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Attorneys for Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

<hr/>		X
In re	:	
	:	Chapter 11 Case No.
Allegiance Telecom, Inc., <u>et al.</u> ,	:	03-13057 (RDD)
	:	
Debtors.	:	Jointly Administered
<hr/>		X

AFFIDAVIT OF SERVICE

I, PEGGY CHAN, state as follows:

1. I am over eighteen years of age and I believe the statements contained herein are true based on my personal knowledge. I am employed by Kirkland & Ellis LLP located at 153 East 53rd Street, New York, New York 10022.
2. On March 5, 2004, I caused service of the following:
 - (a) Motion of the Debtors for an Order, Pursuant to (A) Rule 9019 of the Federal Rules of Bankruptcy Procedure, Approving the Confidential Settlement Agreement and Mutual Release, Dated February 27, 2004, Among Level 3 Communications, LLC and the Debtors; (B) Section 363 of the Bankruptcy Code Authorizing the Transfer, as a Part of Such Settlement, of Certain Assets Free and Clear of Liens, Claims and Encumbrances, and (C) Section 365 of the Bankruptcy Code, Approving and Authorizing, as a Part of Such Settlement, the Assumption and Assignment of an Executory Contract;
 - (b) Notice of Hearing on Motion of the Debtors for an Order, Pursuant to (A) Rule 9019 of the Federal Rules of Bankruptcy Procedure, Approving the Confidential Settlement Agreement and Mutual Release, Dated February 27, 2004, Among Level 3 Communications, LLC and the Debtors; (B) Section 363 of the Bankruptcy Code Authorizing the Transfer, as a Part of Such Settlement, of

Certain Assets Free and Clear of Liens, Claims and Encumbrances, and (C) Section 365 of the Bankruptcy Code, Approving and Authorizing, as a Part of Such Settlement, the Assumption and Assignment of an Executory Contract;

- (c) Proposed form of Order on Motion of the Debtors for an Order, Pursuant to (A) Rule 9019 of the Federal Rules of Bankruptcy Procedure, Approving the Confidential Settlement Agreement and Mutual Release, Dated February 27, 2004, Among Level 3 Communications, LLC and the Debtors; (B) Section 363 of the Bankruptcy Code Authorizing the Transfer, as a Part of Such Settlement, of Certain Assets Free and Clear of Liens, Claims and Encumbrances, and (C) Section 365 of the Bankruptcy Code, Approving and Authorizing, as a Part of Such Settlement, the Assumption and Assignment of an Executory Contract;
- (d) Settlement Agreement between Level 3 Communications, LLC and Allegiance Telecom, Inc. (unredacted version);
- (e) Order, Pursuant to Section 107(b) of the Bankruptcy Code and Rule 9019 of the Federal Rules of Bankruptcy Procedure, Authorizing the Debtors to File a Redacted Version of the Settlement Agreement in Connection with the Debtors' Motion for an Order Pursuant to (A) Rule 9019 of the Federal Rules of Bankruptcy Procedure, Approving the Confidential Settlement Agreement and Mutual Release, Dated February 27, 2004, Among Level 3 Communications, LLC, the Debtors and XO Communications, Inc.; (B) Section 363 of the Bankruptcy Code Authorizing the Transfer of Certain Assets Free and Clear of Liens, Claims and Encumbrances, and (C) Section 365 of the Bankruptcy Code, Approving and Authorizing the Assumption and Assignment of an Executory Contract;

3. Such service was effected upon the parties listed on Exhibit A annexed hereto, via overnight delivery.

I declare under penalty of perjury that the foregoing is true and correct.

New York, New York

Dated: March 8, 2004

/s/ Peggy Chan
Peggy Chan

State of New York)
) ss
County of New York)

Subscribed and sworn to before me
this 8th day of March, 2004.

/s/ Thaina Lesperance
Thaina Lesperance
Notary Public, State of New York
No. 01LE6069337
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 1/28/06

Exhibit A

Pamela Lustrin, Esq.
Office of the United States Trustee
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