

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
ALLEGIANCE TELECOM, INC., et al., : Chapter 11 Case No.
 : 03-13057 (RDD)
 :
Debtors. : (Jointly Administered)
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**CONFIRMATION SUPPORT EXHIBIT IN CONNECTION WITH
CONFIRMATION OF THE DEBTORS' SECOND AMENDED JOINT PLAN OF
REORGANIZATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

This Confirmation Support Exhibit contains the following documents and/or forms of documents annexed hereto in support of confirmation of the Debtors' Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code, dated April 22, 2004 (as amended, the "Plan"): ¹

- Exhibit "A" – Notice of (A) Deadline for Casting Votes to Accept or Reject, and to File Objections to, Debtors' Second Amended Joint Plan of Reorganization, (B) Hearing to Consider Confirmation of Such Plan and (C) Related Matters (the "Confirmation Hearing Notice").
- Exhibit "B" – Affidavit of Service of the solicitation materials, including the Confirmation Hearing Notice; the Disclosure Statement Order; the Debtors' Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code, dated April 22, 2002; the Plan; the appropriate forms of Ballots and the appropriate notices of non-voting status, filed on May 3, 2004 [Docket No. 1196].
- Exhibit "C" – Affidavit of Publication of Confirmation Hearing Notice in The Wall Street Journal.
- Exhibit "D" – Affidavit of Publication of Confirmation Hearing Notice in The New York Times.

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

- Exhibit “E” – Affidavit of Service of Notices of Debtors’ Intent to Assume, Assume and Assign, or Assign Certain Executory Contracts and Unexpired Leases sent in connection with the sale to XO Communications, Inc., filed on May 20, 2004 [Docket No. 1288].²
- Exhibit “F” – Affidavit of Service of Notice of Debtors’ Intent to Assume, Assume and Assign, or Assign Certain Executory Contracts and Unexpired Leases sent in connection with the sale to WebOnTap, Inc., filed on May 26, 2004, [Docket No. 1313].
- Exhibit “G” – Proposed Form of Notice of Entry of Order Pursuant to Section 1129(a) of the Bankruptcy Code and Rule 3020 of the Federal Rules of Bankruptcy Procedure Confirming Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code.
- Exhibit “H” – Proposed Form of Findings of Fact, Conclusions of Law, and Order Confirming Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code.
- Exhibit “I” – Affidavit of Rich Reilly, on Behalf of Bankruptcy Management Corporation, the Voting Agent, Regarding Solicitation and Tabulation of Votes in Connection with the Plan

² Because this document is very voluminous and contains over one thousand pages, only the Affidavit of Service, without the service list, is annexed hereto. The complete Affidavit of Service, with the service list, has been filed with the Court and can be reviewed on the docket. In addition, a complete copy of this document (a) is also available on the Debtors’ website at www.algx.com and on the website of Bankruptcy Management Corporation at www.bmccorp.net/allegiance or (b) may be obtained, upon written request, from Allegiance Telecom, Inc., c/o Bankruptcy Management Corporation, P.O. Box 1033, El Segundo, California 90245-1033, Attn. Document Request Department.

The Debtors reserve their right to alter, amend, update or modify forms of documents contained in this Confirmation Support Exhibit.

Dated: New York, New York
June 7, 2004

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