

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**AFFIDAVIT OF JEAN L. KIDDOO, ON BEHALF OF
SWIDLER, BERLIN, SHEREFF, FRIEDMAN, LLP**

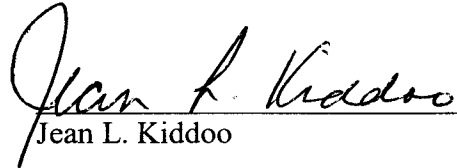
DISTRICT OF COLUMBIA)
) ss:
CITY OF WASHINGTON)

I, Jean L. Kiddoo, being duly sworn and upon oath, hereby deposes and says:

1. I am a Member of Swidler, Berlin, Shereff, Friedman, LLP, located at 3000 K Street, NW, Suite 300, Washington, DC 20007 (the "Law Firm"). 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. The Law Firm has been the Debtors' primary counsel in the United States for state and federal telecommunications regulatory issues arising from the Debtors' construction, installation, operation, and acquisition of telecommunications equipment and their provision of telecommunications services, and has represented Debtors in state and federal telecommunications regulatory matters and judicial proceedings involving regulatory decisions since approximately July 1997. Such matters have included, for example, seeking certifications and transfer approvals from state and federal regulatory agencies, regulatory compliance, regulatory strategy, and participation in federal and state regulatory proceedings.

5. 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.
6. 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.
7. 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.
8. 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.
9. 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 on the matters upon which the Law Firm is engaged.
10. Andrew Lipman, a member of the Law Firm, currently serves as a Director of Allegiance Telecom, Inc. Mr. Lipman has served in that capacity since July 2001 and received compensation of \$10,000 for calendar year 2002 and \$4,395.00 to date for calendar year 2003 for this service. Mr. Lipman owns a total of 52,550 shares of Allegiance Telecom, Inc. common stock, of which 37,500 are shares of restricted stock. Mr. Lipman has deferred the distribution of vested restricted stock until a later date.
11. Two other individual members of the Law Firm hold publicly traded securities of the Debtors. Neither of these individuals is or will be working on matters undertaken by the Law Firm on behalf of the Debtors.
12. The Law Firm believes that none of the relationships described in this Affidavit will affect the Law Firm's ability to represent the Debtors. Neither I nor any principal of or professional employed by the Law Firm, insofar as I have been able to ascertain, holds or represents any other interest that is or may be adverse to the Debtors or their estates on the matters upon which the Law Firm is engaged.
13. The Debtors owe the Law Firm \$5,658.36 for prepetition services.
14. The Law Firm agrees to be bound by the Order, including the provisions for compensation and expense reimbursement.
15. 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.



Jean L. Kiddoo

Subscribed and sworn to before me this 12th day of June, 2003.



Notary Public

My commission expires: 6/30/07