UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER PURSUANT TO SECTION 365(A) OF THE BANKRUPTCY CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 6006 AUTHORIZING THE REJECTION OF CERTAIN INDIVIDUAL SERVICE ORDERS

Upon consideration of the motion (the "Motion"), dated November 4, 2003, of Allegiance Telecom, Inc. and its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order, pursuant to section 365(a) of title 11 of the United States Code (the "Bankruptcy Code") and rule 6006 of the Federal Rules of Bankruptcy Procedure, authorizing the Debtors to reject the Service Orders,[1] as more fully set forth in the Motion; and the Court having jurisdiction to consider and determine the Motion as a core proceeding pursuant to 28 U.S.C. sections 157 and 1334; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and due and proper notice of the Motion having been given; and after due deliberation and consideration; and good and sufficient cause appearing therefor; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006, the rejection of the Service Orders is approved, with such rejection being effective as of the date of the disconnect order submitted for each Service Order; and it is further

[1] Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Motion.

ORDERED that any proof of claim for damages arising from the rejection of any of the Service Orders must be filed on or before forty-five (45) days after the receipt of a disconnect order for a Service Order, and any claims resulting from the rejection of the Service Orders not so filed shall be forever barred from participating in the Debtors' chapter 11 cases and receiving any dividend or distribution thereon; and it is further

ORDERED that the Debtors do not waive or release any rights, claims, causes of action, or defenses, including rights of set-off or recoupment with respect to such Service Orders and claims; and it is further

ORDERED that nothing in this Order shall be construed as relieving the Debtors or any other person or entity of any obligation to comply with section 214 of the Federal Communications Act or any other applicable law; and it is further

ORDERED that the Debtors are hereby authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion; and it is further

ORDERED that this Court retains jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: New York, New York
November 19, 2003

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE