

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	x
	:	Chapter 11 Case No.
	:	03-13057 (RDD)
ALLEGIANCE TELECOM, INC., <i>et al.</i> ,	:	
	:	Jointly Administered
Debtors.	:	

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**ORDER GRANTING DEBTORS' FIRST OMNIBUS  
OBJECTION TO CERTAIN PROOFS OF CLAIMS**

(CLAIM NOS. 3, 4, 5, 6, 7, 9, 10, 12, 13, 14, 16, 18, 19, 20, 21, 22, 23, 24, 30, 33, 34, 35, 36, 37, 38, 40, 42, 43, 44, 45, 51, 52, 53, 55, 56, 57, 58, 60, 62, 64, 65, 68, 75, 76, 77, 78, 79, 81, 82, 83, 84, 87, 89, 90, 92, 94, 96, 97, 98, 100, 101, 104, 113, 114, 115, 116, 117, 118, 119, 123, 125, 131, 132, 133, 134, 136, 141, 142, 143, 145, 146, 147, 148, 149, 152, 154, 155, 156, 157, 158, 159, 161, 162, 163, 164, 165, 166, 167, 168, 169, 170, 171, 172, 173, 175, 178, 179, 180, 181, 182, 183, 184, 185, 186, 187, 188, 193, 194, 198, 201, 202, 204, 206, 207, 209, 211, 212, 215, 217, 219, 220, 221, 223, 224, 225, 227, 229, 239, 243, 245, 246, 247, 249, 252, 255, 257, 259, 260, 262, 264, 265, 267, 270, 272, 273, 275, 278, 279, 280, 285, 288, 289, 292, 293, 295, 296, 297, 298, 299, 301, 302, 303, 304, 305, 309, 311, 312, 320, 321, 325, 329, 331, 333, 335, 338, 339, 345, 350, 353, 354, 358, 359, 361, 362, 363, 365, 366, 368, 371, 373, 377, 387, 388, 392, 394, 395, 396, 397, 398, 402, 403, 404, 405, 406, 407, 408, 409, 410, 411, 412, 418, 420, 422, 423, 427, 428, 429, 431, 432, 434, 435, 436, 439, 445, 446, 447, 450, 460, 462, 464, 465, 469, 470, 472, 473, 474, 475, 477, 478, 481, 483, 491, 492, 493, 494, 497, 498, 505, 511, 512, 513, 514, 518, 524, 526, 528, 530, 544, 550, 556, 579, 592, 598, 599, 600, 607, 608, 611, 612, 616, 619, 620, 625, 627, 631, 641, 644, 652, 655, 659, 664, 665, 676, 677, 683, 684, 692, 693, 694, 699, 701, 703, 711, 716, 724, 732, 736, 744, 747, 761, 765, 780, 787, 792, 804, 806, 808, 809, 810, 817, 820, 821, 834, 836, 850, 851, 852, 855, 857, 859, 860, 868, 869, 873, 876, 877, 878, 879, 880, 881, 888, 891, 897, 898, 905, 911, 916, 918, 923, 928, 929, 930, 936, 945, 951, 963, 964, 972, 979, 981, 985, 992, 993, 997, 999, 1000, 1002, 1006, 1007, 1009, 1014, 1016, 1023, 1024, 1026, 1033, 1034, 1044, 1050, 1053, 1054, 1066, 1076, 1078, 1080, 1083, 1084, 1087, 1088, 1089, 1096, 1099, 1100, 1113, 1115, 1116, 1118, 1120, 1122, 1127, 1133, 1134, 1148, 1151, 1162, 1166, 1167, 1168, 1169, 1183, 1190, 1192, 1199, 1211, 1212, 1227, 1228, 1234, 1245, 1247, 1251, 1253, 1255, 1256, 1257, 1258, 1285, 1288, 1290, 1293, 1294, 1299, 1303, 1311, 1321, 1322, 1323, 1329, 1335, 1338, 1339, 1353, 1355, 1365, 1367, 1369, 1370, 1377,

1381, 1384, 1385, 1388, 1393, 1405, 1414, 1436, 1442, 1443, 1444, 1447, 1448, 1452, 1456, 1458, 1462, 1473, 1476, 1477, 1483, 1491, 1502, 1504, 1505, 1506, 1507, 1508, 1516, 1517, 1524, 1532, 1540, 1545, 1548, 1549, 1551, 1552, 1558, 1560, 1579, 1583, 1586, 1589, 1590, 1594, 1598, 1653, 1655, 1656, 1661, 1662, 1665, 1668, 1671, 1674, 1675, 1676, 1677, 1678, 1679, 1680, 1681, 1682, 1683, 1684, 1685, 1686, 1687, 1688, 1689, 1690, 1691, 1692, 1693, 1694, 1695, 1696, 1697, 1698, 1699, 1700, 1701, 1702, 1703, 1704, 1705, 1706, 1707, 1708, 1709, 1710, 1711, 1712, 1719, 1727, 1740, 1741, 1787, 1813, 1814, 1815, 1816, 1817, 1818, 1820, 1824, 1826, 1837, 1847, 1880, 1882, 1883, 1884, 1885, 1886, 1921, 1922, 1923, 1924, 1925, 1926, 1927, 1928, 1929, 1930, 1932, 1933, 1935, 1936, 1937, 1938, 1939, 1940, 1941, 1942, 1944, 1999, 2003, 2006, 2008, 2098, 2114, 2118, 2119, 2120, 2122, 2225, 2265, 2266, 2267, 2268, 2269, 2270, 2271, 2272, 2273, 2274, 2275, 2276, 2277, 2278, 2279, 2280, 2281, 2282, 2283, 2284, 2285, 2286, 2287, 2288, 2289, 2290, 2291, 2292, 2293, 2294, 2295, 2296, 2297, 2298, 2299, 2300, 2301, 2342, 2345, 2379, 2542, 2562, 2568, 2597, 2599, 2600, 2602, 2603, 2608, 2609, 2610, 2611, 2613, 2614, 2616, 2617, 2618, 2619, 2620, 2623, 2626, 2628, 2629, 2630, 2631, 2632, 2633, 2634, 2635, 2636, 2637, 2638, 2639, 2640, 2641, 2642, 2643, 2644, 2645, 2646, 2647, 2648, 2649, 2650, 2651, 2652, 2653, 2654, 2655, 2656, 2657, 2658, 2659, 2660, 2661, 2662, 2663, 2664, 2665, 2666, 2667, 2668, 2669, 2670, 2671, 2673, 2678, 2680, 2683, 2684, 2685, 2690, 2691, 2692, 2734, 2736, 2737, 2738, 2740, 2742, 2746, 2747, 2755, 2756, 2757, 2758, 2762, 2769, 2771, 2772, s1456, s1487, s1778, s1946, s2120, s2255, s2399, s2431, s2547, s2548, s2569, s2573, s2575, s2635, s2687, s4178, s4180, s4182, s4183, s4185, s12947

Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors-in-possession (the “Debtors”), by their co-bankruptcy counsel, Togut, Segal & Segal LLP, having filed a first omnibus objection to certain proofs of claims filed against the Debtors’ estates, dated April 5, 2004 (the “Application”); and good and sufficient notice of the Application having been given; and certain creditors having either filed responses to, or communicated in writing with the Debtors (“Responding Creditors”) regarding their claims that are the subject of the Application (the “Subject Claims”); and the Application having been considered at a hearing conducted before the Court on May 19, 2004 (the “Hearing”); and the Debtors’ counsel having advised the Court at the Hearing as to the status of each of the Subject Claims;

and upon the record made at the Hearing and decision reached at the conclusion thereof, and upon all of the prior proceedings had herein; and good and sufficient cause appearing, it is

**ORDERED**, that, subject to the provisions of this Order, the Application be, and it hereby is, granted in all respects; and it is further

**ORDERED**, that all of the proofs of claims listed on Exhibits “A” through “I” annexed hereto be, and they hereby are, disallowed, reclassified or reassigned as set forth therein; and it is further

**ORDERED**, that the objections to the following Subject Claims as set forth in the Application are hereby withdrawn: Claim nos. 103, 294, 775, 1489, 1513, 1879, 1920, 1934, 2115, 2264, 2733, 2735 and 2741; and it is further

**ORDERED**, that the hearing on the Application with respect to the following Subject Claims (the “Adjourned Claims”) is adjourned to June 17, 2004 at 10:00 A.M.: Claim nos. 459, 871, 1200, 1362, 1441, 1511, 1563, 1565, 1713, 1725, 1729, 1872, 2121, 2601, 2605, 2748, 2749, 2750, 2751, 2752, 2753, 2754 and 2761; and it is further

**ORDERED**, that any Responding Creditor holding an Adjourned Claim that has not previously filed and served a response or opposition to the Application, shall do so on or before June 10, 2004, by 4:00 P.M. in accordance with the provisions of the Notice of Hearing on Debtors’ First Omnibus Objection to Certain Proofs of Claims, dated April 6, 2004 that was served with the Application; and it is further

**(concluded on the following page)**

**ORDERED**, that the Debtors shall serve a copy of this Order, as entered, upon all holders of the claims addressed herein by first class mail not later than one (1) business day after the date of entry of this Order.

DATED: New York, New York  
May 19, 2004

/s/Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE