

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____X
In re :
: Chapter 11 Case No.
Allegiance Telecom, Inc., et al., : 03-13057 (RDD)
: :
Debtors. : Jointly Administered
_____X

**AFFIDAVIT OF GARY M. KAPLAN, ON BEHALF OF
HOWARD, RICE, NEMEROVSKI, CANADY, FALK & RABKIN
A PROFESSIONAL CORPORATION**

STATE OF CALIFORNIA)

) ss:

COUNTY OF SAN FRANCISCO)

I, Gary M. Kaplan, being duly sworn, upon his oath, deposes and says:

1. I am a director of Howard, Rice, Nemerovski, Canady, Falk & Rabkin, A Professional Corporation, located at Three Embarcadero Center, San Francisco, California, 94111 (the "Law Firm"). Pursuant to an appropriate conflicts inquiry, I am familiar with the clients represented by the Law Firm.
2. On May 14, 2003, Allegiance Telecom, Inc. and its direct and indirect subsidiaries (collectively, the "Debtors") commenced voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with this Court (the "Chapter 11 Cases"). The Debtors requested and this Court ordered the joint administration of the Chapter 11 Cases pursuant to Federal Rule of Bankruptcy Procedure 1015(b).
3. The Debtors have requested that the Law Firm provide legal services to the Debtors, and the Law Firm has consented to provide such legal services pursuant to the requirements of this Court's Interim Order Pursuant to Sections 105(a), 327, 328, 330 and 363(c) of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business, dated May 15, 2003 (the "Order").
4. This Affidavit is being submitted in support of our retention to provide legal services and in accordance with the requirements of the Order and General Order M-242 of this Court.
5. Except as otherwise indicated and except for facts that are matters of public record, all facts set forth in this Affidavit are based on my personal knowledge.
6. The Law Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Chapter 11 Cases. As part of its customary practice, the Law Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or

be claimants, employees of the Debtors, or other parties in interest in the Chapter 11 Cases. The Law Firm does not perform services for any such person in connection with the Chapter 11 Cases. In addition, the Law Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

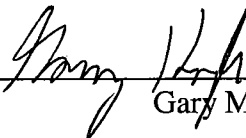
7. Neither I nor any principal of or professional employed by the Law Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Law Firm.

8. Neither I nor any principal of or professional employed by the Law Firm, insofar as I have been able to ascertain, represents or holds any interest adverse to the Debtors or their respective estates.

9. The Debtors owe the Law Firm \$939.17 for prepetition services (\$936 for fees and \$3.17 for costs advanced).

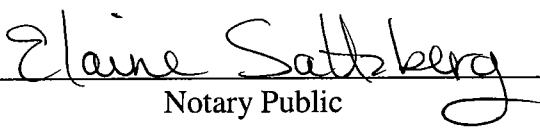
10. The Law Firm agrees to be bound by the Order, including the provisions for compensation and expense reimbursement.

11. The Law Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Law Firm should discover any facts bearing on the matters described herein, the Law Firm will supplement the information contained in this Affidavit.



Gary M. Kaplan

Subscribed and sworn to before me this 9th day of June, 2003.



Notary Public

WD 060503/1-1536101/1078952/v2

