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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**MOTION OF THE DEBTORS PURSUANT TO
SECTION 554 OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULE 6007 FOR AN ORDER AUTHORIZING THE ABANDONMENT
OF PERSONAL PROPERTY LOCATED AT A COLLOCATION SITE**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, “Allegiance” or the “Debtors”), respectfully represent:

Introduction

1. On May 14, 2003 (the “Commencement Date”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”). The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. The Debtors’ chapter 11 cases have been consolidated for

procedural purposes only and are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

2. No trustee or examiner has been appointed in these chapter 11 cases. On May 28, 2003, pursuant to sections 1102 of the Bankruptcy Code, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed a statutory creditors’ committee (the “Creditors’ Committee”) in these chapter 11 cases.

Jurisdiction

3. This Court has subject matter jurisdiction to consider and determine this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

4. Allegiance is a facilities-based national local exchange carrier that provides integrated telecommunications products and services to small and medium-sized business customers, large businesses (*i.e.*, national customers with multiple locations), governmental entities, wholesale customers and other institutional users. Allegiance offers its customers a variety of services, including:

- local and long distance voice services, including basic telephone services and advanced calling features;
- broadband and other Internet and data services, including high-speed Internet access, wide area network interconnection, domain name registration, web hosting, email and collocation services;
- integrated local long distance/Internet access offerings, which provide customers with integrated voice and Internet access over a single broadband line;

- wholesale services to other regional and national service providers, including equipment collocation, managed modem ports and Internet protocol traffic aggregation; and
- customer premise equipment sales and maintenance services.

5. As of June 30, 2003, Allegiance served more than 100,000 business in major markets throughout the United States. As of June 30, 2003, Allegiance employed approximately 3,350 people, of which approximately 91 employees were covered by collective bargaining agreements.

6. As of June 30, 2003, the Debtors had approximately \$269.2 million of unrestricted cash on hand. As of June 30, 2003, the Debtors' consolidated books and records reflected assets totaling approximately \$1.292 billion and liabilities totaling approximately \$1.459 billion. For the six months ending June 30, 2003, the Debtors, on a consolidated basis, reported revenues of approximately \$401.2 million and net losses of approximately \$212.4 million.

Relief Requested

7. By this Motion, the Debtors seek Court approval to abandon certain Personal Property (as defined below) located at the Collocation Site (as defined below) pursuant to section 554 of the Bankruptcy Code.

The Personal Property

8. Currently, certain of the Debtors' personal property, including obsolete racks, cables, power materials, panels, frames and miscellaneous hardware (the "Personal Property") is located at a collocation site in Houston, Texas (the "Collocation Site"). The relevant information relating to the Collocation Site is listed on Exhibit "A" annexed hereto. The Debtors no longer need the Personal Property to operate their businesses. In addition, the

Debtors believe that the Personal Property has little or no value to the Debtors' estates as the cost of removing, shipping and storing the Personal Property would be greater than the proceeds that would be derived from a sale of the Personal Property. Accordingly, the Debtors submit that the Personal Property should be abandoned in accordance with section 554 of the Bankruptcy Code and such abandonment is in the best interests of the Debtors' estates.

Applicable Law

9. Section 554(a) of the Bankruptcy Code provides that a debtor may abandon, subject to bankruptcy court approval, "property of the estate that is burdensome to the estate or that is of inconsequential value and benefit to the estate." Thus, in order to authorize the abandonment of property, the bankruptcy court must find either: (a) the property is burdensome to the estate or (b) the property is both of inconsequential value and inconsequential benefit to the estate. See, e.g., Midlantic Nat'l Bank v. N.J. Dep't of Evtl. Prot., 474 U.S. 494, 497 (1986), reh'g denied, 475 U.S. 1091 (1986); In re Texaco, Inc., 90 B.R. 38, 44 (S.D.N.Y. 1988); In re Crowthers McCall Pattern, Inc., 114 B.R. 877, 882 n.7 (Bankr. S.D.N.Y. 1990).

The Abandonment of the Personal Property is in the Best Interests of the Estates

10. As discussed above, the Personal Property located at the Collocation Site is burdensome insofar as the Personal Property is no longer necessary to the Debtors. Additionally, the costs of removal, shipping and storage of the Personal Property will exceed the net proceeds realizable from a sale thereof. Consistent with the provisions of the Bankruptcy Code, the abandonment of the Personal Property will terminate any and all of the Debtors' obligations related to or connected with the Personal Property as of the effective date of the abandonment. As of the date hereof, the Debtors have vacated the Collocation Site.

Accordingly, the Debtors seek authority, pursuant to section 554 of the Bankruptcy Code, to abandon the Personal Property effective as the date of this Motion.

Waiver of Memorandum of Law

11. Because there are no novel issues of law presented herein, the Debtors respectfully request that the Court waive the requirement that the Debtors file a memorandum of law in support of this Motion pursuant to rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York.

Notice

12. This Motion has been provided to: (a) the Office of the U.S. Trustee; (b) attorneys for the Debtors' prepetition secured lenders; (c) attorneys for the Creditors' Committee; (d) the owner of the Collocation Site where the Personal Property is located; and (e) all the other parties on the Master Service List maintained in these chapter 11 cases. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

No Prior Request

13. No prior motion for the relief requested herein has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order (i) authorizing the Debtors to abandon the Personal Property at the Collocation Site effective as of the date of this Motion, and (ii) granting such other relief as is just and proper.

Dated: New York, New York
October 31, 2003

Respectfully submitted,

/s/ Jonathan S. Henes
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