

# UNITED STATES BANKRUPTCY COURT

## Southern District of New York

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

**Case no.** 03-13088  
**(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	\$15,760,301.92		
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	Yes	3		\$234,666.00	
F – Creditors Holding Unsecured Nonpriority Claims	Yes	7		\$686,593.11	
G – Executory Contracts and Unexpired Leases	Yes	3			
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 ➤		22			
Total Assets ➤			\$15,760,301.92		
Total Liabilities ➤				\$466,221,259.11	

**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	See Rider B.3 attached		\$37,366.88
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			
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		\$945,214.36
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		\$39,873.00
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 Cleveland, OH		\$41,566.34
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 Cleveland, OH		\$187,064.87
27. Machinery, fixtures, equipment, and supplies used in business.		Switch Equipment, Transmission Equipment, Cus- tomer Premise Equipment, Internet Transmission Equipment, IT Support System Software Net Book Value Cleveland, OH		\$10,084,916.79
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 Cleveland, OH		\$4,424,299.68
Total ?				\$15,760,301.92

3 continuation sheets attached

(Include amounts from any continua-  
tion 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>				
Cleveland Technology Center	Cleveland Technology Center DBA T-REX Technology Center @ Cleveland 5000 T-REX Avenue, Suite 100 Boca Raton, FL 33431	Cash	Switch (Cleveland)	\$23,100.00
Rockside Square One	Rockside Square One c/o The King Group 23625 Commerce Park Road Beachwood, OH 44122	Cash	Sales (Independence)	\$13,276.88
<b><u>OTHER DEPOSITS</u></b>				
BWC Better Worker's Comp	BWC Better Workers' Compensation BWC State Insurance Fund Corporate Processing Dept Columbus, OH 43271-0977	Cash	State Fund Worker's Comp Insurance	\$990.00
<b>Total</b>				<b>\$37,366.88</b>

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**SCHEDULE B - PERSONAL PROPERTY**  
**Rider B.17 - Other Liquidated Debts Owing to Debtor**

DESCRIPTION	VALUE
1999 - 2001 Sales Tax Refund Claim	\$ 39,873.00

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

DESCRIPTION	VALUE
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**Licenses:**

Certificate Number: 90-9086	Undetermined
Case Number: 99-981-TP-ACE	
Service Type: Competitive and Local Exchange	
Telecommunications Services	
Grant Date: 01/27/2000	



CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODE	TORR 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.			Senior Secured Debt				\$465,300,000.00	
See Rider D-1 immediately following Schedule D.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
Total ?							\$ 465,300,000.00	

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United States Bankruptcy Court, Southern District of New York  
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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.

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## **SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name and mailing address, including zip code, and account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

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

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

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507 (a)(2).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$4,650\* per person earned within 90 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(3).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$4,650\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

☐ **Deposits by individuals**

Claims of individuals up to \$2,100\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

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☐ **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

\* Amounts are subject to adjustment on April 1, 2004, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

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**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**  
(Continuation Sheet)

Taxes and Certain Other Debts Owed to  
Governmental Units

**TYPE OF PRIORITY**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
ACCOUNT NO.							\$ 234,666.00	\$ 234,666.00
Cuyahoga County PO Box 94547 Cleveland, OH 44101-4547								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								

Sheet no. 1 of 1 sheets attached to Schedule of  
Creditors Holding Priority Claims

Subtotal ?  
(Total of this page)

\$ 234,666.00

Total ?

\$ 234,666.00

(Use only on last page of the completed Schedule E.)

(Report total also on Summary of Schedules)

**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.

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(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.									
ACCOUNT NO.	002338895590	s3345			CUSTOMER CLAIM	X	X	X	UNDETERMINED
BIRTHRIGHT INC C/O ELAINE BORNAVICH 4314 CHANTICLEER DR CLEVELAND,, OH 44126									
ACCOUNT NO.	002607431291	s3349			CUSTOMER CLAIM	X	X	X	UNDETERMINED
BOBS SPRING & AUTO SERVICE C/O GARY WALLING 5321 BRAGG ROAD CLEVELAND, OH 44127									
ACCOUNT NO.	000002627883	s3372			CUSTOMER CLAIM	X	X	X	UNDETERMINED
C & M TRANSPORT C/O MELODY PETTREY 342 BLACKBROOK ROAD PAINESVILLE, OH 44077									
ACCOUNT NO.	2631262	s3408			CUSTOMER CLAIM	X	X	X	UNDETERMINED
CLESCO MANUFACTURING C/O TOM MALAK 4366 HAMANN PARKWAY WILLOUGHBY, OH 44094									

In re **Allegiance Telecom of Ohio, 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			AMOUNT OF CLAIM	
					DISPUTED				
ACCOUNT NO.	002464658537	s3442			CUSTOMER CLAIM	X	X	X	UNDETERMINED
CROWN RUBBER STAMP & OFFICE SUPPLY C/O ROBERT MICHAEL 17019 LORAIN AV CLEVELAND, OH 44111									
ACCOUNT NO.	000002640277	s3464			CUSTOMER CLAIM	X	X	X	UNDETERMINED
DIGICALL COMMUNICATIONS C/O CRISTINE SONEEDO 13347 MADSION AVE LAKEWOOD, OH 44107									
ACCOUNT NO.	002466928557	s3796			CUSTOMER CLAIM	X	X	X	UNDETERMINED
MICHAEL FOLKMAN AND ASSOC. C/O MICHAEL FOLKMAN 23600 MERCANTILE RD BEACHWOOD, OH 44122									
ACCOUNT NO.	002363933415	s3840			CUSTOMER CLAIM	X	X	X	UNDETERMINED
NORTHWESTERLY ASSISTED LVG(PORTER WRIGHT MORRIS & ARTHUR) C/O JAMES EHRMAN (ATTORNEY) 1341 MARLOWE AVE. CLEVELAND, OH 44107									
ACCOUNT NO.	000002640181	s3950			CUSTOMER CLAIM	X	X	X	UNDETERMINED
SCHLOSS PAVING C/O CHRIS SCHLOSS 13700 MCCRACKEN ROAD CLEVELAND,, OH 44125									
ACCOUNT NO.	002568828573	s3739			CUSTOMER CLAIM	X	X	X	UNDETERMINED
THOMAS EMPLOYMENT C/O TERRY JOCHUM 8336 TYLER BLVD MENTOR, OH 44060									
ACCOUNT NO.	002489143405	s3742			CUSTOMER CLAIM	X	X	X	UNDETERMINED
TOTAL MFG COMPANY C/O LESLIE WEBB 7895 DIVISION DR MENTOR, OH 44060									



In re **Allegiance Telecom of Ohio, 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			AMOUNT OF CLAIM	
					DISPUTED				
ACCOUNT NO.	002090791422	s4010			CUSTOMER CLAIM	X	X	X	UNDETERMINED
W.J. FLAHERTY CO. INC. C/O KATHERINE OR JEAN DELEON GUERRERO 17419 BROADWAY MAPLE HEIGHTS, OH 44137									
ACCOUNT NO.		s4082			LITIGATION Case Nbr: 468104 Court of Common Pleas, Cuyahoga County, OH	X	X	X	UNDETERMINED
GIRDLER, DEBORAH C/O DAVID G. PHILLIPS EUCLID NORTH TOWER2000 EAST NINTH STREET CLEVELAND, OH 44115 USA									
ACCOUNT NO.	74570	s4204			TRADE PAYABLE				\$78.47
ADT SECURITY SVCS PO BOX 371994 PITTSBURGH, PA 15250-7994									
ACCOUNT NO.	23-74570	s2297			TRADE PAYABLE				\$37.13
ADT SECURITY SVCS PO BOX 371994 PITTSBURGH, PA 15250-7994									
ACCOUNT NO.	23-50112	s2294			TRADE PAYABLE			X	\$601,017.45
AMERITECH CABS POB 1838 SAGINAW, MI 48605-1838									
ACCOUNT NO.	23-199773	s2290			TRADE PAYABLE				\$48.10
ARAMARK REFRESHMENT SVCS 7700 HUB PKWY VALLEYVIEW, OH 44125									
ACCOUNT NO.	23-211913	s3063			TRADE PAYABLE			X	\$826.84
AT&T PO BOX 78425 PHOENIX, AZ 85062-8425									
ACCOUNT NO.	23-36361	s2984			TRADE PAYABLE			X	\$7,229.62
AVAYA INC. P.O. BOX 73061 CHICAGO, IL 60673-3061									

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

Case No. **03-13088**  
(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.	204537	s4219						
BEKINS WORLDWIDE SOLUTIONS PO BOX 95987 CHICAGO, IL 60694-5987					TRADE PAYABLE			\$354.15
ACCOUNT NO.	23-204537	s2291						
BEKINS WORLDWIDE SOLUTIONS PO BOX 95987 CHICAGO, IL 60694-5987					TRADE PAYABLE			\$354.15
ACCOUNT NO.	23-1797	s2289						
BFC 1141 N RADDANT RD BATAVIA, IL 60510					TRADE PAYABLE			\$52.00
ACCOUNT NO.	23-130471	s2288						
CLEANING BY SANDY 6516 GALE DR SEVEN HILLS, OH 44131					TRADE PAYABLE			\$638.76
ACCOUNT NO.	23-108820	s2284						
CLEVELAND TECHNOLOGY CENTER LLC HATFIELD PHILIPS INC BEHALF OF LBHI ATLANTA, GA 30394-5761					TRADE PAYABLE			\$206.01
ACCOUNT NO.	23-109567	s2285						
FASTBREAK COFFEE SYSTEMS 26001 MILES RDSTE 5 WARRENSVILLE HEIGHTS, OH 44128					TRADE PAYABLE			\$193.94
ACCOUNT NO.	23-217063	s2292						
FONE OF CLEVELAND LLC 120 N POINTE BLVD STE 300 LANCASTER, PA 17601					TRADE PAYABLE			\$700.00
ACCOUNT NO.	23-1271	s2286						
GE CAPITAL FLEET SERVICE PO BOX 100363 ATLANTA, GA 30384-0363					TRADE PAYABLE			\$5,221.78
ACCOUNT NO.	23-1287	s2287						
GRAYBAR PO BOX 840458 DALLAS, TX 75284					TRADE PAYABLE			\$328.84

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

Case No. **03-13088**  
(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.	23-84726	s3011			TRADE PAYABLE		X	\$2,089.54
ICG TELECOM GROUP INC - CABS A/R DEPT 283 DENVER, CO 80291-0283								
ACCOUNT NO.	211129	s4238			TRADE PAYABLE			\$1,245.16
INFORMATION TRANSPORT SYSTEMS 30311 CLEMENS RD STE 25 WESTLAKE, OH 44145								
ACCOUNT NO.	23-63484	s2296			TRADE PAYABLE		X	\$388.74
JP MORGAN CHASE-P CARD COMMERCIAL CARD SVCS PO BOX 78970 PHOENIX, AZ 85062-8970								
ACCOUNT NO.	23-78663	s3006			TRADE PAYABLE		X	\$1,821.44
LEVEL 3 COMMUNICATIONS LLC - CABS DEPT #182 DENVER, CO 80291-0182								
ACCOUNT NO.	23-34743	s2971			TRADE PAYABLE		X	\$219.30
MFS TELECOM INC - CABS P.O. BOX 790351 ST LOUIS, MO 63179-0351								
ACCOUNT NO.	23-78278	s2298			TRADE PAYABLE			\$128.31
NEUSTAR PO BOX 403034 ATLANTA, GA 30384-3034								
ACCOUNT NO.	23-58782	s2295			TRADE PAYABLE		X	\$1,199.06
SBC BILL PAYMENT CENTER SAGINAW, MI 48663-0003								
ACCOUNT NO.	23-32781	s2293			TRADE PAYABLE			\$188.00
SPECIALIZED PRODUCTS CO 1100 S KIMBALL AVE SOUTHLAKE, TX 76092								

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

Case No. **03-13088**  
(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.	23-129835	s3030		TRADE PAYABLE		X	\$1,397.86
UUNET. P.O. BOX 96022 CHARLOTTE, NC 28296-0022							
ACCOUNT NO.	23-212027	s3069		TRADE PAYABLE		X	\$60,628.46
X O COMMUNICATIONS PO BOX 530471 ATLANTA, GA 30353-0471							

### 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 Ohio, Inc.  
Case Number: 03-13088 (RDD)  
Schedule G  
Rider G-1 Executory Contracts  
1 of 2

<b><u>Name &amp; Mailing Address of Vendor</u></b>	<b><u>Description of Contract</u></b>
Ameritech	90.HFGS.201102..OB
Ameritech	90.HFFS.200875..OB
Ameritech	90.HFGS.201105..OB
Ameritech	90.HFFS.200760..OB
Ameritech	806 T3 CLEVOH64K04 CLEXOHUQW00
Ameritech	803 T3 CLEVOH64K04 CLEXOHUQW00
Ameritech	804 T3 CLEVOH64K04 CLEXOHUQW00
Ameritech	805 T3 CLEVOH64K04 CLEXOHUQW00
Ameritech	90.HFFS.200995..OB
Ameritech	90.HFFS.200878..OB
Ameritech	90.HFFS.200895..OB
Ameritech	90.HFFS.200914..OB
Ameritech	90.HFFS.200751..OB
Ameritech	90.HFFS.200790..OB
Ameritech	802 T3 CLEVOH64K04 CLEXOHUQW00
Ameritech	801 T3 CLEVOH64K04 CLEXOHUQW00
Ameritech	90.HFFS.200761..OB
Ameritech	90.HFFS.200786..OB
Ameritech	90.HFFS.200877..OB
Ameritech	90.HFFS.200896..OB
Ameritech	90.HFFS.200753..OB
Ameritech	90.HFFS.200836..OB

United States Bankruptcy Court, Southern District of New York  
Debtor: Allegiance Telecom of Ohio, Inc.  
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Schedule G  
Rider G-1 Executory Contracts  
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<b><u>Name &amp; Mailing Address of</u></b>	
<b><u>Vendor</u></b>	<b><u>Description of Contract</u></b>
Ameritech	90.HFFS.200872..OB
Ameritech	90.HFFS.200879..OB
Ameritech	90.HFFS.200833..OB
Ameritech	90.HFGS.200734..OB
Ameritech	90.HFGS.200733..OB
Ameritech	90.HFFS.201386..OB
Ameritech	90.HFGS.201246..OB
SBC	Settlement and Switched Access Services Agreement
The Ohio Bell Telephone Company	Interconnection Agreement

United States Bankruptcy Court, Southern District of New York

Debtor: Allegiance Telecom of Ohio, Inc.

Case No. 03-13088 (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 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 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 Ohio, Inc.  
Debtor

Case No. 03-13088  
(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 25 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.*