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Debtors and Debtors-in-Possession

10 UNITED STATES BANKRUPTCY COURT

11 NORTHERN DISTRICT OF CALIFORNIA

12 [SANTA ROSA DIVISION]

13 In re:

14 ADVANCED TELCOM GROUP, INC.,
a Delaware Corporation,

15 Debtor.

16 Federal Tax ID: 94-3344665

17 In re:

18 ADVANCED TELCOM, INC.,
a Delaware Corporation,

19 Debtor.

20 Federal Tax ID: 77-0489158

21 In re:

22 SHARED COMMUNICATIONS SERVICES,
23 INC.,
an Oregon Corporation,

24 Debtor.

25 Federal Tax ID: 93-0914013

Jointly Administered for Procedural
Purposes Under:
Case No. 02-11073

Chapter 11

SCHEDULE OF ASSUMED EXECUTORY
CONTRACTS AND UNEXPIRED LEASES
(EXHIBIT "3" TO THE FIRST AMENDED
JOINT PLAN OF REORGANIZATION
FILED FEBRUARY 26, 2003)

Hearing:

Date: April 18, 2003

Time: 10:00 a.m.

Place: United States Bankruptcy Court
99 South "E" Street
Santa Rosa, California 95404

Judge: Hon. Alan Jaroslovsky

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SCHEDULE OF ASSUMED EXECUTORY
CONTRACTS AND UNEXPIRED LEASES (EXHIBIT
"3" TO THE FIRST AMENDED JOINT PLAN OF
REORGANIZATION FILED FEB 26 2003)

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1 Advanced TelCom Group, Inc., Advanced Telcom, Inc., and Shared
2 Communications Services, Inc., debtors and debtors in possession herein ("Debtors"), through
3 their counsel, state as follows:

4 1. On February 26, 2003, Debtors filed herein their First Amended Joint Plan
5 of Reorganization (the "Plan").

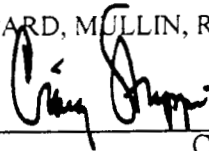
6 2. The Plan provides in Paragraph 14.1(a)(2) that 30 days prior to the
7 confirmation hearing Debtors may file and serve an Executory Contracts Schedule setting forth
8 certain executory contracts or unexpired leases that are to be assumed on the Effective Date of the
9 Plan. Attached hereto as Exhibit A is that Executory Contracts Schedule.

10 3. PLEASE TAKE NOTICE that Debtors reserve the right to remove any
11 executory contract or unexpired lease from the Schedule at any time prior to the entry of an Order
12 confirming the Plan. Furthermore, Debtors may add additional executory contracts or unexpired
13 leases to the Schedule but shall give notice to any non-debtor party to such executory contract or
14 unexpired lease at least 10 days prior to the Confirmation hearing.

15
16 Dated: March 19, 2003

SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

17
18 By



Craig Stuppi

19 Reorganization Counsel
20 For Debtors and Debtors in Possession
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EXHIBIT A

Executory Contracts Schedule*

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
				\$ -
OR and WA	ATI	US West Communications, Inc.	Pole and Attachment and/or Innerduct Occupancy General Terms and Conditions and Interconnection Agreement for 800 Database Services	2,600,197
Centralized Ops	ATGI	Illuminet, Inc.		747,040
OR and WA	ATGI	GTE Northwest Incorporated	Interconnection and Unbundling Agreement	612,386
Centralized Ops	ATI	Electric Lightwave	Wholesale Long Distance Master Services Agreement	488,999
Santa Rosa	ATGI	Pacific Bell	Pole and Conduit License Agreement and Interconnection Agreement	363,217
Centralized Ops	ATI	VINA Technologies	Agreement for Purchase and Sale of Equipment	330,956
Reno	ATGI	Nevada Bell	Agreement for Wholesale	319,888
Centralized Ops	SCS	BellSouth Long Distance, Inc.	Carrier Agreement	300,626
Centralized Ops	ATI	Zhone Technologies	Purchase Agreement	198,926
Centralized Ops	ATI	American Line Builders	Contract Agreement	168,828
Centralized Ops	ATI	STEP 9 SOFTWARE CORPORATION	Master Software License and Maintenance Agreement	134,423
OR and WA	ATI	Snohomish County, Washington	Pole Attachment License Agreement	115,456
Centralized Ops	ATI	TeleInsight, Inc.	Master Services Agreement	49,950
Centralized Ops	ATGI	Intrado fka SCC Communications	E911 Clearinghouse Services Agreement	43,328
Centralized Ops	ATGI	FIRSTCorp	Equipment Lease Agreements 91152701, 91152702, 91152703, 91152704, 9115705, 91152706, 71152707	26,812
Reno	ATI	200 South Virginia Investments, LLC/o Scanlan Kemper Bard	Reno Building Lease	23,841
OR and WA	ATI	Yesterday's Village, Inc.	Building Lease for Yakima	21,735
Centralized Ops	ATGI	Honeywell	Site Monitoring Agreements (5)	17,935
OR and WA	ATGI	North Sky Communications	Emergency Maintenance Agreement [WA]	10,717
Centralized Ops	ATGI	PAIX.net, Inc.	License Agreement	9,075

Note. Total amounts due vendor have been associated with one contract for that vendor; amount may not correspond to the cure amount for that contract only.

Exhibit "A"

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
Centralized Ops	ATGI	Verio, Inc.	Service Agreement	7,021
OR and WA	ATI	Coast Management Co, Inc	Building Lease for Everett	6,520
Centralized Ops		Network Appliance, Inc.		4,552
OR and WA	ATGI	CLICK! Network	Master Communications Services Agreement	2,624
Centralized Ops	SCS	ATL Telecom Services	Responsible Organization Service Agreement	2,599
OR and WA	ATGI	Puget Sound Energy, Inc.	Pole Attachment Agreement	1,399
Centralized Ops	ATGI	Locating, Inc.	Underground Facilities Locating and Marking Agt.	1,157
Centralized Ops	ATGI	Olympic Data Services, Inc.	Invoice Production Agreement	1,101
OR and WA	ATI	Yakima County	Building Access Agreement	855
Centralized Ops	ATI	Giga News	Giga News Commercial Service Order Contract	603
Centralized Ops	ATI	Southwestern Bell Telephone Company	Out of Area Hosting Agreement	250
OR and WA	SCS	Bel-Tel, Inc.	Building Lease for Klamath Falls POP Switch	113
OR and WA	ATGI	360 Networks fka Pacific Fiber Link, Inc.	IRU Agreement	-
OR and WA	ATI	40th Ave Medical/Professional Condominium Assoc.	Building Access Agreement	-
Centralized Ops	ATI	Advanced Fibre Communication North America Inc.	Purchase and License Agreement	-
Santa Rosa	ATI	Alliance Mgmt. Services	Building Lease for Santa Rosa Switch	-
Centralized Ops	ATI	American Line Builders, Inc	Contract Agreement	-
Centralized Ops	ATI	American Registry for Internet Numbers, Ltd.	Registration Services Agreement	-
Centralized Ops	ATGI	Associated Business Solutions	Z Code Z0110600	-
Centralized Ops	ATGI	Basic Wiring Technologies	Z Code ZW111500	-
Centralized Ops	ATI	BellSouth Long Distance, Inc.	Telecommunication Services Agreement	-
OR and WA	SCS	Bennett Management Company, LLC	Building Lease for Corvallis POP Switch	-
OR and WA	ATGI	Bonneville Power Administration	License Agreement for Power and Cable	-
OR and WA	ATI	Boydland-LLC	Building Access Agreement	-
OR and WA	SCS	Breeze Capital Management	Building Lease for Medford POP Switch	-
OR and WA	ATGI	Burlington Northern and Santa Fe Railway Company	License Comm. Line/TV Cable-Railway Property, Oregon	-

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Exhibit "A"

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
OR and WA	ATGI	Burlington Northern and Santa Fe Railway Company	License Comm. Line/TV Cable-Railway Property, Washington	-
Corporate	ATGI	CallVision	Service Level Agreement and Standard Terms and Conditions	-
OR and WA	ATI	CIP, CTA, Country Club Center, LLC	Building Lease for Eugene	-
Centralized Ops		Citrix		-
OR and WA	ATI	City of Albany	Franchise Agreement	-
OR and WA	ATGI	City of Bellingham	Ordinance No. 200-12-085	-
OR and WA	ATGI	City of Bothell	Ordinance No. 1823	-
OR and WA	ATGI	City of Eugene	Ordinance No. 20167	-
OR and WA	ATGI	City of Everett-City Hall	Revocable General Permit for Right of Way	-
OR and WA	ATGI	City of Fife	Ordinance #1238	-
OR and WA	ATGI	City of Lacey	Temporary Right of Way	-
OR and WA	ATGI	City of Lynnwood	Ordinance #2326	-
OR and WA	ATI	City of Mountlake Terrace, Washington	Ordinance No. 2272	-
OR and WA	ATGI	City of Olympia	Ordinance No. 5816	-
OR and WA	ATGI	City of Puyallup	Franchise Ordinance	-
OR and WA	ATGI	City of Salem, Oregon	Telecommunications Franchise Agt.-Ordinance 39-99	-
OR and WA	ATGI	City of Springfield, Oregon	Public Way Use Agreement	-
OR and WA	ATGI	City of Tacoma	Franchise Agreement	-
OR and WA	ATGI	City of Tacoma Department of Public Utilities	Master Pole Attachment Agreement	-
OR and WA	ATI	Tacoma City of Yakima	Ordinance #2000-13	-
OR and WA	ATGI	City of Yakima	Ordinance #2001-67	-
OR and WA	ATI	Craig Schulz Construction, LLC	Building Access Agreement	-
OR and WA	ATI	Craig Schulz Construction, LLC	Building Access Agreement	-
Centralized Ops	ATI	Data Research Associates	Bilateral Peering Agreement	-
Centralized Ops	ATI	DDP	Billing Processing Agreement	-
OR and WA	SCS	DK Properties	Building Lease for Bellingham	-
Centralized Ops	ATGI	eOn Communication	Automatic Call Distribution System Agreement	-
OR and WA	ATGI	Eugene Water & Electric Board	Joint Use Master License Agreement	-
Centralized Ops		F5, Inc.		-

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Exhibit "A"

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
OR and WA	ATI	Glenwood Square, LP	Building Access Agreement	-
Centralized Ops	ATGI	Granite Systems, Inc.	End User Software License Agreement	-
Centralized Ops	ATGI	Granite Systems, Inc.	Maintenance Services Agreement	-
Centralized Ops	ATGI	Granite Systems, Inc.	Professional Services Agreement	-
OR and WA	ATGI	GTE Northwest Incorporated	Agreement Supplementing Adopted Terms	-
OR and WA	ATGI	GTE Northwest Incorporated	Conduit Occupancy License Agreement	-
OR and WA	ATGI	GTE Northwest Incorporated	Pole Attachment Agreement	-
OR and WA	ATI	GTE Oregon Opt-in to ELI agreement 10/25/99, filed 3/6/00	Interconnection Agreement	-
OR and WA	ATI	GTE Oregon Resale Opt-in to TOPP Comm. 10/25/99 filed 12/10/99	Interconnection Agreement	-
OR and WA	ATI	GTE Wash. Opt-in to ELI agreement 10/25/99, filed 3/6/00	Interconnection Agreement	-
OR and WA	ATI	GTE Wash. Resale Opt-in to TOPP Comm. 10/25/99 filed 12/10/99	Interconnection Agreement	-
OR and WA	ATGI	Harbor Security, Inc., OR	Security Monitoring	-
Reno		Honeywell	Security Monitoring Agreement	-
OR and WA	ATGI	Honeywell- OR & WA	Security Monitoring	-
Centralized Ops	ATGI	Illuminet, Inc.	Connectivity Service Agreement	-
Centralized Ops	ATGI	Illuminet, Inc.	Local Number Portability Data Access Service Agt.	-
Centralized Ops	ATGI	Illuminet, Inc.	Master Services Agreement	-
Centralized Ops	SCS	Illuminet, Inc.	Standard Terms and Conditions	-
Centralized Ops	ATGI	Illuminet, Inc.	Wireline Trunk Signaling and TCAP/Class Service	-
Centralized Ops	ATGI	InformationView Solutions Corporation (aka Vibrant Solutions)	Software License Agreement	-
OR and WA	ATGI	King County	Enhanced 911 Service Agreement	-
OR and WA	ATI	Layman Lumber	Building Access Agreement	-
Centralized Ops	ATGI	Levesque, Kevin	Z Code Z0110700	-
OR and WA	SCS	Lloyd Y. Thompson, DBA Biddle Center	Building Lease for Medford	-
Centralized Ops	ATGI	Lockheed Martin IMS	Number Portability Administration Center/Service Management System User Agreement (NPAC/SMS)	-
Centralized Ops	ATGI	M2 Communications	Z Code ZW111700	-
OR and WA	ATI	Maggard, H.E. Jerry	Building Access Agreement	-
OR and WA	ATI	Marquis, Jr., Ted M.	Line Easement	-
OR and WA	ATI	Marquis, T. dba Creekside Development	Building Access Agreement	-

Note: Total amounts due vendor have been associated with one contract for that vendor; amount may not correspond to the cure amount for that contract only.

Exhibit "A"

Exhibit 3 to the First Amended Joint Plan of Reorganization Filed February 26, 2003

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
OR and WA	ATI	Martin, Donald and Jeanette	Building Access Agreement	-
OR and WA	ATI	McGuire, Kathlyn H./Hackett, Marguerite	Building Access Agreement	-
Centralized Ops	ATI	National Independent Billing, Inc. d.b.a HickoryTech	Telecommunications Cabs Billing Services Agreement	-
Reno	ATI	Nevada Bell	Interconnection Agreement	-
Reno	SCS	Nevada Bell	Interconnection Agreement	-
Centralized Ops	ATGI	Nortel Networks Inc.	Master Purchase and Services Agreement	-
OR and WA	ATGI	North Sky Communications	Emergency Maintenance Agreement [OR]	-
OR and WA	ATI	Northwest Fire Suppression, Inc.	Fire Alarm System Maintenance Agreement	-
OR and WA	ATGI	Pacificorp	Pole Contact Agreement OR	-
OR and WA	ATGI	Pacificorp	Pole Contact Agreement WA	-
OR and WA	ATI	PacifiCorp	Supplemental Pole Transfer Agreement	-
OR and WA	ATI	PacifiCorp	Transmission Pole Transfer Agreement for Wood Transmission Poles	-
OR and WA	ATI	Paisley, Robert A.	Building Access Agreement	-
OR and WA	ATGI	Pierce County Council	Ordinance No. 99-72	-
OR and WA	ATI	Plaza II, LLC	Building Access Agreement	-
OR and WA	ATGI	Portland General Electric Company	Conduit Occupancy License Agreement	-
OR and WA	ATGI	Portland General Electric Company	Facilities Attachment Agreement Addendum	-
OR and WA	ATGI	Portland General Electric Company (PGE)	Facilities Attachment Agreement	-
OR and WA	ATGI	Portland General Electric Company (PGE)	Letter of Understanding- Willamette River Crsng	-
OR and WA	ATI	Public Utility District No. 1 of Snohomish County	Pole Attachment License Agreement	-
OR and WA	ATI	Qwest Corporation	Pole Attachment Lease C0WLJ12	-
OR and WA	ATI	Qwest Corporation	Pole Attachment Lease C0WLJ41	-

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Exhibit "A"

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
OR and WA	ATI	Qwest Corporation	Pole Attachment Lease C0WLJ46	-
OR and WA	ATI	Qwest Corporation	Pole Attachment Lease C1WLJ02	-
OR and WA	ATGI	Qwest/US West Communications, Inc. - OR	Interconnection Agreement	-
OR and WA	ATGI	Qwest/US West Communications, Inc. -WA	Interconnection Agreement	-
Centralized Ops	ATGI	RedBack Networks, Inc	Master Purchase Agreement	-
Corporate	ATGI	Retail Lockbox, Inc.	Agreement to Provide Lock Box and Payment Processing Services	-
OR and WA	ATI	Retro, LLC, Lawrence Tokarski Managing Member	Building Lease for Salem Switch, Downtown	-
OR and WA	ATGI	698 Salem Electric	License Agreement	-
Santa Rosa	ATGI	SBC/Pacific Bell	Interconnection Agreement	-
OR and WA	ATI	Shaub Properties, Inc.	Building Lease for Tacoma	-
Reno	ATGI	Sierra Pacific Communications	Fiber Lease Agreement	-
OR and WA	ATI	Snohomish County Council	Right of Way Franchise	-
OR and WA	ATGI	Springfield Utility Board	Indefeasible Right of Use Agreement (IRU)	-
OR and WA	ATGI	State of Oregon, Division of State Lands	Communication Cable Easement No. EA-186732	-
Centralized Ops	ATGI	Step 9 Software Coporation	Master Services Agreement	-
Centralized Ops	ATI	STEP 9 SOFTWARE CORPORATION	Master Services Agreement Statement of Work #26	-
Centralized Ops	ATI	STEP 9 SOFTWARE CORPORATION	Master Services Agreement Statement of Work #27	-
Centralized Ops	ATI	STEP 9 SOFTWARE CORPORATION	Master Services Agreement Statement of Work #28	-
Centralized Ops	ATGI	Sterling Commerce (Southern), Inc.	Software License Agreement	-
Corporate	ATI	Tax Partners LLC	Tax Compliance and/or Tax Rating Services Agreement	-
Centralized Ops	ATI	TeleInsight, Inc	Professional Services Agreement	-
Centralized Ops	ATI	TeleInsight, Inc.	Statement of Work	-
Centralized Ops	ATI	TeleInsight, Inc.	Statement of Work 2	-
OR and WA	ATGI	Thurston County Rights-of-Way	Telecommunications Nonexclusive Franchise	-
Centralized Ops	ATGI	Tucows.com Inc.	Registration Service Provider Agreement	-
OR and WA	SCS	U.S. National Bank of Oregon	Building Lease for Portland - Belmont Switch	-
OR and WA	ATGI	Union Pacific Railroad Company	Wireline Crossing Agreement	-
OR and WA	ATI	US West Communications, Inc.	Pole Attachment General Agreement	-

Note: Total amounts due vendor have been associated with one contract for that vendor; amount may not correspond to the cure amount for that contract only.

Exhibit "A"

Exhibit 3 to the First Amended Joint Plan of Reorganization Filed February 26, 2003

Dept/Location	ENTITY	OBLIGEE	CONTRACT NAME	ASSUMPTION AMOUNT
OR and WA	ATGI	US West Communications, Inc.	Poles/Innerduct Permit	-
OR and WA	SCS	US West Communications, Inc.	US West Network Service Agreement General Terms	-
OR and WA	ATGI	UUNET	UUDirect T3 Burstable Agreement	-
OR and WA	ATI	Valley Imaging Partners, LLC	Building Access Agreement	-
Centralized Ops		Veritas, Inc.	Software License Agreement	-
OR and WA	ATI	West Wood Corp	Building Access Agreement	-
OR and WA	ATI	Yakima Herald-Republic	Building Access Agreement	-
OR and WA	ATI	Yakima Mall Shopping Center Corporation	Building Access Agreement	-
OR and WA	ATI	Yakima Valley Memorial Hospital	Building Access Agreement	-
OR and WA	SCS	Eugene Professional Building	POP Site Lease at 132 East Broadway, Eugene, OR	-
Centralized Ops	ATI	Akamai Technologies, Inc.	Memorandum of Understanding	-

Note: Total amounts due vendor have been associated with one contract for that vendor; amount may not correspond to the cure amount for that contract only.

Exhibit "A"