

**EXHIBIT 1**

**Affidavit of Jean L. Kiddoo**

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

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

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**AFFIDAVIT OF JEAN L. KIDDOO, ON BEHALF OF  
SWIDLER BERLIN SHEREFF FRIEDMAN, LLP AND  
DISCLOSURE STATEMENT PURSUANT TO SECTIONS 327,  
328(a), 329 AND 504 OF THE BANKRUPTCY CODE AND RULES  
2014(a) AND 2016(b) OF FEDERAL RULES OF BANKRUPTCY PROCEDURE**

DISTRICT OF COLUMBIA )  
  ) ss:  
CITY OF WASHINGTON )

Jean L. Kiddoo, being duly sworn and upon oath, hereby deposes and says that the following is true and correct to the best of her knowledge, information and belief:

1. I am a member of the bar of the District of Columbia and a member of Swidler Berlin Shereff Friedman LLP, located at 3000 K Street, NW, Suite 300, Washington, D.C. 20007 ("Swidler Berlin" or the "Firm"). I am familiar with the clients represented by Swidler Berlin.

2. I submit this Affidavit in support of the application (the "Application") of the Debtors in the above-captioned chapter 11 cases (collectively, the "Debtors") for an order authorizing the retention of Swidler Berlin as special regulatory counsel in these chapter 11 cases pursuant to the terms and conditions set forth in the Application. Except as otherwise indicated herein and except for facts that are matters of public record, all facts set forth in this Affidavit are based on my personal knowledge.

### **Swidler Berlin's Qualifications**

3. Swidler Berlin is a general practice law firm which offers corporate, litigation, and regulatory advice to clients. Swidler Berlin has a strong focus on representation of regulated entities, including telecommunications carriers and service providers. Swidler Berlin's telecommunications practice group is widely recognized for its telecommunications regulatory expertise. Swidler Berlin handles matters in virtually every aspect of telecommunications law, including local, long distance and international telephone common carriage; Internet services and technologies; conventional and emerging wireless services; satellite services; competitive video services; and telecommunications equipment manufacturing and other technology applications. Swidler Berlin also counsels telecommunications and technology clients in transactional, securities, international, litigation, legislative and land use issues. The Firm's practice extends to all 50 states, U.S. Territories, and many international markets. Swidler Berlin also has represented several telecommunications carriers and service providers in reorganization and liquidation proceedings.

### **Swidler Berlin's Relationship with the Debtors**

4. Since approximately July 1997, Swidler Berlin 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. 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.

**Swidler Berlin's Connections to the Debtors and Other Parties**

5. Neither I nor any principal of or professional employed Swidler Berlin, insofar as I have been able to ascertain, (a) represents or holds any interest adverse to the Debtors and their estates with respect to the matters on which Swidler Berlin is to be retained in these cases and (b) has any connection to the Debtors, the Debtors' creditors or any other party in interest, or their respective attorneys and accountants, the United States Trustee, or any person employed in the Office of the United States Trustee that would affect Swidler Berlin's ability to represent the Debtors in these cases.

6. Swidler Berlin has conducted a series of searches of its records to identify representations and relationships with creditors and other parties in interest (or potential parties in interest) in respect of the Debtors. Specifically, Swidler Berlin has searched its records to identify circumstances in which Swidler Berlin had relationships with clients other than the Debtor entities on matters involving the Debtor entities. In addition, Swidler Berlin has searched its records to identify representations and potential relationships with the following entities, the names of which have been provided to Swidler Berlin by the Debtors: (a) the Debtors; (b) equity security holders of the Debtors; (c) current and former directors and officers of the Debtors from 2001 through 2003; (d) the significant vendors of the Debtors; (e) parties to significant actual or known potential litigation with the Debtors, (f) insurers of the Debtors; (g) the top 40 unsecured creditors of the Debtors; (h) the significant customers of the Debtors; (i) landlords of the Debtors; (j) major competitors of the Debtors; (k) indenture trustee; (l) beneficiaries of letters of

credit; (l) the bank group; (m) beneficiaries of performance bonds; (n) bondholders of 11 3/4% senior discount notes; (o) bondholders of 12 7/8% senior notes; (p) creditors under capital lease agreements; (q) professionals retained by the Debtors; and (r) judgment lien holders (collectively, the "Retention Checklist").

7. Swidler Berlin may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in these chapter 11 cases. Based upon the review described in Paragraph 6 above, the entities listed on the copy of the Retention Checklist, annexed hereto as Exhibit "A," that are marked with an asterisk (\*) are known to be current or former clients or affiliates of current or former clients of the Firm. To the best of my knowledge, Swidler Berlin's representation of those entities is not adverse to the Debtors or their estates with respect to the matters on which Swidler Berlin is retained in these cases, and it is my belief that the Firm's relationship with those entities will not otherwise affect the Debtors or their estates.

8. Andrew Lipman, a member of the Firm, currently serves as a Director of Allegiance Telecom, Inc. Mr. Lipman has served in that capacity since May 2001 and received compensation of \$10,000 for calendar year 2002 and \$41,250 to date for calendar year 2003 for this service. Mr. Lipman owns a total of 52,550 shares of Allegiance Telecom, Inc.'s 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. Mr. Lipman's connection with the Debtors is also marked by an asterisk (\*) on Exhibit "A."

9. Two other individual members of Swidler Berlin hold publicly traded securities of the Debtors. Neither of these individuals is or will be working on matters undertaken by Swidler Berlin on behalf of the Debtors.

10. Swidler Berlin believes that none of the relationships described in this Affidavit will affect Swidler Berlin's ability to represent the Debtors.

11. Based on the information provided to Swidler Berlin by the Debtors in the Retention Checklist, the Firm has made reasonable efforts to discover and disclose the existence of any conflict of interest or connections. Swidler Berlin 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, Swidler Berlin should discover any facts bearing on the matters described herein, Swidler Berlin will file a supplemental affidavit with the Court setting forth any facts and circumstances relevant thereto.

#### **Swidler Berlin's Proposed Retention and Compensation**

12. The professional services that Swidler Berlin will render to the Debtors include, but shall not be limited to, the following:

- (a) legal advice with respect to the Debtors' regulatory affairs in the context of asset sales or a reorganization;
- (b) legal advice with respect to the Debtors' regulatory affairs in the continued operation of their businesses and management of their properties; and
- (c) other legal services, as requested by the Debtors, which may be necessary and proper in furtherance of the foregoing duties.

13. Swidler Berlin, at the request of the Debtors, may provide additional legal services as deemed appropriate and necessary in these chapter 11 cases.

14. Swidler Berlin will charge the following standard hourly rates for the principal attorneys and paralegals designated to represent the Debtors:

- |     |                       |                |
|-----|-----------------------|----------------|
| (a) | Andrew D. Lipman      | \$500 per hour |
| (b) | Jean L. Kiddoo        | \$470 per hour |
| (c) | Eric J. Branfman      | \$425 per hour |
| (d) | Patrick Donovan       | \$360 per hour |
| (e) | Harisha Bastiampillai | \$330 per hour |
| (f) | Philip J. Macres      | \$260 per hour |
| (g) | M. Renee Britt        | \$165 per hour |

15. It is Swidler Berlin's policy to charge its clients in all areas of practice for all other expenses incurred in connection with each client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, expenses for "working meals," computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. Swidler Berlin will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to Swidler Berlin's other clients and consistent with the guidelines of this Court.

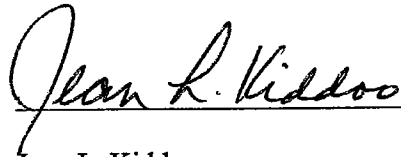
16. Prior to the Commencement Date, Swidler Berlin was retained by the Debtors and Swidler Berlin received a retainer in the amount of \$48,515.00 (the "Retainer"). Prior to the Commencement Date, Swidler Berlin was owed, for professional services rendered, the amount of \$9,964.12 (the "Prepetition Fees") by the Debtors. Upon entry of an order approving the retention and employment of Swidler Berlin by the Debtors, Swidler Berlin will apply a portion of the Retainer received from the Debtors to the Prepetition Fees. Swidler Berlin will hold the

remaining portion of the Retainer to apply to fees, charges and disbursements relating to services rendered subsequent to the Commencement Date as may be further ordered by this Court.

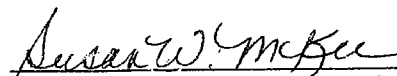
17. Neither I nor any principal of or professional employed by Swidler Berlin has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of Swidler Berlin as permitted by section 504 of the Bankruptcy Code. The proposed retention of Swidler Berlin is not prohibited by Rule 5002 of the Federal Rules of Bankruptcy Procedure.



Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing  
is true and correct.

  
\_\_\_\_\_  
Jean L. Kiddoo

Subscribed and sworn to before me  
this 6<sup>m</sup> day of November, 2003.

  
\_\_\_\_\_  
Notary Public in and for the District of Columbia

My commission expires: November 30, 2003

## Exhibit A

### Debtors

Allegiance Telecom, Inc.  
Adgrafix Corporation  
ALGX Business Internet, Inc.  
Allegiance Internet, Inc.  
Allegiance Telecom Company Worldwide  
Allegiance Telecom International, Inc.  
Allegiance Telecom of Arizona, Inc.  
Allegiance Telecom of California, Inc.  
Allegiance Telecom of Colorado, Inc.  
Allegiance Telecom of Florida, Inc.  
Allegiance Telecom of Georgia, Inc.  
Allegiance Telecom of Illinois, Inc.  
Allegiance Telecom of Indiana, Inc.  
Allegiance Telecom of Maryland, Inc.  
Allegiance Telecom of Massachusetts, Inc.  
Allegiance Telecom of Michigan, Inc.  
Allegiance Telecom of Minnesota, Inc.  
Allegiance Telecom of Missouri, Inc.  
Allegiance Telecom of Nevada, Inc.  
Allegiance Telecom of New Jersey, Inc.  
Allegiance Telecom of New York, Inc.  
Allegiance Telecom of North Carolina, Inc.  
Allegiance Telecom of Ohio, Inc.  
Allegiance Telecom of Oklahoma, Inc.  
Allegiance Telecom of Oregon, Inc.  
Allegiance Telecom of Pennsylvania, Inc.  
Allegiance Telecom of Texas, Inc.  
Allegiance Telecom of The District of Columbia, Inc.  
Allegiance Telecom of Virginia, Inc.  
Allegiance Telecom of Washington, Inc.  
Allegiance Telecom of Wisconsin, Inc.  
Allegiance Telecom Purchasing Company  
Allegiance Telecom Service Corporation  
Coast to Coast Telecommunications, Inc.  
Hosting.com, Inc.  
InterAccess Telecommunications Co.  
Jump.Net, Inc.  
Shared Technologies Allegiance, Inc.  
Virtualis Systems, Inc.

### Current Officers Allegiance Telecom, Inc.

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph

Lawrence E. Strickling  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Sanjeev Sethi  
Annie S. Terry

### Current Directors of Allegiance Telecom, Inc.

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
James E. Crawford, III  
Paul J. Finnegan  
Jacob J. Goldberg  
Reed E. Hundt  
\*Andrew D. Lipman\*  
James N. Perry, Jr.

### Current Officers Allegiance Telecom Company Worldwide

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

### Current Directors of Allegiance Telecom Company Worldwide

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

### Current Officers Allegiance Telecom International, Inc.

Royce J. Holland

C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom International, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers Allegiance  
Service Corporation**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Service Corporation**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance Telecom  
Purchasing Company**

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Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance Telecom  
Purchasing Company**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
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C. Daniel Yost  
Thomas M. Lord  
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Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
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Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
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Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
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G. Clay Myers  
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Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
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Annie S. Terry  
G. Clay Myers

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Anthony J. Parella  
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Lawrence E. Strickling  
Mark A. Stachiw  
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Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
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Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance Telecom  
Of the District of Columbia, Inc.**

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Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance Telecom  
Of the District of Columbia, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Florida, Inc.**

Royce J. Holland  
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Richard H. Anderson  
Christine Kornegay  
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Annie S. Terry

**Current Directors of Allegiance  
Telecom of Florida, Inc.**

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**Current Officers of Allegiance  
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**Current Directors of Allegiance  
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**Current Officers of Allegiance Telecom of  
Maryland, Inc.**

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**Current Officers of Allegiance  
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**Current Officers of Allegiance Telecom  
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G. Clay Myers

**Current Officers of Allegiance  
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Royce J. Holland  
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Thomas M. Lord  
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Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
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Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom of North Carolina, Inc.**

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Annie S. Terry  
G. Clay Myers

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Telecom of Ohio, Inc.**

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Annie S. Terry  
G. Clay Myers

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Telecom of Oklahoma, Inc.**

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**Current Directors of Allegiance  
Telecom of Oklahoma, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Oregon, Inc.**

Royce J. Holland

C. Daniel Yost  
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Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom of Oregon, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Pennsylvania, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
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Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom of Pennsylvania, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Texas, Inc.**

Royce J. Holland



C. Daniel Yost  
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Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
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Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom of Texas, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Virginia, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom of Virginia, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Washington, Inc.**

Royce J. Holland

C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Officers of Allegiance  
Telecom of Washington, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance  
Telecom of Wisconsin, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Allegiance  
Telecom of Wisconsin, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Allegiance Internet, Inc.**

Royce J. Holland  
C. Daniel Yost

Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surrette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry  
Mitchell Romm  
Melanie Haratunian

**Current Officers of Allegiance Internet, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of InterAccess  
Telecommunications Co.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surrette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry  
Kieran Athy

**Current Directors of InterAccess  
Telecommunications Co.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Virtualis Systems, Inc.**

Royce J. Holland  
C. Daniel Yost

Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surrette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of Virtualis Systems, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Jump.Net, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surrette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Officers of Jump.Net, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Adgrafix, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surrette

G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Officers of Adgrafix, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of Hosting.com, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close

**Current Director of Hosting.com, Inc.**

Mark B. Tresnowski

**Current Officers of  
Coast To Coast Telecommunications, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson

Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of  
Coast To Coast Telecommunications, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of  
ALGX Business Internet, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson  
Christine Kornegay  
Kenneth C. Close  
Annie S. Terry

**Current Directors of  
ALGX Business Internet, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Current Officers of  
Shared Technologies Allegiance, Inc.**

Royce J. Holland  
C. Daniel Yost  
Thomas M. Lord  
Anthony J. Parella  
Mark B. Tresnowski  
Deborah Surette  
G. Clay Myers  
J. Timothy Naramore  
Kevin Joseph  
Lawrence E. Strickling  
Mark A. Stachiw  
Richard H. Anderson

Christine Kornegay  
Kenneth C. Close  
Annie S. Terry  
John F. Wassenbergh

**Current Directors of  
Shared Technologies Allegiance, Inc.**

Mark B. Tresnowski  
Annie S. Terry  
G. Clay Myers

**Former Officers**

Melody A. Blanks Avers  
Joseph Bartlett  
Peter Ciaraldi  
Dana Crowne  
John Debus  
Jeffrey S. Feinberg  
Bill M. Francis  
John Ted Gilmore  
Thomas Ed Hays  
Robert E. Hlavacek  
James C. Hoffman  
Stephen N. Holland  
Steve Hwang  
Alan D. Hyde  
Tae Kim  
Patricia E. Koide  
Walter B. Kulikowski  
Christopher Malinowski  
Robert W. McCausland  
Christopher J. Melnick  
Richard V. Myers  
Ted H. Nichols  
Morton Posner  
Anthony Scott Savoie  
Neil Searls  
Eugene A. Shimshock  
Jerrold L. Sklar  
Vincent J. Tozzi  
Mark Washburn  
Robert E. Williams  
William J. Wilson Sr.

**Former Directors**

John Ehrenkranz  
Richard Frisbe  
Alan Goldberg  
Howard Hoffen  
Dino Vendetti

**Parties To Litigation**

Ace Cash Express  
Africfarm Market Ltd.  
Air Around The Clock  
Anne Marie's Catering  
Apple Dentists  
Ashley Layne Design  
Brelian, Inc. dba TGF Haircutters  
Brown, Stanley E.  
CampusLink  
Cappuccio  
Caribbean Resorts  
D.N.K. Management, Inc.  
Dietrich & Associates  
Dpi Teleconnect, Inc.  
G&R Check Cashing Corp.  
Girdler, Deborah  
Goldman Sachs I and II  
**\*ICG Communications\***  
InteCap  
J.L.M., Inc.  
Kane, Linda  
Kosher Konnection  
Kramer, Pamela  
Law Offices of Lin & Associates  
Legal Services Associates  
Life Sciences Corp.  
Maid in the USA t/a Maid To Perfection  
Maynard, Alison dba Law Offices of Alison Maynard  
Mirage Tile & Marble Co., Inc.  
Navarro Property  
Network Dynamics Cabling  
Notre Dame Law Associates  
One Stop Realtour Place  
Payne, Robert B. and Barbara L.  
Poe, Jason  
Polyspede Electronics  
Robin Millen Collections  
Scheideler & Associates  
Shayan Enterprises, LLC  
Signature Consultants  
State Farm Insurance Company  
The Tub Factory  
Totally Wireless Choice  
Trinity National Corporation  
Tweel Home  
Uptown Transit Corporation  
Walker, Brian  
Zone International, Inc.

### Top 40 Unsecured Creditors

Pacific Bell  
Southwestern Bell  
Verizon  
Ameritech  
Broadwing Communication Services Inc.  
Qwest  
Alcatel, Inc.  
NCX Office Developer LP  
Nortel Networks Inc.  
AT&T  
**\*WorldCom Inc.\***  
Southern California Edison  
**\*XO Communications\***  
System Services  
Edocs Inc.  
Adtran Inc.  
Extreme Networks  
**\*Level 3 Communications LLC\***  
NEC America, Inc.  
Sunbelt Telecommunications  
Assured Industries  
Sprint  
EMC Corporation  
JP Morgan Chase  
Lucent Technologies  
**\*DSET Corporation\*\* (ADL on BoD until 12/02)**  
The Point Group  
Advance Telecom Res.  
Walker & Associates Inc.  
Power Conversion Products  
**\*MCI Worldcom Communications\***  
Hewlett-Packard

### Creditors Under Capital Lease Agreements

Broadwing Communications Services, Inc.  
CC II Realty, Inc.  
CitiCapital (Fidelity Leasing)  
Clarity Credit Corporation  
Communication Systems Development, Inc.  
Dell Financial Services  
Deutsche Bank  
**\*Fiber Technologies Networks, L.L.C.\***  
Fidelity Leasing  
GE Capital Fleet Services  
**\*Grande Communications Networks, Inc.\***  
**\*Level 3 Communications, LLC\***  
LINC Receivables  
**\*Looking Glass Networks, Inc.\***  
Metromedia Fiber Network Service, Inc.  
**\*RCN Telecom Services, Inc.\***  
Sony Financial Services

Sprint Communications Company  
United Capital

### The Bank Group

GE Capital Services  
ABN Amro Bank  
Absolute Rec Hedge LP  
Absolute Rec Hedge LTD  
Bank Austria  
Bank of America  
Bank of Nova Scotia  
Bayerische Hypo  
BNP Paribas  
CIT Lending Services Cor  
Cobank  
Credit Suisse First Boston  
Dresdner Bank  
Fleet  
Fortis Bank  
Goldman Sachs  
Gryphon Master Fund, LP  
IBM Credit Corporation  
ING Capital Corp.  
Langley Partners, LP  
Morgan Stanley Senior Funding  
Pauraque Partners  
R2 Investments,  
R2 Top Hat, LTD  
Toronto Dominion  
UBS AG  
Union Bank of California

### Indenture Trustee

The Bank Of New York

### Beneficiaries of Performance Bonds

Beebe Medical Center  
Central Washington University  
City of Billings Montana  
City of Seattle  
Fallon Clinic, Inc.  
Frederick Community College  
Holtz Hotel  
Lehigh County Gov. Center  
Pacific Bell  
Portland Community College  
Rhode Island College  
Southern Illinois University  
Southwest Preparatory

**Bondholders of 12 7/8% Senior Notes**

Acuity Mutual Insurance Company  
Allianz of America, Inc.  
American Express Financial Corp.  
Atlantic Security Bank  
Blackrock Financial Management, Inc.  
Canyon Capital  
Cardinal Investments  
Chase Manhattan Bank  
Chubb Asset Managers, Inc.  
Clarion  
Everett Investment Co. L.P.  
EWR Investments  
First National Bank of Wahoo  
Goldman Sachs Asset Management  
High View Capital Management  
HL Chapman Investments Ltd.  
Indosuez Capital  
Julius Baer Asset Management  
Kaiser-Francis Oil Company  
Kingdon Capital Management  
Manufacturers & Traders Trust Co.  
Merchant Securities  
MM&B Holdings LLC  
Nationwide Provident  
Pioneer Insurance Group  
Plains LTD  
Spectrum Advisory Services, Inc.  
Putnam Investment Management  
Ricco Family Partners  
Royce & Associates, LLC  
Sanibel L.P.  
TJK Partners Inc.

**Bondholders of 11 3/4% Senior Discount Notes**

AJM Holdings  
Alexander Capital Management  
Allian of America, Inc.  
Atlantic Security Bank  
American Express Financial Management  
Bank of Butterfield Bermuda  
Bank of Montreal  
Cardinal Partners  
Chase Manhattan Bank  
CIBC Oppenheimer  
Credit Suisse Asset Management, LLC  
Conseco Capital Management, Inc.  
Delaware Investment Advisers, Inc.  
DKR Saturn Event Driven Holding Fund Ltd.  
Euroclear Main Account  
EWR Investments  
F&C Management Limited  
GLG Partners

Goldman Sachs Asset Management  
Gryphon Capital Corp., LLC  
I.G. Investment Management, Ltd.  
Invesco Funds Group  
Kaiser-Francis Oil Company  
Kingdom Capital Management Corp.  
Lap Investments  
Merchant Securities  
Merrill Lynch Investment Managers (U.K.)  
Millenium Partners  
ML CBO  
Morgan Stanley Investment Management, Inc.  
Mount Washington CBO  
New York Life Insurance Company  
Patsy R Smith Investments LP  
Phoenix Administration Services  
Romulus Holdings Inc.  
Silver Point Capital Management  
Tejas Securities Group  
Trident Trust Co.

**Professionals**

Akin, Gump, Strauss, Hauer, Feld LLP  
FTI Consulting  
Greenhill & Co.  
KPMG Peat Marwick  
Paul, Hastings, Janofsky & Walker LLP

**Landlords**

111 Chelsea LLC c/o Insignia/ESG, Inc.  
1120 Vermont Avenue Associates  
1400 Centrepark Limited  
1415 Louisiana K/LTD  
1515 Market Street Associates c/o West World  
Management, Inc.  
1818 Market VEF II, LLC c/o Albert B. Ashforth,  
LLC  
2255 Partners, L.P. c/o M. David Paul Development  
LLC  
75-101 Federal St., L.L.C. c/o Equity Office  
Properties Trust  
9706 LLC  
ADA Properties No. 2, Ltd.  
Allegheny Center Associates  
AMB Property L.P.  
ASP Valley Forge, L.P.  
Bank Building Limited Partnership  
Bank of America, N.A. c/o Trammell Crow  
Company  
BHX, LLCc/o The Bulfinch Companies, Inc.  
Boston Properties Limited Partnership

BP Commerce, LLC  
BRE/Metrocenter LLC c/o Realty Management Company  
CalEast Industrial Investors, LLC, Herndon Spring Park c/o CB Richard Ellis  
Callowhill Management, Inc.  
Carlyle Airport Technology Trust  
Chippewa Enterprises, Inc.  
CIN Meadows, LLC c/o Linque Management Company, Inc.  
Connecticut General Life Insurance c/o CarrAmerica Realty Corporation  
Conservation International Foundation  
Cornerstone Suburban Office, L.P.  
Distribution Drive, L.P.  
Downtown Properties LLC  
Eastridge Properties I Corporation  
Electronic Data Systems Corporation  
EOP Second and Spring, L.L.C. c/o Equity Office Properties Trust  
EOP Summit Limited Partnership  
Equity Office Properties Trust  
Equity Office Properties  
Exchange Center Partnership c/o John J. Roper Company  
First Industrial Development Services, L.P.  
First Parker Realty L.L.C.  
FRM Associates, LLC c/o Marquette Plaza  
FSP Telecom Business Center  
G&C Realty Company, LLC c/o Hotel Edison  
Gaedeke Holdings, Ltd.  
Gary A. Jones, Trustee of the Jones Family Trust  
Gateway Taft, Inc. c/o RREEF Real Estate Investment Managers  
Globe Building Company  
Great Lakes REIT, L.P.  
Green 90 Broad, LLC  
Guardian Westwood LLC  
Hitachi Electronic Devices  
Hood Business Park LLC  
Hudson Telegraph Associates  
Indianapolis Spec Office Investments, L.P.  
Insignia/ESG Sunnyvale  
JER/BRE Austin Tech, L.P. c/o Trammell Crow  
Central Texas, Ltd.  
Jetstar Partners, Ltd. C/o Collinternational, Inc.  
John D. and Catherine T. MacArthur Foundation  
John Hancock Mutual Life Insurance Company  
Jones Lang LaSalle Management Services I  
KM Complex, L.P.  
L.A.T. Investment Corporation  
LA/GA Business Centers, Inc. c/o Ackerman & Company  
Lake Street Industrial Partners  
Lakeview Business Center  
Laurel Office Park Partnership III

Madison Third Building Companies, LLC c/o Cohen Brothers Realty Corporation  
Marietta Street Partners, LLC  
Massachusetts Mutual Life Insurance Company c/o Transwestern Commercial Services  
Meadowlands Investments, L.L.C.  
Mendota Office Holdings LLC c/o United Properties  
Miami RPFIV Airport Corporate Center Associates  
Midway Commerce Park Properties, L.P.  
Multi-Employer Trust/Riggs Bank c/o Trammell Crow Company  
NCX Office Development, L.P.  
NeXcomm Asset Acquisition I, L.P.  
Northwestern Corporate Center Associates, L.P.  
North Hayward Corporate Center Associates  
Northwestern Development Company "B" c/o Blake Real Estate Inc.  
Oakcrest Development c/o Lewis Operating Corporation  
Olympia Properties, L.L.C. c/o Jones LaSalle Management Services, Inc.  
Orange County Business Center LLC  
PERA I-373, Inc. c/o Jones Lang LaSalle  
PhilaCompany  
Principal Properties, L.P. c/o Denholz Management, Inc.  
Prospect West C.L.P.  
Pyramid Investment Corporation  
Rockside Square One c/o The King Group  
Rostand Associates, L.L.C.  
Scott Properties  
Shurgard of Melville  
SM Brell, L.P.  
Southfield TechnceCenter RE 1, L.L.C.  
St. Paul Properties, Inc.  
Stanplace Limited Partnership  
Sterling Network Exchange, LLC  
Teachers Insurance & Annuity Association of America c/o CB Richard Ellis  
The Irvine Company  
The Pennsylvania Building Company  
Thomas Properties Group LLC  
Touchstone Partners I LLC c/o Integrated Real Estate Services, L.L.C.  
T-Pac Investments, Inc. c/o Essex Realty Management  
T-REX Technology Centers, LLC  
Trinity National Corporation  
Trizec Holdings, Inc.  
Troy Place Associates c/o Nemer Property Group  
W5 Brannan LP  
Wachovia Bank, N.A.  
WE'RE Associates  
Webster Street Partners, Ltd.  
WHVPW Real Estate Limited Partnership c/o Trammell Crow Company  
WMP IV Real Estate Limited Partnership

WXIII/FAR Yale Real Estate Limited Partnership  
Zink Family Limited Partnership

**Insurers**

Marsh USA  
Unimark Insurance Agency, Inc.

**Equity Security Holders**

Anthony Parella  
Barclays Global Investors  
California Public Employees Retirement System  
Charles Daniel Yost  
Dimensional Fund Advisors Inc.  
Frontenac Funds  
James Crawford  
JHC Capital Management, LLC  
Madison Dearborn  
Morgan Stanley Investment Management  
Olive Hill Investments  
OverHill Investment  
Palo Alto Investors  
Royce & Associates, L.L.C.  
Royce J. Holland  
State Street Global Advisors  
Thomas M. Lord  
Vanguard Group, Inc.  
West Highland Capital Inc.

**Beneficiaries of Letters of Credit**

111 Eighth Avenue LLC  
805 Third Avenue Co.  
Hartford Fire Insurance Company  
Pyramid Investment Corporation  
Rockside Square One  
Spaulder and Slye Services LP  
Touchstone Partners I LLC

**Significant Vendors**

Adtran Inc.  
Advance Telecom Res.  
Alcatel Inc.  
Ameritech  
Assured Industries  
AT&T  
Broadwing Communication Services  
Daleen Solutions Inc.  
**\*DSET Corporation\***  
Edocs Inc.  
EMC Corporation

Extreme Networks  
JP Morgan Chase  
**\*Looking Glass Networks\***  
Lucent Technologies Inc.  
Metromedia Fiber Network Inc.  
**\*MFS Telecom Inc.\***  
NCX Office Developer LP  
NEC America, Inc.  
Nortel Networks  
Pacific Bell  
Qwest  
Southern California Edison  
Southwestern Bell  
Sprint  
Sunbelt Telecommunications  
System Services  
The Point Group  
Verizon  
Verizon (GTE-SW) - Line Coast  
Walker & Associates  
**\*WorldCom Inc.\***  
**\*XO Communications\***

**Significant Customers**

Genuity  
Southern Illinois University  
Verizon  
SBC  
**\*Level 3 Communications, LLC\***  
Office Depot  
TJMAXX  
AT&T  
Qwest  
**\*Worldcom\***  
Center For Disease Control  
New York Hospital  
Beebe Medical Center  
Cathedral Healthcare  
City of Atlanta  
New York Housing Authority  
Iron Mountain  
Phila/Police Association  
San Joaquin Valley Unified Air Pollution Control Dist.  
Digital Federal Credit Union  
Ritz Carlton  
Banner Health System  
Swiss Re Financial Services  
United States Army Reserve Center  
Palmer & Dodge, LLP  
Auburn University - Telecom Bldg.  
Kaplan Inc.  
Cozen & O'Connor  
Boston College  
Bell South  
EMC Corp.



Odysey Rassurance Holdings- Kuhl Avenue  
Concord Communications  
Phila/Youth Study Center  
Harcourt Inc-Orlando  
Harris County Hospital District  
Arch Chemicals  
ABC Unified School District  
IDX Systems  
Trinity Medical Center  
Stop & Shop  
Concord City Hall  
Millpore Corporation  
**Global Crossing**  
Sprint  
Bristol Hospital/SIC Healthcare  
Queen of the Valley  
Medical Manager  
Arizona Dept. of Transportation  
Martha Stewart Living

**Major Competitors**

AT&T  
BellSouth  
**\*LDMI/Mpower\***  
**\*MCI WorldCom\***  
**\*McLeod\***  
Qwest  
SBC  
Time Warner Telecom  
Verizon

**Judgment Lien Holder**

Stephen Wrathell, CPA, PC