

# UNITED STATES BANKRUPTCY COURT

## Southern District of New York

**In re** Allegiance Telecom of District of Columbia, Inc.  
**Debtor**

**Case no.** 03-13097  
**(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	\$27,047,179.00		
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	8		\$13,661,060.13	
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 ➤		19			
Total Assets ➤			\$27,047,179.00		
Total Liabilities ➤				\$478,961,060.13	

**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.

United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Telecom of District of Columbia, Inc.  
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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	See Rider B.3 attached		\$69,418.08
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.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.				
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			

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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
7. Furs and jewelry.	X			
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 incorpo- rated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotia- ble instruments.	X			
15. Accounts receivable.		Trade Accounts Receivable, Net of Allowance for Doubtful Accounts		\$1,092,815.91
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.		See Rider B.17 attached		\$15,913.00
18. Equitable or future interests, life estates, and rights or powers exercis- able 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			

United States Bankruptcy Court, Southern District of New York  
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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
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
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 Washington D.C.		\$78,622.52
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Furniture & Fixtures, Office Equipment, Commu- cations Equipment, Computing Equipment Net Book Value Washington D.C.		\$283,327.96
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 Washington D.C.		\$22,695,392.34
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 Washington D.C.		\$2,811,689.19
		<u>3</u> continuation sheets attached	Total ?	\$27,047,179.00

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

<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>				
Guardian Westwood LLC	Guardian Westwood LLC c/o Guardian Realty Management, Inc. 702 Russell Avenue, Suite 400 Gaithersburg, Maryland 20877	Cash	Sales Office (Vienna)	\$40,537.50
1120 Vermont Ave Associates	1120 Vermont Avenue Associates c/o S. C. Herman & Associates, Inc. 1120 Vermont Avenue, N.W., Suite 900 Washington, D.C. 20005	Cash	Switch (WDC)	\$14,180.00
1919 M St NW St 420	Conservation International Foundation 1919 "M" Street, N.W., Suite 600 Washington, D.C. 20036	Cash	Regulatory (WDC)	\$14,700.58
<b>Total</b>				<b>\$69,418.08</b>

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Schedule B- Personal Property  
Rider B.17 - Other Liquidated Debts Owing to Debtor

DESCRIPTION	VALUE
2000 - 2001 Sales Tax Refund Claim	\$ 15,913.00

United States Bankruptcy Court, Southern District of New York  
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Schedule B- Personal Property  
Rider B.22 - Licenses, franchises and other intangibles

DESCRIPTION	VALUE
<b>Licenses:</b>	
Order Number: 11333	Undetermined
Service Type: Resold and Facilities-based Telecommunications Services	
Grant Date: 03/05/1999	



United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Telecom of District of Columbia, Inc.  
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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 \$					
Total ?							\$ 465,300,000.00	

1 continuation sheet attached

United States Bankruptcy Court, Southern District of New York  
Allegiance Telecom of The District of Columbia, Inc.  
Case Number: 03-13097 (RDD)  
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)	CONTINGE NT, UNLIQUIDA TED, 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**  
**Southern District of New York**

**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 the District of Columbia, Inc.**  
Debtor

Case No. **03-13097**  
(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			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.	1350	s4307			CAPITAL LEASE		X	\$681,675.85
BROADWING COMMUNICA SVCS INC - CABS 1122 CAPITAL OF TEXAS HWY S AUSTIN, TX 78746								
ACCOUNT NO.	1271	s4297			CAPITAL LEASE		X	\$52,155.98
GE CAPITAL FLEET SERVICE PO BOX 100363 ATLANTA, GA 30384-0363								
ACCOUNT NO.	158880	s4325			CAPITAL LEASE		X	\$1,689,770.24
LOOKING GLASS NETWORKS INC. PO BOX 910776 DALLAS, TX 75391-0776								
ACCOUNT NO.	50691	s4318			CAPITAL LEASE		X	\$2,959,847.38
METROMEDIA FIBER NETWORK, INC. P.O. BOX 7247-6887 PHILADELPHIA, PA 19170-6887								

In re **Allegiance Telecom of the District of Columbia, 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.	002555744452	s3210			CUSTOMER CLAIM	X	X	X	UNDETERMINED
ACCESS CONSULTING INTERNATIONAL C/O SHEILA 2370 CHAMPLAIN APT 12 STREET NW SUITE 12 WASHINGTON DC 20008, DC 20008									
ACCOUNT NO.	002206848498	s3364			CUSTOMER CLAIM	X	X	X	UNDETERMINED
BRAND & FRULLA C/O MICHAELE WOODS 923 15TH ST NW WASHINGTON,, DC 20005									
ACCOUNT NO.	000002631033	s3496			CUSTOMER CLAIM	X	X	X	UNDETERMINED
ENTERPRISEWORKS WORLDWIDE [FEDERAL COMMUNICATIONS BAR ASSOCIATION] C/O STAN ZENOR 1828 L STREET NW, STE 1000, 10TH FL WASHINGTON DC, DC 20036									
ACCOUNT NO.	002542970401	s3521			CUSTOMER CLAIM	X	X	X	UNDETERMINED
FOUNDATION FOR DEMOCRATIC EDUC C/O VICTORIA THOMAS 1925 K STREET NW, STE 401 WASHINGTON DC, DC 20006									
ACCOUNT NO.	000233603257	s3869			CUSTOMER CLAIM	X	X	X	UNDETERMINED
PEOPLE ORGANIZED WITH ECONOMIC C/O DIANA SHAW 324 EMSEYSON ST NW WASHINGTON, DC 20010									
ACCOUNT NO.	000057805397	s3756			CUSTOMER CLAIM	X	X	X	UNDETERMINED
TRYST COFFEE HOUSE BAR AND LOUNGE C/O CONSTANTINE (MALE) 2459 18TH ST NW WASHINGTON, DC 20009									
ACCOUNT NO.		s4144			EEOC CLAIM; THREATENED LITIGATION Case Nbr: 100A10552 EEOC (Wash. D.C.) Racial Discrimination, threatened litigation	X	X	X	UNDETERMINED
DANSBY, GENEVA 3 BETHESDA METRO CENTER BETHESDA, MD 20814 USA									

In re **Allegiance Telecom of the District of Columbia, 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				
					DISPUTED				
								AMOUNT OF CLAIM	
ACCOUNT NO.		s4136			LITIGATION United States Bankruptcy Court for the Northern District of Illinois	X	X	X	UNDETERMINED
WORLD ACCESS, INC. ET AL C/O MORTON P. LEVINE, LEVINE & BLOCK 2270 RESURGENS PLAZA 945 E. PACES FERRY ROAD ATLANTA, GA 03264 USA									
ACCOUNT NO.	28-35211	s2476			TRADE PAYABLE				\$10,107.27
1120 VERMONT AVENUE ASSOCIATES C/O SC HERMAN & ASSOCIATES INC WASHINGTON, DC 20005									
ACCOUNT NO.	28-50442	s2479			TRADE PAYABLE		X		\$3,600.00
ACTERNA'S PO BOX 371693 PITTSBURGH, PA 15251-7693									
ACCOUNT NO.	74570	s4208			TRADE PAYABLE				\$130.00
ADT SECURITY SVCS PO BOX 371994 PITTSBURGH, PA 15250-7994									
ACCOUNT NO.	28-1018	s2457			TRADE PAYABLE				\$151.34
AIRBORNE EXPRESS PO BOX 662 SEATTLE, WA 98111									
ACCOUNT NO.	28-218006	s2473			TRADE PAYABLE				\$109.50
ALLIED OFFICE PRODUCTS INC PO BOX 31533 HARTFORD, CT 06150-1533									
ACCOUNT NO.	28-50640	s2480			TRADE PAYABLE				\$382.42
AT&T PO BOX 2971 OMAHA, NE 68103-2971									
ACCOUNT NO.	211913	s3116			TRADE PAYABLE			X	\$826.84
AT&T PO BOX 78425 PHOENIX, AZ 85062-8425									

In re **Allegiance Telecom of the District of Columbia, 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.	36361	s3130			TRADE PAYABLE		X	\$15,201.32
AVAYA INC. P.O. BOX 73061 CHICAGO, IL 60673-3061								
ACCOUNT NO.	28-219204	s2474			TRADE PAYABLE			\$57.37
BELMONT AND CRYSTAL SPRINGS PO BOX 530578 ATLANTA, GA 30353-0578								
ACCOUNT NO.	28-1797	s2470			TRADE PAYABLE			\$624.00
BFC 1141 N RADDANT RD BATAVIA, IL 60510								
ACCOUNT NO.	28-95352	s2483			TRADE PAYABLE			\$169.89
BRE/METROCENTER LLC PO BOX 631801 BALTIMORE, MD 212631801								
ACCOUNT NO.	28-FGD	s3133			TRADE PAYABLE		X	\$5,725.70
CAVALIER TELEPHONE PO BOX 11343 RICHMOND, VA 23230								
ACCOUNT NO.	28-1140	s2459			TRADE PAYABLE			\$346.50
CHARLES INDUSTRIES LTD 135 S LASALLE DEPT 1533 CHICAGO, IL 60674-1533								
ACCOUNT NO.	28-1165	s2461			TRADE PAYABLE		X	\$688.00
CONNECTION CONCEPTS INC 1560 FRONTENAC RD NAPERVILLE, IL 60563								
ACCOUNT NO.	28-1241	s2462			TRADE PAYABLE			\$659.75
FEDERAL EXPRESS PO BOX 1140 MEMPHIS, TN 38101-1140								
ACCOUNT NO.	133155	s3134			TRADE PAYABLE		X	\$54,167.22
FOCAL COMM. CORP. OF PA ( CABS) 135 S. LASALLE DTREET DEPT. 3602 CHICAGO, IL 60674-3602								

In re **Allegiance Telecom of the District of Columbia, Inc.**  
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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			
					DISPUTED			
							AMOUNT OF CLAIM	
ACCOUNT NO.	28-1271	s2463			TRADE PAYABLE			\$9,218.66
GE CAPITAL FLEET SERVICE PO BOX 100363 ATLANTA, GA 30384-0363								
ACCOUNT NO.	28-1287	s2464			TRADE PAYABLE			\$791.14
GRAYBAR PO BOX 840458 DALLAS, TX 75284								
ACCOUNT NO.	28-101904	s2458			TRADE PAYABLE			\$26.52
IMAGISTICS PO BOX 856037 LOUISVILLE, KY 40285-6037								
ACCOUNT NO.	28-145718	s2465			TRADE PAYABLE			\$83.08
JOE RAGAN'S COFFEE PO BOX 125 SPRINGFIELD, VA 22150								
ACCOUNT NO.	28-63484	s2481			TRADE PAYABLE	X		\$6,229.23
JP MORGAN CHASE-P CARD COMMERCIAL CARD SVCS PO BOX 78970 PHOENIX, AZ 85062-8970								
ACCOUNT NO.	28-98541	s2484			TRADE PAYABLE			\$95.00
KASTLE SYSTEMS LLC PO BOX 75151 BALTIMORE, MD 21275-5151								
ACCOUNT NO.	28-202968	s2471			TRADE PAYABLE			\$329.29
LAW CLEANING INC PO BOX 1972 LEESBURG, VA 20177								
ACCOUNT NO.	158880	s3129			TRADE PAYABLE		X	\$2,274.20
LOOKING GLASS NETWORKS INC. PO BOX 910776 DALLAS, TX 75391-0776								



In re **Allegiance Telecom of the District of Columbia, Inc.**  
Debtor

Case No. **03-13097**  
(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.	89018	s3132			TRADE PAYABLE		X	\$31,405.96
MCI WORLDCOM INC. - CABS POB 730296 DALLAS, TX 75373-0296								
ACCOUNT NO.	28-159352	s2468			TRADE PAYABLE			\$10,455.00
MERIDIAN INTEGRATED SVCS PO BOX 303 TREVOSE, PA 19053-0303								
ACCOUNT NO.	28-34743	s2475			TRADE PAYABLE		X	\$26,373.01
MFS TELECOM INC - CABS P.O. BOX 790351 ST LOUIS, MO 63179-0351								
ACCOUNT NO.	216420	s3126			TRADE PAYABLE		X	\$74,772.17
NEW YORK ACCESS BILLING LLC 100 STATE STREET SUITE 650 ALBANY, NY 12207								
ACCOUNT NO.	28-211618	s2472			TRADE PAYABLE			\$48.28
OPIVOTAL 7500 LINDBERGH DR GAITHERSBERG, MD 20879								
ACCOUNT NO.	28-1543	s2467			TRADE PAYABLE			\$446.81
PITNEY BOWES CREDIT CORP PO BOX 856460 LOUISVILLE, KY 40285-5460								
ACCOUNT NO.	28-151805	s2466			TRADE PAYABLE			\$1,530.00
PROFESSIONAL TELECONCEPTS PO BOX 847673 DALLAS, TX 75284-7673								
ACCOUNT NO.	129835	s3128			TRADE PAYABLE		X	\$98,012.86
UUNET. P.O. BOX 96022 CHARLOTTE, NC 28296-0022								
ACCOUNT NO.	28-76139	s2482			TRADE PAYABLE		X	\$2,826,480.17
VERIZON (BA) - LINE COST PO BOX 17577 BALTIMORE, MD 21297-0513								

In re **Allegiance Telecom of the District of Columbia, Inc.**  
Debtor

Case No. **03-13097**  
(If known)

**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.	1077	s3127					
VERIZON (BA) - LINE COST PO BOX 4430 CABS PROCESSING UNIT ALBANY, NY 12204-0430				TRADE PAYABLE		X	\$43,691.85
ACCOUNT NO.	43975	s3131					
VERIZON (BA-MD) - LINE COST PO BOX 646 BALTIMORE, MD 21265-0646				TRADE PAYABLE		X	\$545.75
ACCOUNT NO.	28-41783	s2478					
VERIZON (BA-NJ) - LINE COST PO BOX 4832 TRENTON, NJ 8650				TRADE PAYABLE		X	\$5,351.48
ACCOUNT NO.	28-39512	s2477					
VERIZON (BA-SOUTH) - LINE COST PO BOX 408 COCKEYSVILLE, MD 21030				TRADE PAYABLE		X	\$5,044,192.99
ACCOUNT NO.	28-115353	s2460					
VERIZON PO BOX 17577 BALTIMORE, MD 21297-0513				TRADE PAYABLE			\$428.51
ACCOUNT NO.	28-1749	s2469					
WALKER & ASSOCIATES INC 7129 OLD HWY 52 WELCOME, NC 27374				TRADE PAYABLE		X	\$1,881.60

### 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 District of Columbia, Inc.  
Case Number: 03-13097  
(RDD)  
Schedule G  
Rider G-1 Executory Contracts  
1 of 1

<b><u>Name &amp; Mailing Address of Vendor</u></b>		<b><u>Description of Contract</u></b>
Verizon (BA)		4002 T3Z WASHDCDNHPJ WASHDCDNK32
Verizon (BA)		4003 T3Z WASHDCDNHPJ WASHDCDNK32
Verizon (BA)		4004 T3Z CHCHMDBEHPPG CHCHMDBEK32
Verizon (BA)		4003 T3Z CHCHMDBEHPPG CHCHMDBEK32
Verizon (BA)		4006 T3Z ARTNVAARHPK ARTNVAARK32
Verizon (BA)		36.HFGS.405943..CD
Verizon (BA)		36.HFGS.406588..CD
Verizon (BA)		36.HFGS.406366..CD
Verizon (BA)		36.HFFU.404643..CD
Verizon (BA)		36.HFFU.404643..CD
Verizon (BA)		36.HFFU.404832..CD
Verizon (BA)		36.HFGS.406092..CD
Bell Atlantic Network Services, Inc.		Directory Assistance and Call Completion Services Agreement as Amended on 5/15/2000
Verizon - Washington D.C.		Interconnection Agreement

United States Bankruptcy Court, Southern District of New York

Debtor: Allegiance Telecom of The District of Columbia, Inc.

Case No. 03-13097 (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 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 Massachusetts, 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 District of Columbia, Inc.  
Debtor

Case No. 03-13097  
(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 22 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.*