

EXHIBIT F

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March 18, 2004

BY FACSIMILE

Shalom L. Kohn, Esquire
Sidley Austin Brown & Wood LLP
10 South Dearborn
Bank One Plaza
Chicago, IL 60603

Re: Allegiance Telecom, Inc., Bankr. Case No. 03-13057 (RDD)

Dear Shelly:

I have your letter of March 16, 2004. In the letter, you make a number of incorrect statements, which lead to mistaken assumptions and positions – that now have to be clarified.

We shared your informal discovery request with our client on March 11th, and immediately discussed the request with you. One day later, on Friday, March 12th, we told you that the request was overbroad, largely not relevant to the issue of adequate assurance of future performance by Level 3, and contained terms that were undefined in any pleading pending before the Bankruptcy Court or any document known to us. Even after a series of telephone conferences on March 12 and March 15, we remain unsure of what your client contests in respect of the motion or how most of the information you requested could ever be considered germane to KMC and the issues now pending before the Bankruptcy Court. We have nevertheless done our best to accommodate KMC, responding to you in detail regarding the document request on March 16, as promised.

As you know, our clients have had a number of constructive discussions in recent weeks relating to KMC's Primary Rate Interface Services Agreement with Allegiance, and we are puzzled as to why these business conversations have been supplanted by aggressive and unsubstantiated litigation tactics. Since the March 5th filing of the motion for approval of Level 3's agreement with Allegiance, Level 3 has signaled its willingness to meet face to face with KMC to discuss issues relating to the assumption and assignment of the Primary Rate Interface

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Services Agreement to Level 3. Despite these efforts, KMC, for internal scheduling reasons, has refused to meet until next week, a few days before the hearing on the motion.

Your illogical and unsupportable contention that Level 3 is "planning an anticipatory breach" of the Primary Rate Interface Services Agreement is entirely incorrect. Once again, Level 3 intends to take the Primary Rate Interface Services Agreement as it finds it, live up to its assigned obligations and enforce KMC's obligations to Level 3 thereunder. Level 3 remains open to dialogue and looks forward to meeting with you and your client on March 23rd.

Sincerely yours,



Michael B. Schaedle

MBS:plj

cc: Thomas E. Biron, Esquire
Edward J. Lobello, Esquire
Harris N. Cogan, Esquire
John Ryan, Esquire

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