

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11 Case No.
: 03-13057 (RRD)
ALLEGIANCE TELECOM, INC., *et al.*, :
: :
: Jointly Administered
Debtors. :
-----X

**AFFIDAVIT OF G. CLAY MYERS
IN SUPPORT OF DEBTORS' FIFTH
OBJECTION TO CERTAIN PROOFS OF CLAIMS**

STATE OF TEXAS)
) ss.:
COUNTY OF DALLAS)

G. CLAY MYERS, being duly sworn, deposes and says:

1. I am the Senior Vice President of Finance and Accounting of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, the above-captioned debtors and debtors-in-possession herein (the "Debtors"), and I have personal knowledge of the information set forth herein.

2. I submit this affidavit in support of the Debtors' fifth objection to certain proofs of claim (the "Application").

3. In my capacity as Senior Vice President of Finance and Accounting of the Debtors, I am familiar with the Debtors' books and records, which are subject to my direct supervision or oversight through subordinates in the ordinary course of the Debtors' business.

4. I have reviewed the proofs of claim addressed in the Application (the "Subject Claims") and have compared the information submitted in support of their treatment with the Debtors' books and records.

5. I have read the Application and agree with the statements and claim descriptions contained therein.

6. Based upon my review, I submit that the Subject Claims should be disallowed or expunged as set forth on Exhibits "A" and "B" to the Application.

/s/ G. Clay Myers
G. CLAY MYERS

Sworn to before me this
24th day of May, 2004

/s/ Greg Gates
Notary Public