUSTOMER CLAIM	X	X	X	UNDETERMINED
ROBERT GILMORE ASSOCIATES, INC C/O NAHID (SECRETARY FOR ROBERT GILMORE) 123 LEWIS WHARF BOSTON, MA 02110									
ACCOUNT NO.	002650745417	s3932			CUSTOMER CLAIM	X	X	X	UNDETERMINED
ROSE MARY WALKER (SMALL WORLD LEARNING CENTER) C/O ANDREA 74 ELM DANVERS, MA 01923									
ACCOUNT NO.	002570753405	s3962			CUSTOMER CLAIM	X	X	X	UNDETERMINED
SMALL WORLD LEARNING CENTER C/O ANDREA 74 ELM STREET DANVERS, MA 01923									
ACCOUNT NO.	002592467513	s3698			CUSTOMER CLAIM	X	X	X	UNDETERMINED
TALA CORP DBA CENTURY21DEAN C/O DIANE MAILLE 94 PETERS NORTH ANDOVER, MA 01845									
ACCOUNT NO.	000279149508	s3730			CUSTOMER CLAIM	X	X	X	UNDETERMINED
THE MERCURY GROUP C/O JEFFREY TARTER 68 MT AUBURN WATERTOWN, MA 02472									
ACCOUNT NO.	000002615033	s3743			CUSTOMER CLAIM	X	X	X	UNDETERMINED
TOUCHCOM INC C/O HENRY GAGNON 111 TERREACE HALL AVE BURLINGTON, MA 01803									
ACCOUNT NO.	002543526389	s4012			CUSTOMER CLAIM	X	X	X	UNDETERMINED
WAKEFIELD COMMUNICATIONS C/O MARK DANNER 183 HARVARD AV ALLSTON, MA 02134									

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**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR HUSBAND, WIFE, JOINT OR COMMUNITY DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		CONTINGENT UNLIQUIDATED DISPUTED			AMOUNT OF CLAIM
ACCOUNT NO.	000263288489	s4013						
WAKERFIELD COMMUNICATIONS C/O MARK DANNER 925 MAIN WAKEFIELD, MA 01880				CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCOUNT NO.		s4130						
WORLD ACCESS, INC. ET AL C/O MORTON P. LEVINE, LEVINE & BLOCK 2270 RESURGENS PLAZA 945 E. PACES FERRY ROAD ATLANTA, GA 03264 USA				LITIGATION United States Bankruptcy Court for the Northern District of Illinois	X	X	X	UNDETERMINED
ACCOUNT NO.	16-210706	s2180						
75-101 FEDERAL ST LLC PO BOX 33120 NEWARK, NJ 07188-0120				TRADE PAYABLE				\$613.40
ACCOUNT NO.	16-50442	s2189						
ACTERNA'S PO BOX 371693 PITTSBURGH, PA 15251-7693				TRADE PAYABLE		X		\$1,200.00
ACCOUNT NO.	74570	s4199						
ADT SECURITY SVCS PO BOX 371994 PITTSBURGH, PA 15250-7994				TRADE PAYABLE				\$180.00
ACCOUNT NO.	16-1018	s2164						
AIRBORNE EXPRESS PO BOX 662 SEATTLE, WA 98111				TRADE PAYABLE				\$306.82
ACCOUNT NO.	16-211913	s3057						
AT&T PO BOX 78425 PHOENIX, AZ 85062-8425				TRADE PAYABLE			X	\$826.84
ACCOUNT NO.	16-36361	s2981						
AVAYA INC. P.O. BOX 73061 CHICAGO, IL 60673-3061				TRADE PAYABLE			X	\$7,492.56



In re **Allegiance Telecom of Massachusetts, Inc.**  
Debtor

Case No. **03-13078**  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED			
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		DISPUTED			
					AMOUNT OF CLAIM			
ACCOUNT NO.	16-1797	s2176						
BFC 1141 N RADDANT RD BATAVIA, IL 60510					TRADE PAYABLE			\$156.00
ACCOUNT NO.	16-134320	s2171						
BMS PAPER CO 3390 WASHINGTON ST BOSTON, MD 2130					TRADE PAYABLE			\$66.50
ACCOUNT NO.	16-190013	s2177						
BRADFORD AT LINCOLN PARK 8221 N CENTRAL EXPRESSWAY DALLAS, TX 75225					TRADE PAYABLE			\$431.25
ACCOUNT NO.	16-89447	s2193						
CYPRESS COMMUNICATIONS INC DEPT CH17003 PALATINE, IL 60055-7003					TRADE PAYABLE			\$9,964.99
ACCOUNT NO.	16-144907	s2172						
DELUXE CLEANING SERVICE 201 ACTION ST WATERTOWN, MA 2472					TRADE PAYABLE			\$731.55
ACCOUNT NO.	16-1271	s2169						
GE CAPITAL FLEET SERVICE PO BOX 100363 ATLANTA, GA 30384-0363					TRADE PAYABLE			\$6,044.60
ACCOUNT NO.	16-1287	s2170						
GRAYBAR PO BOX 840458 DALLAS, TX 75284					TRADE PAYABLE			\$301.65
ACCOUNT NO.	16-107455	s2165						
IKON OFFICE SOLUTIONS CENTRAL DISTRICT CHICAGO, IL 60680-2566					TRADE PAYABLE			\$5,964.05

In re **Allegiance Telecom of Massachusetts, Inc.**  
Debtor

Case No. **03-13078**  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			AMOUNT OF CLAIM	
			HUSBAND, WIFE, JOINT OR COMMUNITY	UNLIQUIDATED					
				DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE			DISPUTED		
ACCOUNT NO.	16-63484	s2190			TRADE PAYABLE		X		\$451.50
JP MORGAN CHASE-P CARD COMMERCIAL CARD SVCS PO BOX 78970 PHOENIX, AZ 85062-8970									
ACCOUNT NO.	16-36686	s2186			TRADE PAYABLE				\$163.38
KLAPES VENDING CO INC 75-77 SPRING ST WATERTOWN, MA 2472									
ACCOUNT NO.	16-30818	s2183			TRADE PAYABLE		X		\$595.00
LUCENT TECHNOLOGIES INC 6701 ROSWELL RDBLDGD 3RD FL ATLANTA, GA 30328-2501									
ACCOUNT NO.	16-36418	s2185			TRADE PAYABLE				\$135.65
MCI WORLDCOM PO BOX 856059 LOUISVILLE, KY 40285-5059									
ACCOUNT NO.	16-159352	s2174			TRADE PAYABLE				\$275.00
MERIDIAN INTEGRATED SVCS PO BOX 303 TREVOSE, PA 19053-0303									
ACCOUNT NO.	16-34743	s2184			TRADE PAYABLE			X	\$30,002.00
MFS TELECOM INC - CABS P.O. BOX 790351 ST LOUIS, MO 63179-0351									
ACCOUNT NO.	16-191503	s2178			TRADE PAYABLE				\$3,833.40
NETCONFIG NETWORKING 280 GROVE ST #3 MANCHESTER, NH 3103									
ACCOUNT NO.	16-78278	s2192			TRADE PAYABLE				\$270.98
NEUSTAR PO BOX 403034 ATLANTA, GA 30384-3034									

In re **Allegiance Telecom of Massachusetts, Inc.**  
Debtor

Case No. **03-13078**  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
**(Continuation Sheet)**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT				
			HUSBAND, WIFE, JOINT OR COMMUNITY		UNLIQUIDATED				
					DISPUTED		AMOUNT OF CLAIM		
			DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE						
ACCOUNT NO.	216420	s3112			TRADE PAYABLE			X	\$45,087.60
NEW YORK ACCESS BILLING LLC 100 STATE STREET SUITE 650 ALBANY, NY 12207									
ACCOUNT NO.	16-77319	s2191			TRADE PAYABLE				\$61.14
POLAND SPRING WATER PO BOX 52271 PROCESSING CENTER PHOENIX, AZ 85072-2271									
ACCOUNT NO.	16-42017	s2187			TRADE PAYABLE				\$67.75
POLAND SPRINGS PO BOX 650641 DALLAS, TX 75265									
ACCOUNT NO.	16-151805	s2173			TRADE PAYABLE				\$2,400.00
PROFESSIONAL TELECONCEPTS PO BOX 847673 DALLAS, TX 75284-7673									
ACCOUNT NO.	16-212750	s2181			TRADE PAYABLE				\$2,016.00
RCN TELECOM SERVICES INC 105 CARNEGIE CENTER PRINCETON, NJ 8540									
ACCOUNT NO.	16-163510	s2175			TRADE PAYABLE				\$0.65
SNIP LINK 100-A TWINBRIDGE DR PENNSAUKEN, NJ 8110									
ACCOUNT NO.	16-218245	s2182			TRADE PAYABLE				\$289.00
TAPE CONVERSION COM 4115 THREE OAKS DR ARLINGTON, TX 76016-3226									
ACCOUNT NO.	16-129835	s3024			TRADE PAYABLE			X	\$58,407.18
UUNET. P.O. BOX 96022 CHARLOTTE, NC 28296-0022									
ACCOUNT NO.	16-1077	s2167			TRADE PAYABLE			X	\$2,532,421.34
VERIZON (BA) - LINE COST PO BOX 4430 CABS PROCESSING UNIT ALBANY, NY 12204-0430									

In re **Allegiance Telecom of Massachusetts, Inc.**  
Debtor

Case No. **03-13078**  
(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**  
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE			CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
			HUSBAND, WIFE, JOINT OR COMMUNITY  DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE		UNLIQUIDATED			
					DISPUTED			
ACCOUNT NO.	16-47153	s2188			TRADE PAYABLE		X	\$970,803.45
VERIZON (BA-PA) - LINE COST PO BOX 28007 LEHIGH VALLEY, PA 18002-8007								
ACCOUNT NO.	16-1075	s2166			TRADE PAYABLE			\$3,500.00
VERIZON 125 HIGH ST ROOM 1134 BOSTON, MA 2110								
ACCOUNT NO.	16-115354	s2168			TRADE PAYABLE			\$577.89
VERIZON PO BOX 28007 LEHIGH VLY, PA 18002-8007								
ACCOUNT NO.	16-193719	s2179			TRADE PAYABLE		X	\$676.20
WELLS FARGO FINANCIAL LEASING PO BOX 98789 LAS VEGAS, NV 89193								
ACCOUNT NO.	16-95880	s2194			TRADE PAYABLE			\$14,765.06
WXIII/FAR YALE REAL ESTATE LTD PRTNRSH C/O YALE PROPERTIES ATTN: PATTY LUTU SAN DIEGO, CA 92122								

### SCHEDULE G – EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease contract described.

**NOTE:** A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST, STATE WHETHER LEASE IS FOR NONRESIDENTIAL, REAL PROPERTY, STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See attached Rider G-1 for executory contracts	

**NOTES:** These specific notes to Schedule G are in addition to any general notes regarding the Debtor's schedules and statements.

In the aggregate, the Debtors are a party to approximately 140,000 customer contracts and 900 sales agent contracts; the existence of and terms and conditions of these contracts are all confidential commercial information. If any party is interested in obtaining information about these executory contracts, please contact Chris Luna of Allegiance Telecom, Inc. at (469) 259-2069; with appropriate confidentiality restrictions, appropriate information will be made available.

Listing a contract or agreement on this schedule does not constitute an admission or agreement that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement is in effect, effective and not terminated or terminable at-will by the Debtor. Any and all of the Debtor's rights, claims, set off rights, defenses and causes of action with respect to the contracts and agreements listed on this schedule are hereby reserved and preserved. The Debtor reserves its rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including Debtor's right to challenge if a contract is an unexpired non-residential real property lease. Similarly, the listing of a contract or lease on this schedule does not constitute an acknowledgement or admission that the underlying transaction is or is not a secured financing transaction.

While Debtor has used its best efforts to ensure the accuracy of this schedule, inadvertent errors or omissions may have occurred. The Debtor does not make, and specifically disclaims, any and all representations or warranties as to the completeness or accuracy of the information set forth herein, and reserves the right to dispute the validity, characterization, status, and enforceability of all contracts, leases, agreements or documents listed herein or omitted from herein.

The contacts, leases, agreements and other documents listed herein may have expired or may have been modified, amended or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements and not all such various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements may be or may not be listed herein. The absence of such various amendments, restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements does not prejudice the Debtor's right to assert that such various amendments are restatements, waivers, estoppel certificates, letters or other documents, instruments or agreements constitute executory contracts. Certain of the executory contracts may not have been memorialized and could be subject to dispute. Certain of the real property leases listed on this schedule may contain rights of first refusal, rights to lease additional space or other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately in this schedule and the Debtor specifically reserves all of its rights, claims, set off rights, defenses and causes of action with respect to such real estate property leases.

In the aggregate, the Debtors are a party to approximately 300 confidentiality agreements that prohibit the parties thereto from disclosing and using certain confidential information; such confidentiality agreements are not included herein.

This schedule does not include purchase orders, service orders and service requests on month-to-month terms that are not executory contracts, and other agreements used in the ordinary course of business for routine purchases of equipment, services, and supplies. In addition, in the ordinary course of business, the Debtor may have entered into agreements, written or oral, for the provisions of certain services on a month-to-month or at-will basis; such contracts may not be included in this schedule. The absence of any such contract, orders and requests from this schedule shall not prejudice the Debtor's rights to assert, and the Debtor reserves the right to assert, that any such contract, order or request are executory contracts or unexpired leases.

United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Telecom of Massachusetts, Inc.  
Case Number: 03-13078 (RDD)  
Schedule G  
Rider G-1 Executory Contracts  
1 of 1

<b><u>Name &amp; Mailing Address of</u></b>	
<b><u>Vendor</u></b>	<b><u>Description of Contract</u></b>
Verizon (BA)	4505 T3 BSTNMALBW01 CMBRMABEK31
Verizon (BA)	4501 T3 BSTNMALBW01 CMBRMABEK31
Verizon - Massachusetts	Interconnection Agreement
Verizon New England Inc., d/b/a Verizon Massachusetts	Supplemental Agreement No. 1 - 30-day UNE Remand
Verizon New England Inc., d/b/a Verizon Massachusetts	Supplemental Agreement No. 2 - 120-day UNE Remand

United States Bankruptcy Court, Southern District of New York

Debtor: Allegiance Telecom of Massachusetts, Inc.

Case No. 03-13078 (RDD)

**SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules or creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the codebtor spouse during the six years immediately preceding the commencement of this case.

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR <sup>1</sup>	NAME AND ADDRESS OF CREDITOR
Allegiance Telecom, Inc.	See Rider D-1
Allegiance Telecom Company Worldwide	See Rider D-1
Allegiance Telecom International, Inc.	See Rider D-1
Allegiance Telecom of Arizona, Inc.	See Rider D-1
Allegiance Telecom of California, Inc.	See Rider D-1
Allegiance Telecom of Colorado, Inc.	See Rider D-1
Allegiance Telecom of the District of Columbia, Inc.	See Rider D-1
Allegiance Telecom of Florida, Inc.	See Rider D-1
Allegiance Telecom of Georgia, Inc.	See Rider D-1
Allegiance Telecom of Illinois, Inc.	See Rider D-1
Allegiance Telecom of Indiana, Inc.	See Rider D-1
Allegiance Telecom of Maryland, Inc.	See Rider D-1
Allegiance Telecom of Michigan, Inc.	See Rider D-1
Allegiance Telecom of Minnesota, Inc.	See Rider D-1
Allegiance Telecom of Missouri, Inc.	See Rider D-1
Allegiance Telecom of Nevada, Inc.	See Rider D-1
Allegiance Telecom of New Jersey, Inc.	See Rider D-1
Allegiance Telecom of New York, Inc.	See Rider D-1
Allegiance Telecom of North Carolina, Inc.	See Rider D-1
Allegiance Telecom of Ohio, Inc.	See Rider D-1
Allegiance Telecom of Oklahoma, Inc.	See Rider D-1
Allegiance Telecom of Oregon, Inc.	See Rider D-1
Allegiance Telecom of Pennsylvania, Inc.	See Rider D-1
Allegiance Telecom of Texas, Inc.	See Rider D-1
Allegiance Telecom of Virginia, Inc.	See Rider D-1
Allegiance Telecom of Washington, Inc.	See Rider D-1
Allegiance Telecom of Wisconsin, Inc.	See Rider D-1
Allegiance Telecom Purchasing Company	See Rider D-1
Allegiance Telecom Service Corporation	See Rider D-1
Coast to Coast Telecommunications, Inc.	See Rider D-1
Shared Technologies Allegiance, Inc.	See Rider D-1
Allegiance Internet, Inc.	See Rider D-1
Adgrafx Corporation	See Rider D-1
Hosting.com, Inc.	See Rider D-1
InterAccess Telecommunications Co.	See Rider D-1
Jump.Net, Inc.	See Rider D-1
Virtualis Systems, Inc.	See Rider D-1
ALGX Business Internet, Inc.	See Rider D-1

<sup>1</sup> The address for each Codebtor is 9201 North Central Expressway, Dallas, TX 75231.

Form B6-Cont.  
(12/94)

In re Allegiance Telecom of Massachusetts, Inc.  
Debtor

Case No. 03-13078  
(if known)

### DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, the Senior Vice President of Finance and Accounting of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 24 sheets, including this signature page, and that they are true and correct to the best of my knowledge, information, and belief.

Date July 15, 2003

Signature: /s/ G. Clay Myers

G. Clay Myers  
Printed Name

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*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. Sections 152 and 3571.*