

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

Chapter 11

ALLEGIANCE TELECOM, INC , et al.,

Case No 03-13057 (RDD)

Debtors

(Jointly Administered)

**ORDER APPROVING SETTLEMENT AGREEMENT RESOLVING
PLAN OBJECTIONS AND CERTAIN OTHER MATTERS
BETWEEN THE DEBTORS AND BELL SOUTH TELECOMMUNICATIONS INC**

The Debtors and BellSouth Telecommunications Inc (“BellSouth”) having resolved certain of BellSouth’s claims and BellSouth’s objections to confirmation of the Debtors’ Second Amended Joint Plan of Reorganization dated April 22, 2004 (the “Plan”) in accordance with the terms of the settlement agreement dated June 4, 2004 (the “BellSouth Settlement Agreement”), and upon approval of the Debtors’ motion dated June 4, 2004 authorizing the filing under seal of certain settlement agreements, including the BellSouth Settlement Agreement, and upon the *in camera* hearing held on June 7, 2004 to consider approval of the BellSouth Settlement Agreement, and after due deliberation and sufficient cause appearing therefore as set forth on the record by the Court, it is

ORDERED, that the BellSouth Settlement Agreement is hereby approved in its entirety

Dated June 8, 2004


/s/Robert D Drain
HONORABLE ROBERT D DRAIN
UNITED STATES BANKRUPTCY JUDGE

Docket # 1463

BELLSOUTH SETTLEMENT AGREEMENT

CONFIDENTIAL – SUBJECT TO BANKRUPTCY COURT ORDER

THE BELLSOUTH SETTLEMENT AGREEMENT HAS BEEN FILED UNDER SEAL

UNITED STATES BANKRUPTCY COURT <u>SOUTHERN</u> DISTRICT OF <u>NEW YORK</u>		PROOF OF CLAIM
Name of Debtor ALLEGIANCE TELECOM, INC , et al ,		Case Number 03-13057 (RDD)
NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A request for payment of an administrative expense may be filed pursuant to 11 USC § 503		
Name of Creditor (The person or other entity to whom the debtor owes money or property) BELLSOUTH TELECOMMUNICATIONS, INC		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court
Name and address where notices should be sent REGIONAL BANKRUPTCY CENTER 29EF1-301 W BAY STREET JACKSONVILLE, FLORIDA 32202 Telephone number (800) 676-9304		
Account or other number by which creditor identifies debtor 704-M01-4598-598		Check here <input type="checkbox"/> replaces a previously filed claim dated <u>09/05/03</u> <input checked="" type="checkbox"/> amends
1 Basis for Claim <input type="checkbox"/> Goods sold <input type="checkbox"/> Services performed <input type="checkbox"/> Money loaned <input type="checkbox"/> Personal injury/wrongful death <input type="checkbox"/> Taxes <input checked="" type="checkbox"/> Other <u>DIRECTORY ADVERTISING</u> <input type="checkbox"/> Retiree benefits as defined in 11 USC § 1114(a) <input type="checkbox"/> Wages, salaries, and compensation (fill out below) Your SS # _____ Unpaid compensation for services performed from _____ to _____ (date) (date)		
2 Date debt was incurred <u>5/14/03</u>		3 If court judgment, date obtained
4 Total Amount of Claim at Time Case Filed \$ <u>3,308 50</u> If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges		
5 Secured Claim <input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff) Brief Description of Collateral <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Collateral \$ _____ Amount of arrearage and other charges at time case filed included in secured claim if any \$ _____		6 Unsecured Priority Claim <input type="checkbox"/> Check this box if you have an unsecured priority claim Amount entitled to priority \$ _____ Specify the priority of the claim <input type="checkbox"/> Wages salaries or commissions (up to \$4 650) * earned within 90 days before filing of the bankruptcy petition or cessation of the debtor s business whichever is earlier 11 USC § 507(a)(3) <input type="checkbox"/> Contributions to an employee benefit plan 11 USC § 507(a)(4) <input type="checkbox"/> Up to \$2 100* of deposits toward purchase lease or rental of property or services for personal family or household use 11 USC § 507(a)(6) <input type="checkbox"/> Alimony maintenance or support owed to a spouse former spouse or child 11 USC § 507(a)(7) <input type="checkbox"/> Taxes or penalties owed to governmental units 11 USC § 507(a)(8) <input type="checkbox"/> Other Specify applicable paragraph of 11 USC § 507(a)(____) *Amounts are subject to adjustment on 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment
7 Credits The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim 8 Supporting Documents Attach copies of supporting documents such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements and evidence of perfection of lien DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available, explain If the documents are voluminous, attach a summary 9 Date-Stamped Copy To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim		THIS SPACE IS FOR COURT USE ONLY <div style="font-size: 2em; font-weight: bold; text-align: center;">FILED</div> <div style="font-size: 1.5em; font-weight: bold; text-align: center;">SEP 18 2003</div> <div style="font-size: 2em; font-weight: bold; text-align: center;">BMC</div> <div style="text-align: center;"> Allegiance Claim  00448 </div>
Date <u>9/12/03</u>	Sign and print the name and title if any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any) <u>C Tedder</u> C TEDDER/bankruptcy rep F E I N 58-0436120	

BELLSOUTH TELECOMMUNICATIONS

Case Number 03-13057-RDD
 File Date 05/14/03
DIRECTORY ADVERTISING

Total Claim
\$3,308 50

Debtor's Name ALLEGIANCE TELECOM INC
 Debtor's Address 9201 N CENTRAL EXPRESSWAY
 DALLAS
 TEXAS
 75231

Return Address
BELLSOUTH BANKRUPTCY CENTER
 301 w Bay Street Suite 29EF1
 Jacksonville, Florida 32202
 Telephone 800 676-9304

	Telephone (T) or Circuit (C) Number	CENT FIDS	L/F	Date of Service	BILL DATE	TOTAL BILL BALANCE	POST PETITION CHRG	DAU	LC CHG	PRE PET TOLLS	PRE MISC/ DOTNET	TERM CHRG	PRE PET AMOUNT	PRE PET PMTS	DIR ADV	TAX	Chg AMT
1	704-M01-4598-598	CBO	L	7/31/02	04/16/03	3 308 50							3,308 50				\$3 308 50
2																	
3																	
4																	
5																	
6																	
7																	
8																	
9																	
10																	
11																	
12																	
13																	
14																	
15																	
16																	
17																	
18																	
19																	
20																	
21																	
22																	
23																	
24																	
25																	
26																	
27																	
28																	
29																	
30																	
TOTAL						3 308 50	0 00	0 00	0 00	0 00	0 00	0 00	3,308 50		0 00		\$3,308 50