

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
ALLEGIANCE TELECOM, INC., et al., : Case No. 03-13057 (RDD)  
Debtors. : (Jointly Administered)  
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**AFFIDAVIT OF EUGENE I. DAVIS, PLAN ADMINISTRATOR**

STATE OF NEW JERSEY )  
: ss.:  
COUNTY OF ESSEX )

Eugene I. Davis, being duly sworn, deposes and says:

1. I am the Chairman and Chief Executive Officer of Pirinate Consulting Group, L.L.C., which firm maintains offices at 5 Canoe Brook Drive, Livingston, New Jersey 07039.

2. I am familiar with the matters set forth herein, and make this affidavit in support of my appointment as the Plan Administrator of the Allegiance Telecom Liquidating Trust (“ATLT”) pursuant to the terms of the Debtors’ Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the “Plan”).<sup>1</sup>

3. From and after the Initial Effective Date, ATLT shall, in accordance with the ATLT Agreement, (i) wind-down the Debtors’ affairs, including making Distributions as contemplated in the Plan, (ii) (a) liquidate, by conversion to Cash or other methods or (b) distribute directly to Holders of ATLT Trust Interests, the ATLT Assets, to the extent applicable, as expeditiously as reasonably possible in order to maximize the recovery of Holders of ATLT Trust Interests in its sole discretion, (iii) investigate, enforce and prosecute the Avoidance

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<sup>1</sup> Capitalized terms used, but not defined herein, shall have the meanings ascribed to them in the Plan.

Actions and the Causes of Action, (iv) object to, settle, compromise, dispute and prosecute Disputed Claims, (v) administer the Plan and take such actions as are necessary to effectuate the Plan, and (vi) file appropriate tax returns, each in the exercise of its fiduciary obligations, and ATLT shall retain such professionals as are necessary and appropriate in furtherance of such fiduciary obligations. In consultation with the directors of ATLT, I will direct and administer ATLT with respect to each of the foregoing, and I acknowledge that I will owe a fiduciary duty to the Holders of Allowed Claims that receive ATLT Trust Interests.

4. As of the date hereof, and to the best of my knowledge, I am not aware of any relationships or personal interests that would cause me to be unable to fulfill the tasks and duties described in the immediately preceding paragraph.

/s/ Eugene I. Davis  
Eugene I. Davis

Sworn to before me this  
4th day of June, 2004

s/ Frank W. Huelster  
Notary Public, State of New Jersey  
My Commission Expires September 26, 2007