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January 20, 2004

FILED⁴

JAN 20 2004

Missouri Public Service Commission
Attn: Secretary of the Commission
200 Madison Street, Suite 100
P. O. Box 360
Jefferson City, MO 65102-0360

**Missouri Public
Service Commission**


RE: Case No. _____
Joint Application of Allegiance Telecom, Inc., Debtor-in-Possession, Assignor
and Qwest Communications International Inc., Assignee For Approval of the
Assignment of Assets and Waiver of the Anti-Slamming Rules

Dear Secretary:

Enclosed please find an original and five copies of the Joint Application of
Allegiance Telecom, Inc., and Qwest Communications International Inc., for filing with
the Commission. This Application requests approval of assignment of assets
from Allegiance to Qwest.

Thank you for assistance. Copies are being served on the General Counsel and
Public Counsel. Please contact me at 634-8109 if there are any questions.

Sincerely,



Mary Ann (Garr) Young

Enclosure

cc: General Counsel
Office of the Public Counsel
Yaron Dori, Hogan & Hartson
Paul Gagnier, Swidler Berlin Shereff Friedman

Before the
MISSOURI PUBLIC SERVICE COMMISSION

FILED⁴

JAN 20 2004

Missouri Public
Service Commission

Joint Application of

Allegiance Telecom, Inc., Debtor-in-Possession,
Assignor

and

Qwest Communications International Inc.,
Assignee

For Approval of the Assignment of Assets
and Waiver of the Anti-Slamming Rules

Case No. _____

JOINT APPLICATION

By this Joint Application and pursuant to Section 392.300 RSMo. and 4 CSR 240-3.520, Allegiance Telecom, Inc., Debtor-in-Possession ("ATI") and Qwest Communications International Inc. ("QCII") request the consent of the Commission to the proposed assignment from ATI's Missouri operating subsidiary, Allegiance Telecom of Missouri, Inc., Debtor-in-Possession ("Allegiance Missouri"), to Qwest Communications Corporation ("QCC") of substantially all of Allegiance Missouri's assets used in the provision of intrastate telecommunications services (the "Transaction"). ^{1/} Applicants also request waiver of the Commission's anti-slamming rules contained at 4 CSR 240-33.150, to the extent they apply to this transaction.

The Officer's Verification of Applicant QCC was not available at the time this Application was filed, but will be late-filed as soon as possible.

^{1/} ATI, Allegiance Missouri, and ATI's other operating subsidiaries are referred to collectively as "Allegiance." QCII and QCC are referred to collectively as "Qwest." Allegiance and Qwest are referred to collectively as "Applicants."

I. INTRODUCTION

This Joint Application marks a major event in the development of telecommunications competition in this country. Qwest already operates a nationwide fiber optic network and provides competitive telecommunications in Missouri and throughout the rest of the United States. Through the Transaction, Qwest will increase its ability to roll out new products and services cost-effectively in the local exchange market in Missouri, linking new consumers to its network and speeding the availability of new broadband services to the public. The Transaction will combine the resources and experience of Qwest and Allegiance to create a new competitive force in the U.S. telecommunications marketplace.

Specifically, through the Transaction, Qwest proposes to acquire substantially all of Allegiance's local network facilities, such as switches, collocation, and transport equipment, personnel, and certain of Allegiance's customers, in the 36 local exchange markets served by Allegiance. The Transaction will expand Qwest's local exchange footprint in 31 local exchange markets, including those served by Allegiance Missouri, that are located outside Qwest's 14-state region. Qwest will greatly increase the number of its network points of presence and will gain personnel with significant experience in competitive entry strategies, as well as additional operations support systems ("OSS") capabilities to support the expansion of competitive local exchange service. Qwest also will acquire Allegiance's customer contracts related to regulated telecommunications services, and certain other services, in Missouri and assume responsibility for them for their remaining terms.

The Transaction will promote one of the fundamental objectives of the Telecommunications Act of 1996 and national telecommunications policy: the widespread

competitive expansion of a regional Bell Operating Company ("RBOC") into the local service territories of other incumbent local exchange carriers ("ILECs"), including other RBOCs. More specifically, the Transaction will create a stronger competitive alternative to ILECs such as SBC than either Allegiance or Qwest presents individually. The combination of Allegiance and Qwest also will increase Qwest's ability to expand the Allegiance Missouri's local exchange business while ensuring continuity of service to Allegiance Missouri's existing customers.

On May 14, 2003, ATI and its operating subsidiaries, including Allegiance Missouri, commenced cases under chapter 11 of the U.S. Bankruptcy Code ("Bankruptcy Code"). ^{2/} In furtherance of Allegiance's reorganization, on December 18, 2003, Allegiance and Qwest executed an Asset Purchase Agreement pursuant to which Qwest proposes to acquire substantially all of Allegiance's assets used in the provision of telecommunications services. ^{3/} The salient terms and conditions of the Agreement are summarized in Section IV below. ^{4/} Allegiance expects that, pursuant to the Agreement, substantially all of its telecommunications operations, including those of Allegiance

^{2/} *In re Allegiance Telecom, Inc., et al.*, Chap. 11 Case Nos. 03-13057-rdd, *et seq.* (Bankr. S.D.N.Y., filed May 14, 2003). The bankruptcy cases of ATI and its subsidiaries have been consolidated for procedural purposes and are being jointly administered pursuant to rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

^{3/} See Asset Purchase Agreement by and among Allegiance Telecom, Inc. and the other sellers named herein, jointly and severally as Sellers, and Qwest Communications International, Inc. as Buyer, dated December 18, 2003 (the "Agreement"). A copy of the Agreement may be viewed at http://www.algx.com/legal_info.jsp or <http://www.qwest.com/about/policy/regulatoryDocs/allegianceapa/index.html>.

^{4/} The Agreement is a binding contract between the parties subject to the approval of the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). Under procedures approved by the Bankruptcy Court on January 9, 2004, third parties may submit alternative proposals to acquire Allegiance or its assets on February 9, 2004. In the event Allegiance receives, and subsequently accepts, any such proposal, the Agreement would be terminated in accordance with its terms. Otherwise, the Agreement will continue in full force and effect and the Transaction will be consummated following final approval by the Bankruptcy Court, receipt of certain governmental approvals, and fulfillment of certain other conditions.

Missouri, will be transferred to Qwest and that, thereafter, Allegiance will no longer offer regulated telecommunication services in Missouri. 5/

The Transaction represents the culmination of an eight month-long process by Allegiance to reorganize its operations while ensuring that its customers receive uninterrupted service. Because, as noted, Allegiance currently is operating under the protection of the Bankruptcy Code, its ability to expand its services or its geographic reach is limited. QCC, meanwhile, already is authorized to provide intrastate telecommunications services in Missouri, and its financial, managerial and technical resources thus are a matter of record before the Missouri Commission. The Transaction will not, to the Applicants' knowledge, have any impact on the tax revenues of the political subdivisions in which any structures, facilities or equipment of the Applicants are located.

Accordingly, prompt approval of the Transaction will serve the public interest by enhancing competition in Missouri and throughout the country for local, long distance, and data services. It will promote the policies underlying the Bankruptcy Code by facilitating the orderly discharge by Allegiance of its obligations to its creditors. And, it will ensure that the existing customers of Allegiance continue to receive high quality services pursuant to their current contracts.

5/ Allegiance will retain its customer premises equipment sales and maintenance business and certain other assets, none of which are regulated by the Commission.

II. DESCRIPTION OF APPLICANTS

A. Allegiance

Allegiance Missouri is a corporation organized under the laws of the State of Delaware, with its principal business office located at 9201 North Central Expressway, Dallas, Texas 75231. ^{6/} Allegiance Missouri is a wholly-owned subsidiary of Allegiance Telecom Company Worldwide, which, in turn, is a wholly-owned subsidiary of ATI. ATI is a publicly traded corporation organized under the laws of the State of Delaware. ATI's common stock is traded on the Over the Counter Bulletin Board under the symbol "ALGXQ.OB."

Through its operating subsidiaries, including Allegiance Missouri, Allegiance, as of September 30, 2003, provides facilities-based telecommunications products and services to over 100,000 small and medium-sized business customers, large businesses (*i.e.*, national customers with multiple locations), governmental entities, wholesale customers, and other institutional users in 36 metropolitan areas in 24 states, including Missouri, and the District of Columbia. Allegiance provides services primarily through the use of its own switches and routing equipment, leased transport facilities, fiber optic networks, and local loops obtained from ILECs. Allegiance offers its customers a variety of services, including:

- local, long distance and international 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;

^{6/} Allegiance Missouri's certificate of authority to do business in Missouri was provided to the Commission in connection with Allegiance Missouri's application for certification as a telecommunications carrier in case TA-2000-1, and is hereby incorporated by reference pursuant to 4 CSR 240-2.060(1)(G).

- integrated local/long distance/Internet access offerings, which provide customers with integrated voice and Internet access over a single broadband line; and
- wholesale services to other regional and national service providers, including equipment collocation, managed modem ports and Internet protocol traffic aggregation.

Allegiance Missouri currently serves approximately 3,400 basic local and interexchange customers in Missouri pursuant to a certificate of service authority issued by the Commission. 7/ Although Allegiance Missouri is authorized to provide interexchange and nonswitched local exchange services on a statewide basis, and basic local exchange services in the service areas of all large ILECs, including Southwestern Bell Telephone L.P., d/b/a SBC Missouri, Sprint Missouri, Inc. d/b/a Sprint, and CenturyTel of Missouri, it currently operates primarily in the St. Louis metropolitan area.

No trustee or examiner has been appointed in the chapter 11 cases, and Allegiance Missouri and its affiliates are authorized to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107 and 1108 of the Bankruptcy Code. As debtor-in-possession, Allegiance Missouri has retained possession of its property and businesses during the reorganization process, and there have been no significant changes in its management as a result of the chapter 11 cases.

Allegiance Missouri herein states, in accordance with 4 CSR 240-2.060(1)(K), that there are no pending actions or final unsatisfied judgments or decisions against Allegiance Missouri in any state, federal agency, or court which involve customer service or rates for which action, judgment, or decision has occurred within three (3) years of the date of this Application.

Pursuant to 4 CSR 240-2.060(1)(L), Allegiance Missouri hereby states that it does not have any overdue annual reports or fees owed to the Missouri Public Service Commission.

B. Qwest

QCC is a Delaware corporation whose principal office and place of business is located at 1801 California Street, Denver, Colorado 80202. 8/ QCC is an indirect wholly-owned subsidiary of QCII, a Delaware corporation whose stock is publicly traded on the New York Stock Exchange under the symbol "Q."

Qwest, through one or more of its affiliates, provides voice, video and data services throughout the United States. 9/ Qwest's broadband network spans more than 180,000 miles across the U.S. and globally. Qwest is authorized by the Federal Communications Commission ("FCC") to provide interstate and international telecommunications services and, through one or more of its affiliates, is authorized to provide various forms of telecommunications services in all 50 states and the District of Columbia. In Missouri, QCC is classified as a competitive telecommunications company that is authorized to provide basic local exchange telecommunication services, intrastate interexchange telecommunications services, and dedicated non-switched local exchange private line service, and an interexchange service reseller that is authorized to provide

7/ Order Granting Certificate to Provide Basic Local and Exchange Access Services, Case No. TA-2000-1 (October 7, 1999) and Order Approving Interexchange and Nonswitched Local Exchange Certificates of Service Authority and Order Approving Tariff, Case No. TA-2000-427 (February 25, 2000).

8/ QCC's Articles of Incorporation and Certificate of Authority in Missouri were provided to the Commission in connection with QCC's application for certification as a telecommunications carrier and are incorporated herein by reference pursuant to 4 CSR 240-2.060(1)(G); they are a matter of public record. See Case Nos. TA-97-207, TA-95-196, TA-94-155 and TA-89-204.

9/ Qwest, through its affiliate, is an incumbent local exchange carrier in 14 states: Arizona, Colorado, Idaho, Iowa, Minnesota, Montana, Nebraska, New Mexico, North Dakota, Oregon, South Dakota, Utah, Washington and Wyoming. In these states, Qwest serves approximately 16.5 million residential and business access lines.

intrastate toll telecommunications service pursuant to certificates of service authority issued by the Commission. 10/ Thus, Qwest has been found by this Commission to possess the requisite financial, managerial, and technical qualifications to operate as a provider of intrastate telecommunications services in Missouri.

QCC herein states, in accordance with 4 CSR 240-2.060(1)(K), that there are no pending actions or final unsatisfied judgments or decisions against QCC in any state, federal agency, or court which involve customer service or rates for which action, judgment, or decision has occurred within three (3) years of the date of this Application.

Pursuant to 4 CSR 240-2.060(1)(L), QCC hereby states that it does not have any overdue annual reports or fees owed to the Missouri Public Service Commission.

10/ Order Granting Certificate To Provide Basic Local Telecommunications Services, Case No. TA-2000-309 (June 1, 2000); Order Approving Interexchange and Local Exchange Certificate of Service Authority and Order Approving Tariff, Case No. TA-97-207 (Feb. 4, 1997); Order Approving Interexchange and Local Exchange Certificate of Service Authority and Order Approving Tariff, Case No. TA-95-196 (May 19, 1995); Order Approving Interexchange Certificate of Service Authority, Case No. TA-94-155 (Feb. 8, 1994); Report and Order. Case No. TA-89-204 (Aug. 29, 1989).

III. CONTACT INFORMATION

For the purposes of this Application, contacts for the Applicants are as follows:

For Qwest:	For Allegiance:
<p>Philip J. Roselli Associate General Counsel Qwest Services Corporation 1801 California Street, Suite 4700 Denver, CO 80202 Phone: (303) 896-6428 Fax: (303) 295-7049 Philip.Roselli@qwest.com</p> <p>Kristin Smith Senior Attorney Qwest Services Corporation 1801 California Street, Suite 4700 Denver, CO 80202 Phone: (303) 896-8143 Fax: (303) 295-7049 Kristin.Smith@qwest.com</p>	<p>Doreen Best Regional Vice President, Industry and State Regulatory Affairs Allegiance Telecom, Inc. 9201 North Central Expressway Dallas, TX 75231 Phone: (469) 259-2575 Fax: (469) 259-9122 Doreen.Best@algx.com</p> <p>Mark A. Stachiw Senior Vice President and General Counsel - Allegiance Telecom Company Worldwide Allegiance Telecom, Inc. 9201 North Central Expressway Dallas, Texas 75231 Phone: (469) 259-2099 Fax: (469) 259-9122 Mark.Stachiw@algx.com</p> <p>Charles V. Gerkin, Jr. State Regulatory Counsel Allegiance Telecom, Inc. 700 East Butterfield Road, Suite 400 Lombard, IL 60148 Phone: (469) 259-4051 Fax: (770) 234-5965 Charles.Gerkin@algx.com</p>

For Qwest:	For Allegiance:
Peter A. Rohrbach Mace J. Rosenstein Yaron Dori Ghita Harris-Newton Hogan & Hartson L.L.P. 555 13th Street NW Washington, D.C. 20004 Phone: (202) 637-5600 Fax: (202) 637-5910 PARohrbach@hhlaw.com MJRosenstein@hhlaw.com YDori@hhlaw.com GJHarris-Newton@hhlaw.com	Jean L. Kiddoo Paul O. Gagnier Ulises R. Pin Swidler Berlin Shereff Friedman, LLP 3000 K Street, NW, Suite 300 Washington, DC 20007-5116 Phone: (202) 424-7500 Fax: (202) 295-8478 JLKiddoo@swidlaw.com POGagnier@swidlaw.com URPin@swidlaw.com
Local Counsel Mary Ann Young William D. Steinmeier, P.C. P.O. Box 104595 Jefferson City, MO 65110-4595 Tel: (573) 634-8109 Fax: (573) 634-8224 Myoung0654@aol.com	Local Counsel Mary Ann Young William D. Steinmeier, P.C. P.O. Box 104595 Jefferson City, MO 65110-4595 Tel: (573) 634-8109 Fax: (573) 634-8224 Myoung0654@aol.com

IV. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement, Qwest has agreed to acquire substantially all of the assets of Allegiance used in connection with the provision of local exchange and long distance voice services, broadband and other data services, and wholesale services (the "Allegiance Services"). ^{11/} In Missouri, QCC will acquire the relevant assets and operations of Allegiance Missouri, including the majority of Allegiance Missouri's existing customers. In addition, in the Agreement Qwest states that it intends to make offers of employment to substantially all of Allegiance's current employees

^{11/} Assets related to Allegiance's unregulated customer premises equipment sales and maintenance business, as well as certain other assets, are not being sold to Qwest. Those assets are described in the Agreement. To the extent there are any inconsistencies between the description of the Agreement herein and the actual terms and conditions of the Agreement, the terms of the Agreement control.

whose duties pertain to the Allegiance Services assets and customers. Upon receipt of certain governmental approvals, satisfaction of various other conditions, and the consummation of the Transaction, Qwest will integrate Allegiance's network assets with Qwest's existing network and assume responsibility for the provision of telecommunications services to Allegiance Services customers. 12/

In consideration for Allegiance's assets, Qwest will deliver to Allegiance (1) \$300 million in cash; (2) convertible notes in the amount of \$90 million; and (3) the assumption by Qwest of certain preexisting liabilities of Allegiance. 13/ The boards of directors of Qwest and Allegiance have approved or ratified the Agreement, as appropriate, and Allegiance has requested approval of the Agreement from the Bankruptcy Court. Closing under the Agreement is contingent upon approval by the Bankruptcy Court, receipt of required governmental approvals, and satisfaction of certain other conditions.

The Agreement provides that ATI or Qwest may terminate the Transaction if it does not close by August 18, 2004. 14/ However, consummation of the transfer of the Allegiance Missouri assets and customers to Qwest as soon as possible following the entry of the Bankruptcy Court's sale order is essential in order to eliminate the continuing uncertainty caused by Allegiance's bankruptcy and to ensure a smooth transition of

12/ Because QCC already holds the necessary authority to provide the Allegiance Services, Qwest does not seek to acquire the certificates of authority held by Allegiance Missouri. Following the transfer of assets from Allegiance to Qwest, Allegiance anticipates making the appropriate filings to exit the regulated telecommunications market of Missouri and surrender its certificates of authority.

13/ The consideration to be paid by Qwest may be adjusted at closing as provided in the Agreement.

14/ Qwest has agreed, under certain conditions, to provide management and related services to Allegiance on an interim basis to ensure that Allegiance can provide continuous service to its customers until all required approvals and consents are received. Any such services would be provided by Qwest on behalf of Allegiance and subject to Allegiance's ultimate direction and control in a manner consistent with applicable law and regulation.

Allegiance Missouri's customers to Qwest. Applicants therefore respectfully request that the Commission approve this Application promptly.

V. PUBLIC INTEREST STATEMENT

The Transaction would serve the public interest. Allegiance's chapter 11 cases and its current financial position effectively preclude Allegiance Missouri from devoting the resources necessary to introduce new products and services and to expand its business in Missouri. Qwest's acquisition of the Allegiance Services assets and customers will permit the deployment of new products and services and the expansion of the existing Allegiance Services business while ensuring that Allegiance Services customers continue to receive high-quality service without interruption. The combination of Allegiance Missouri's local exchange assets with Qwest's existing nationwide telecommunications network thus will promote competition in Missouri in the provision of intrastate local and long distance telecommunications services and data services.

Moreover, the Transaction will promote one of the fundamental objectives of the Telecommunications Act of 1996 and federal and Missouri telecommunications policy by effectuating the widespread competitive expansion of Qwest, an RBOC, into the local service territories of other ILECs, including SBC. Finally, the Transaction will not have any adverse effect on competition in Missouri.

A. The Transaction Will Ensure Continued Service to Allegiance Missouri's Customers

Allegiance was founded in 1997, and, as of September 30, 2003, provides service to over 100,000 customers in 36 major metropolitan areas throughout the United States. In Missouri, Allegiance Missouri currently serves approximately 3,400 basic local and interexchange customers. Despite its successes, however, Allegiance Missouri, along with the other subsidiaries of ATI, ultimately were unable to avoid the structural and financial problems affecting the competitive telecommunications market and were required to seek protection under chapter 11 of the Bankruptcy Code in May of 2003.

Following the commencement of its chapter 11 cases, Allegiance undertook various efforts to restructure its operations. The Transaction is the result of those efforts, and Allegiance believes that it represents a favorable option for the Allegiance Services customers and other interested parties in the bankruptcy proceeding. Commission approval of the Transaction will serve the public interest by ensuring that existing Allegiance Services customers in Missouri enjoy the benefits of a planned transition to a new carrier that avoids any disruption or discontinuance of service and the risks and inconvenience associated with customer migrations. Qwest's proposed acquisition of the Allegiance Services assets and customers also will permit the expansion of that business and the deployment of new products and services, which is not possible by Allegiance at this time.

Pursuant to the Agreement, QCC has agreed that it will honor the current terms and conditions of Allegiance Missouri's existing customer contracts during the terms of those agreements and QCC also will adopt Allegiance Missouri's tariffs on file with the Commission with respect to those customers, subject to its right to revise those tariffs

pursuant to Missouri laws and regulations. Allegiance Missouri customers will be notified in writing of the proposed transfer of their service to QCC and of their rights under Missouri law. That customer notification will conform to all applicable FCC regulations pertaining to the transfer of customers in conjunction with the sale of a carrier's assets. Following consummation of the Transaction, QCC will comply with all Commission regulations applicable to the services provided.

B. The Transaction Will Enhance Competition in Missouri

QCC possesses the financial, managerial and technical qualifications to assume control of the assets of Allegiance Missouri. As noted above, Qwest provides voice, video and data services throughout the United States, with over 47,000 employees, and serves more than 16.5 million access lines in its 14-state local service territory. In the year ended December 31, 2002, Qwest reported operating revenues in excess of \$15 billion. Each member of Qwest's senior management team is a telecommunications industry veteran with substantial experience in providing quality service at just and reasonable rates to consumers. Qwest customers transmit over 240 million calls across Qwest's network daily. Qwest also owns and maintains its own nationwide fiber optic network, which can be used to provide, among other things, advanced services to end users.

QCC already has been authorized by the Commission as a provider of competitive telecommunications service. Moreover, with the addition of personnel from Allegiance, Qwest will gain both management and personnel with significant experience in competitive entry strategies, as well as additional local network assets and OSS capabilities to support its out-of-region sales and provisioning efforts. Accordingly, Qwest possesses – and will continue to possess – the requisite qualifications to integrate

Allegiance Missouri's facilities with Qwest's own operations in Missouri and will have the necessary assets to compete effectively in Missouri.

The Transaction will promote competition in the marketplace for local, long distance, international and data services by increasing Qwest's presence in Missouri. The combination of Allegiance and Qwest will enable Qwest to scale its out-of-region operations, provide a further basis for growth, and increase Qwest's competitive presence in Missouri and other states across the country. This combination of growth and cost savings will enable Qwest to expand its delivery of reliable and innovative new service offerings to current Allegiance Services customers and new customers in Missouri.

Qwest's expanded access to local network facilities in key U.S. metropolitan areas will support Qwest's acceleration of the delivery of innovative enterprise communications services and products, including broadband data and Voice over Internet Protocol ("VoIP"). Consequently, and precisely because Qwest and Allegiance possess interrelated core capabilities and facilities, the Transaction will result in increased customer choice and the availability of greater competitive options for end users in Missouri. Moreover, because both Allegiance Missouri and QCC are competitive providers in Missouri, Qwest's proposed acquisition of Allegiance's assets and operations will not have any adverse impact on competition in Missouri.

VI. REQUEST FOR WAIVER OF ANTI-SLAMMING RULES

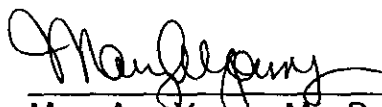
Pursuant to 392.420 RSMo., Applicants respectfully request that the Commission waive the anti-slamming rules of 4 CSR 240-33.150. Such a waiver is consistent with other provisions of Missouri law and Commission rules, with the purposes of Chapter 392 RSMo., which regulates telephone companies, and with prior Commission precedent. As demonstrated herein, the requested waiver of 4 CSR 240-33.150 is

reasonable and will further the public interest. As discussed in Section V.A. above, Allegiance Missouri customers will be notified in writing of the proposed transfer of their service to QCC and of their rights under Missouri law.

VII. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience and necessity would be furthered by a grant of this Application. Moreover, in light of the current limitations on Allegiance Missouri's operations and the need to ensure continuity of service to Allegiance Missouri's customers, Applicants request approval of this Application at the Commission's earliest convenience and preferably no later than March 19, 2004, to ensure the smooth and expeditious transfer of Allegiance assets to Qwest.

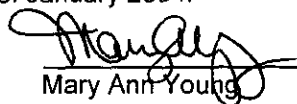
Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that a copy of this document has been served electronically, hand delivered or mailed by first class mail, postage prepaid to the Office of the Public Counsel and the General Counsel of the Missouri Public Service Commission on this 20th day of January 2004.


Mary Ann Young

Dated: January 20, 2004

STATE OF Missouri :
 :
 : SS.
COUNTY OF Jackson :

VERIFICATION

I, Doreen Best, state that I am Regional Vice President, Industry and State Regulatory Affairs of Allegiance Telecom, Inc., Debtor-in-Possession, Applicant in the foregoing Application; that I am authorized to make this Verification on behalf of Allegiance Telecom, Inc., Debtor-in-Possession; that I have read the foregoing Application and know the contents thereof; and that the statements therein with respect to Allegiance Telecom, Inc., Debtor-in-Possession are true and correct to the best of my knowledge, information, and belief.

Doreen Best

Doreen Best
Regional Vice President,
Industry and State Regulatory Affairs
Allegiance Telecom, Inc., Debtor-in-Possession

Sworn and subscribed before me this 9 day of January, 2004.

Susan L. DeSens
Notary Public

My commission expires: 13 Feb 05

