

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
200 SOUTH BISCAYNE BOULEVARD, SUITE 2500 • MIAMI, FLORIDA 33131-5340
TELEPHONE: (305) 374-7580 • FAX: (305) 374-7593
E-MAIL: INFO@BILZIN.COM • WWW.BILZIN.COM

February 23, 2004

Attention: Ira S. Dizengoff, Esq.
OUCC/Allegiance Telecom, Inc.
c/o Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022

Invoice # 75685

FOR PROFESSIONAL SERVICES RENDERED
THROUGH January 31, 2004

Atty - SLB
Client No. 75822/19918

RE: 01 - Case Administration

10/02/03	MDS	2.90	942.50	Meeting with S.L. Baena regarding case (.4); begin review of memoranda (.7); review of docket regarding case status and counsel (.3); continued review of memoranda (1.5).
10/03/03	MDS	1.30	422.50	Preparation for conference call with S.L. Baena and Akin.

PROFESSIONAL SERVICES

\$1,365.00

COSTS ADVANCED

12/15/03	Telecopies 6.00pgs @ .50/pg	3.00
12/15/03	Long Distance Telephone(212) 668-2256	1.98
12/15/03	Long Distance Telephone(212) 510-0500	2.97
12/16/03	Long Distance Telephone(212) 510-0500	1.98
12/17/03	Federal ExpressVENDOR: FEDERAL EXPRESS CORP. INVOICE#: 152247323 DATE: 12/22/03	7.52

TOTAL COSTS ADVANCED

\$17.45

MATTER SUMMARY OF PROFESSIONAL SERVICES

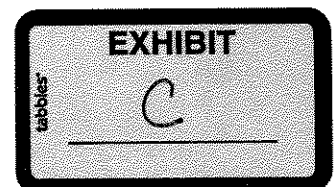
TIMEKEEPER	HOURS	RATE	TOTAL
Seese, Michael D	4.20	325.00	\$1,365.00
TOTAL	4.20		\$1,365.00

MATTER SUMMARY OF COSTS ADVANCED

Telecopies	\$3.00
Federal Express	\$7.52
Long Distance Telephone	\$6.93
TOTAL	\$17.45

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$1,382.45



BILZIN SUMBERG BAENA PRICE & AXELROD LLP

Atty - SLB

Client No. 75822/19924

RE: 07 - Fee/Employment Applications

10/28/03	LMF	3.60	396.00	Draft retention application, declaration of Scott L. Baena and motions to appear pro hac vice for Bilzin (3.6).
10/28/03	MDS	1.30	422.50	Intra-office conference with TerRance regarding conflicts check (.3); review of conflicts check (1.0).
10/28/03	TQW	3.50	647.50	Work on conflicts clearance.
10/29/03	TQW	2.30	425.50	Work through conflicts report regarding conflicts clearance.
10/30/03	TQW	2.00	370.00	Work through conflicts clearance report.
10/31/03	MDS	0.80	260.00	Began review of retention documents.
11/03/03	TQW	1.30	240.50	Work on conflicts clearance.
11/06/03	MDS	0.40	130.00	Intra-office conference and email to and from TerRance Woodard regarding conflicts check.
11/06/03	TQW	5.80	1,073.00	Complete conflict report review.
11/18/03	TQW	0.60	111.00	Work through conflict report.
11/24/03	LMF	0.50	55.00	Meet with T. Woodard regarding retention applications and pro hac vice motions for Allegiance (.5).
12/03/03	MDS	1.50	487.50	Review and revisions to retention application, declaration and order; email to C. Adams regarding same; intra-office conference with T. Woodard regarding same; review of conflict check.
12/03/03	TQW	1.40	259.00	Conference with M. Seese regarding finalizing retention motion (.2); draft conflict schedule for retention motion (1.2).
12/04/03	MDS	2.20	715.00	Telephone conferences and emails to and from C. Adams regarding retention papers; revisions to same (1.5); intra-office conference with S. Baena and T. Woodard regarding retention papers (.7).
12/04/03	TQW	1.60	296.00	Conference with S. Baena and M. Seese regarding conflicts report (.4); edit conflicts and check schedules in retention motion (1.2).
12/05/03	SLB	1.10	550.00	Attention to retention papers (1.1).
12/05/03	MDS	0.60	195.00	Telephone conference with C. Adams regarding retention application; meeting with S. Baena and T. Woodard regarding same.
12/05/03	TQW	0.40	74.00	Finalize retention motion schedules.
12/12/03	TQW	1.40	259.00	Telephone conference with C. Adams at Atkin Gump regarding supplemental declaration (.2); draft supplemental deduction of SLB (1.2).
12/15/03	TQW	2.60	481.00	Circulate, finalize and distribute supplemental declaration of S. Baena.
12/16/03	TQW	0.50	92.50	Draft letter to C. Adams at Akin regarding S. Baena supplemental declaration (.2); telephone conferences with D. Lustin in U.S. Trustee's office regarding S. Baena supplemental declaration (.3).
12/17/03	SLB	0.20	100.00	Attention to proposed retention order (.2).
12/17/03	TQW	0.90	166.50	Finalize supplemental declaration with today's date.
12/19/03	TQW	0.10	18.50	Correspondence regarding conflicts report.
01/28/04	LMF	0.40	48.00	Research court docket and download order regarding procedures for interim compensation (.4).

PROFESSIONAL SERVICES

\$7,873.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	1.30	500.00	\$650.00
Seese, Michael D	6.80	325.00	\$2,210.00
Woodard, TerRance Q	24.40	185.00	\$4,514.00
Flores, Luisa M	4.50	110.89	\$499.00
<i>TOTAL</i>	<i>37.00</i>		<i>\$7,873.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$7,873.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

Atty - SLB

Client No. 75822/19944

RE: 27 - Litigation Consulting

10/08/03	MDS	0.20	65.00	Email to I. Dizengoff regarding status.
10/09/03	MDS	2.10	682.50	Telephone conference with Phil Dublin at Akin regarding status; email to S. Baena regarding same; review of notes on memoranda in preparation for call (1.8); sent out email regarding conflicts check (.3).
10/10/03	MDS	0.30	97.50	Review of caselaw regarding potential cause of action regarding negative pledge of collateral.
10/13/03	MDS	1.70	552.50	Review of file regarding potential causes of action.
10/17/03	MDS	1.30	422.50	Review of draft motion for authority to file complaint; emails to and from C. Adams regarding same.
10/23/03	MDS	3.50	1,137.50	Telephone conferences with C. Adams regarding motion and complaint (1.0); review of motion and complaint (1.5); drafted letter to agent for Lenders (.5); preparation for conference call (.5).
10/24/03	MDS	1.40	455.00	Telephone conferences with C. Adams regarding various matters (.6); telephone conferences with counsel for agent (.4); completed letter to agent (2); intra-office conference with M.A. Mora regarding same (.2).
10/29/03	MDS	0.70	227.50	Telephone conference with C. Adams regarding status (.2); review of cash collateral order (.5).
10/30/03	MDS	2.00	650.00	Telephone conferences with C. Adams regarding status (.4); telephone conferences with counsel for Agent regarding extension (.4); review of cash collateral order regarding deadlines (.2); emails to and from C. Adams and counsel for Agent regarding various matters (1.0).
11/07/03	TQW	1.90	351.50	Draft motion to file pledge and security agreement under seal.
11/24/03	MDS	2.50	812.50	Intra-office conference with T. Woodard regarding status of conflict check (.2); email to C. Adam regarding status and review of stipulation (.3); email to group regarding status (.2).
11/24/03	TQW	1.00	185.00	Finalize motion to file under seal (.8); complete conflicts check (.2).
01/06/04	SLB	2.50	1,375.00	Attention to revised complaint, telephone call to I. Dizengoff, telephone call to C. Shryock and review file (1.9); email to I. Dizengoff regarding adjournment of deadline to file complaint (.3); interoffice conference with R. Turken regarding pleading issues (.3).
01/06/04	RWT	1.70	765.00	Review with S. Baena and review file regarding complaint issues.
01/12/04	SLB	0.20	110.00	Email to C. Adams regarding complaint (.2).
01/13/04	RWT	1.30	585.00	Continue review and analysis of complaint issues.
01/13/04	RMS	0.50	185.00	Conference with R. Turken and review documents (.5).
01/13/04	EB	1.20	270.00	Review credit agreement and bond agreement; conference with Robert Turken.
01/27/04	SLB	1.00	550.00	Telephone conference with R. Turken, C. Adams and P. Dublin regarding complaint, etc. (1.0).

PROFESSIONAL SERVICES

\$9,479.00

COSTS ADVANCED

10/23/03	Long Distance Telephone(212) 872-7482	20.79
10/23/03	Long Distance Telephone(212) 872-7482	25.74

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

10/24/03	Long Distance Telephone(212) 872-7482	0.99
10/24/03	Long Distance Telephone(212) 872-7482	2.97
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/24/03	Long Distance Telephone(212) 872-1002	1.98
10/27/03	Long Distance Telephone(212) 446-4900	10.89
10/27/03	Long Distance Telephone(212) 446-4900	14.85
12/04/03	Photocopies 48.33pgs @ .15/pg	7.25
12/04/03	Photocopies 190.00pgs @ .15/pg	28.50
	Federal ExpressVENDOR: FEDERAL EXPRESS CORP.	
12/04/03	INVOICE#: 497563397 DATE: 12/8/03	7.87
12/09/03	Photocopies 21.67pgs @ .15/pg	3.25
12/09/03	Photocopies 31.67pgs @ .15/pg	4.75
01/06/04	Long Distance Telephone(404) 229-0224	2.97
01/13/04	Long Distance Telephone(212) 861-8517	4.95

TOTAL COSTS ADVANCED

\$151.61

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	3.70	550.00	\$2,035.00
Turken, Robert W	3.00	450.00	\$1,350.00
Siegel, Robert M	0.50	370.00	\$185.00
Seese, Michael D	15.70	325.00	\$5,102.50
Barnett, Eleanor	1.20	225.00	\$270.00
Woodard, TerRance Q	2.90	185.00	\$536.50
<i>TOTAL</i>	<i>27.00</i>		<i>\$9,479.00</i>

MATTER SUMMARY OF COSTS ADVANCED

Photocopies	\$43.75
Federal Express	\$7.87
Long Distance Telephone	\$99.99
TOTAL	\$151.61

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$9,630.61

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

CLIENT SUMMARY OF PROFESSIONAL SERVICES THIS PERIOD

Timekeeper	Hours	Position	Years Licensed	Total
<i>Baena, Scott L</i>	<i>5.00</i>	<i>Partner</i>	<i>30</i>	\$2,685.00
<i>Flores, Luisa M</i>	<i>4.50</i>	<i>Paralegal</i>	<i>6</i>	\$499.00
<i>Turken, Robert W</i>	<i>3.00</i>	<i>Partner</i>	<i>24</i>	\$1,350.00
<i>Siegel, Robert M</i>	<i>0.50</i>	<i>Partner</i>	<i>18</i>	\$185.00
<i>Seese, Michael D</i>	<i>26.70</i>	<i>Partner</i>	<i>10</i>	\$8,677.50
<i>Barnett, Eleanor</i>	<i>1.20</i>	<i>Associate</i>	<i>3</i>	\$270.00
<i>Woodard, TerRance Q</i>	<i>27.30</i>	<i>Associate</i>	<i>1</i>	\$5,050.50
<i>TOTAL PROFESSIONAL FEES THIS PERIOD</i>				<i>\$18,717.00</i>

CLIENT SUMMARY OF COSTS ADVANCED

<i>Photocopies</i>	<i>\$43.75</i>	
<i>Telecopies</i>	<i>\$3.00</i>	
<i>Federal Express</i>	<i>\$15.39</i>	
<i>Long Distance Telephone</i>	<i>\$106.92</i>	
<i>TOTAL COSTS ADVANCED THIS PERIOD</i>		<i>\$169.06</i>
<i>TOTAL AMOUNT DUE THIS PERIOD</i>		<u><i>\$18,886.06</i></u>

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

CLIENT SUMMARY

	TIME	COSTS ADVANCED	TOTAL
BALANCE AS OF- 01/31/04			
OUCG/Allegiance Telecom, Inc.			
01 - Case Administration/19918	1,365.00	17.45	1,382.45
07 - Fee/Employment Applications/19924	7,873.00	0.00	7,873.00
27 - Litigation Consulting/19944	9,479.00	151.61	9,630.61
Client Total	\$18,717.00	\$169.06	\$18,886.06

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
200 SOUTH BISCAYNE BOULEVARD, SUITE 2500 • MIAMI, FLORIDA 33131-5340
TELEPHONE: (305) 374-7580 • FAX: (305) 374-7593
E-MAIL: INFO@BILZIN.COM • WWW.BILZIN.COM

March 10, 2004

Attention: Ira S. Dizengoff, Esq.
OUCC/Allegiance Telecom, Inc.
c/o Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022

Invoice # 76366

FOR PROFESSIONAL SERVICES RENDERED
THROUGH February 29, 2004

Atty - SLB
Client No. 75822/19918

RE: 01 - Case Administration

02/18/04	JMS	1.40	406.00	Conferences with R. Turken, R. Siegel, T. Woodard regarding equitable subordination issues	
PROFESSIONAL SERVICES					\$406.00
COSTS ADVANCED					
10/29/03				Federal Express VENDOR: FEDERAL EXPRESS CORP. INVOICE#: 492761873 DATE: 11/3/03	8.06
12/09/03				Photocopies 5.00pgs @ .15/pg	0.75
12/15/03				Long Distance Telephone(212) 872-7482	0.99
12/15/03				Long Distance Telephone(312) 222-9350	0.99
01/09/04				Messenger Services VENDOR: FEDERAL EXPRESS CORP.; INVOICE#: 1-523-69207; DATE: 1/14/2004 - Fed Ex charges	11.45
01/28/04				Telecopies 12.00pgs @ .50/pg	6.00
01/28/04				Telecopies 12.00pgs @ .50/pg	6.00
02/02/04				Photocopies 6.67pgs @ .15/pg	1.00
02/11/04				Long Distance Telephone(212) 872-7482	53.46
02/13/04				Long Distance Telephone(212) 872-7482	1.98
02/17/04				Long Distance Telephone(212) 872-7482	23.76
02/20/04				Long Distance Telephone(212) 872-7482	1.98
02/20/04				Long Distance Telephone(212) 872-7482	1.98
02/20/04				Long Distance Telephone(212) 872-7482	0.99
02/20/04				Long Distance Telephone(212) 872-7482	10.89
02/23/04				Photocopies 100.00pgs @ .15/pg	15.00

TOTAL COSTS ADVANCED

\$145.28

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Sakalo, Jay M	1.40	290.00	\$406.00
TOTAL	1.40		\$406.00

MATTER SUMMARY OF COSTS ADVANCED

Photocopies	\$16.75
Telecopies	\$12.00
Federal Express	\$8.06
Long Distance Telephone	\$97.02
Messenger Services	\$11.45
TOTAL	\$145.28

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$551.28

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

RE: 07 - Fee/Employment Applications

Atty - SLB
Client No. 75822/19924

09/25/03	LMF	5.80	638.00	Attention to conflicts check, revisions to retention application for Bilzin, research local rules and forms in New York, telephone conferences with local counsel regarding same, draft of motions to appear pro hac vice for S. Baena, M. Seese and N. Mancuso, service list and preparation of notice of appearance (5.8).
02/19/04	LMF	1.10	132.00	Review and edit prebill for final statement (.6); prepare service list for same (.5).
02/20/04	LMF	0.60	72.00	Finalize statement and submit to all interested parties (.6).

PROFESSIONAL SERVICES

\$842.00

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Flores, Luisa M	7.50	112.27	\$842.00
<i>TOTAL</i>	<i>7.50</i>		<i>\$842.00</i>

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$842.00

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

RE: 27 - Litigation Consulting

Atty - SLB
Client No. 75822/19944

02/05/04	SLB	0.50	275.00	Email to C. Adams regarding filing of complaint (.2); telephone call from I. Dizengoff regarding same (.3).
02/09/04	RWT	1.90	855.00	Telephone conference with C. Adams regarding case issues and how to proceed; research regarding springing liens.
02/11/04	SLB	0.50	275.00	Interoffice conference with R. Turken regarding litigation theories, etc. (.5).
02/11/04	RWT	0.70	315.00	Continue research on lien issues.
02/17/04	RWT	3.80	1,710.00	Telephone conferences with C. Adams and review with R. Siegel regarding, and work on, motion for leave to file.
02/17/04	RMS	7.50	2,775.00	Conferences with R. Turken and review documents (7.5).
02/17/04	TQW	5.80	1,247.00	Review motion for leave; research into equitable subordination and springing liens guarantee (5.3); conference call with R. Turken, R. Siegel and C. Adams regarding status of motion and complaint (.5).
02/18/04	RWT	4.60	2,070.00	Work on motion for leave to file and review same with R. Siegel and T. Woodard.
02/18/04	RMS	11.50	4,255.00	Draft memorandum and conferences with R. Turken and T. Woodard regarding same (11.5).
02/18/04	TQW	12.30	2,644.50	Review draft motion and edit with R. Turken and R. Siegel; research into springing liens and guarantees; edit and research second draft of motion.
02/19/04	RWT	3.10	1,395.00	Continue work on motion for leave to file with R. Siegel and T. Woodard; research regarding same.
02/19/04	RMS	4.70	1,739.00	Conferences with R. Turken regarding memorandum to court; review and revise same.
02/19/04	TQW	7.90	1,698.50	Edit motion for leave (5.9); meet with R. Turken and R. Siegel (2.0).
02/20/04	RWT	2.60	1,170.00	Finalize draft of motion for leave to file complaint with R. Siegel and T. Woodard; telephone conference with C. Adams regarding same and extension.
02/20/04	RMS	1.50	555.00	Review and revise memorandum; telephone conference with R. Turken and T. Woodard thereon.
02/20/04	TQW	2.30	494.50	Edit motion for leave (1.7); conference with R. Turken and R. Siegel regarding motion (.6).
02/23/04	SLB	0.50	275.00	Interoffice conference with R. Turken regarding filing complaint (.3); email from C. Adams regarding same (.2).
02/23/04	RWT	1.20	540.00	Review schedules; analyze same.
02/26/04	RWT	0.40	180.00	Telephone conference regarding status and how to proceed

PROFESSIONAL SERVICES

\$24,468.50

MATTER SUMMARY OF PROFESSIONAL SERVICES

TIMEKEEPER	HOURS	RATE	TOTAL
Baena, Scott L	1.50	550.00	\$825.00
Turken, Robert W	18.30	450.00	\$8,235.00
Siegel, Robert M	25.20	370.00	\$9,324.00
Woodard, TerRance Q	28.30	215.00	\$6,084.50
TOTAL	73.30		\$24,468.50

TOTAL PROFESSIONAL SERVICES AND COSTS ADVANCED THIS MATTER

\$24,468.50

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

CLIENT SUMMARY OF PROFESSIONAL SERVICES THIS PERIOD

Timekeeper	Hours	Total
<i>Baena, Scott L</i>	<i>1.50</i>	\$825.00
<i>Flores, Luisa M</i>	<i>7.50</i>	\$842.00
<i>Sakalo, Jay M</i>	<i>1.40</i>	\$406.00
<i>Turken, Robert W</i>	<i>18.30</i>	\$8,235.00
<i>Siegel, Robert M</i>	<i>25.20</i>	\$9,324.00
<i>Woodard, TerRance Q</i>	<i>28.30</i>	\$6,084.50
<i>TOTAL PROFESSIONAL FEES THIS PERIOD</i>		<i>\$25,716.50</i>

CLIENT SUMMARY OF COSTS ADVANCED

<i>Photocopies</i>	<i>\$16.75</i>	
<i>Telecopies</i>	<i>\$12.00</i>	
<i>Federal Express</i>	<i>\$8.06</i>	
<i>Long Distance Telephone</i>	<i>\$97.02</i>	
<i>Messenger Services</i>	<i>\$11.45</i>	
<i>TOTAL COSTS ADVANCED THIS PERIOD</i>		<i>\$145.28</i>
<i>TOTAL AMOUNT DUE THIS PERIOD</i>		<i><u>\$25,861.78</u></i>

BILZIN SUMBERG BAENA PRICE & AXELROD LLP

CLIENT SUMMARY

	TIME	COSTS ADVANCED	TOTAL
BALANCE AS OF- 02/29/04 OUCG/Allegiance Telecom, Inc.			
01 - Case Administration/19918	406.00	145.28	551.28
07 - Fee/Employment Applications/19924	842.00	0.00	842.00
27 - Litigation Consulting/19944	24,468.50	0.00	24,468.50
Client Total	\$25,716.50	\$145.28	\$25,861.78