

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

**Presentment Date:
December 22, 2003 at 12:00 p.m.**

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In re:	:
	:
	: Chapter 11
	:
ALLEGIANCE TELECOM, INC., et. al.,	:
	: Cases Nos. 03-13057 (RDD)
	:
Debtors.	: (Jointly Administered)
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**MOTION FOR AN ORDER REQUESTING REMOVAL OF
LEBOEUF, LAMB, GREENE & MACRAE, L.L.P., FROM THE
LIST OF APPROVED ORDINARY COURSE PROFESSIONALS**

**TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:**

LeBoeuf, Lamb, Greene & MacRae, L.L.P. (“LLG&M”), hereby moves (the “Motion”), for approval of the proposed order requesting removal of LeBoeuf, Lamb, Greene & MacRae, L.L.P., from the list of approved ordinary course professionals (the “Proposed Order”), pursuant to rule 2090-1(e) of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), and respectfully represents as follows:

Background

1. On May 14, 2003 (the “Petition Date”), Allegiance Telecom, Inc., and its direct and indirect subsidiaries (collectively, the “Debtors”) commenced voluntary cases under chapter 11 of title 11 of the United States Bankruptcy Code (the “Bankruptcy Code”).

2. The Debtors’ chapter 11 cases have been consolidated for procedural purposes and are being jointly administered pursuant to an order of this Court.

3. On the Petition Date, the Debtors filed an Application Requesting Entry of an Order pursuant to Sections 105(a) 327, 328, 330 and 363(c) of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business (the

“Application”). A list of legal ordinary course professionals was annexed to the Application as exhibit “A” (the “Retention List”).

4. On June 13, 2003, the Court signed a Final Order Pursuant to Sections 105(a) 327, 328, 330 and 363(c) of the Bankruptcy Code Authorizing Employment of Professionals Utilized in the Ordinary Course of Business (the "Retention Order"). The Retention Order provided that each law firm retained as an ordinary course professional by the Debtors shall file with the Court an affidavit pursuant to Section 327(e) of the Bankruptcy Code setting forth that such law firm does not represent or hold any interest adverse to the Debtors or their respective estates in respect of the matters on which such law firm is retained.

5. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

The Relationship Between the Debtors and LLG&M

6. Pursuant to the Retention Order, the affidavit of Brian T. Fitzgerald was filed on behalf of LeBoeuf, Lamb, Greene & MacRae, L.L.P.

7. As of the date of this Motion, LLG&M has not provided any post-petition legal services to the Debtors and the Debtors have not requested that LLG&M provide any post-petition legal services to the Debtors.

8. The Debtors support the relief request herein.

9. Consequently, LLG&M respectfully request that it be removed from the Retention List.

10. Notice of this Motion has been provided to all parties on the Master Service List. LLG&M submits that no other or further notice need be provided.

11. LLG&M respectfully requests that because there are no novel issues of law presented herein, the Court waive the requirement pursuant to Local Rule 9013-1(b), that LLG&M file a separate memorandum of law in support of this Motion.

12. No previous motion for the relief sought herein has been made to this or any other court.

WHEREFORE, LLG&M respectfully request that the Court approve the Proposed Order and grant such other and further relief as is just and proper.

Dated: New York, New York
December 10, 2003

LeBOEUF, LAMB, GREENE & MacRAE L.L.P.

By: /s/ Zejreme Radoncic
Elizabeth Page Smith (EPS-7589)
Zejreme Radoncic (ZR-1033)
125 West 55th Street
New York, New York 10019-5389
(212) 424-8000

NYC 472359

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

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**NOTICE OF PRESENTMENT OF AN ORDER REQUESTING REMOVAL
OF LEBOEUF, LAMB, GREENE & MACRAE, L.L.P., FROM THE LIST
OF APPROVED ORDINARY COURSE PROFESSIONALS**

PLEASE TAKE NOTICE that upon the annexed motion (the "Motion"), the undersigned will present the attached Proposed Order Requesting Removal of LeBoeuf, Lamb, Greene & MacRae, L.L.P., from the List of Approved Ordinary Course Professionals (the "Proposed Order"), pursuant to rule 2090-1(e) of the Local Bankruptcy Rules for the Southern District of New York, to the Honorable Robert D. Drain, United States Bankruptcy Judge, United States Bankruptcy Court, Southern District of New York, The Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on December 22, 2003 (the "Presentment Date") at 12:00 noon.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Court's approval of the Proposed Order must be in writing and filed with the Clerk of the Court, United States Bankruptcy Court, Southern District of New York, The Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408,(a)(i) through the Bankruptcy Court's electronic filing system (in accordance with General Order M-242, as amended by General Order M-269), which may be accessed (with a password which is available by contacting the Bankruptcy Court's technical assistance at (212) 668-2870, ext. 3522, Monday

through Friday, 8:30 a.m. to 5:00 p.m.) through the Internet at the Bankruptcy Court's website: www.nysb.uscourts.gov, using Netscape Navigator software version 3.0 or higher, and (ii) in portable document format (PDF) using Adobe Exchange software for conversion; or (b) if a party is unable to file electronically, such party shall submit the objection in PDF format on a diskette in an envelope with the case name, case number, type and title of document, document number of the document to which the objection refers, and the file name on the outside of the envelope; or (c) if a party is unable to file electronically or use PDF format, such party shall submit the objection on a diskette in either Word, WordPerfect, or DOS text (ASCII) format. An objection filed by a party with no legal representation shall comply with section (b) or (c) as set forth in this paragraph. A hard copy of the objection, whether filed pursuant to section (a), (b) or (c), as set forth in this paragraph, shall be hand-delivered directly to the Chambers of the Honorable Robert D. Drain, and served so as to be received by LeBoeuf, Lamb, Greene & MacRae, L.L.P., 125 West 55th Street, New York, New York 10019, Attn: Zejreme Radonicic, Esq., not later than 11:30 a.m. on the Presentment Date. Unless objections are received by that time, there will not be a hearing and the Proposed Order may be signed.

PLEASE TAKE FURTHER NOTICE that if a written objection is timely filed, the Court will notify the moving and objecting parties of the date and time of the hearing and of the moving party's obligation to notify all other parties entitled to receive notice. The moving and objecting parties are required to attend the hearing, and failure to attend in person or by counsel may result in relief being granted or denied upon default.

Dated: New York, New York
December 10, 2003

LeBOEUF, LAMB, GREENE & MacRAE, L.L.P.

By: /s/ Zejreme Radoncic
Elizabeth Page Smith (EPS-7589)
Zejreme Radoncic (ZR-1033)
125 West 55th Street
New York, New York 10019
(212) 424-8000

NYC 472282

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

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Debtors. :

Chapter 11
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Cases Nos. 03-13057 (RDD)
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(Jointly Administered)
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**ORDER REMOVING LEBOEUF, LAMB, GREENE & MACRAE, L.L.P.,
FROM THE LIST OF APPROVED ORDINARY COURSE PROFESSIONALS**

Upon the motion dated December 10, 2003 (the "Motion") of LeBoeuf, Lamb, Greene & MacRae, L.L.P. ("LLG&M"), pursuant to rule 2090-1(e) of the Local Bankruptcy Rules for the Southern District of New York, for an order Requesting Removal LeBoeuf, Lamb, Greene & MacRae, L.L.P., from the List of Approved Ordinary Course Professionals; and it appearing that the Court has jurisdiction over this matter; and it appearing that notice of the Motion having been proper; and that no other or further notice need be provided; and sufficient cause appearing therefor, it is

ORDERED that LeBoeuf, Lamb, Greene & MacRae, L.L.P., is hereby removed from the List of Approved Ordinary Course Professionals; and it is further

ORDERED that, the relief described herein shall be effective immediately.

Dated: New York, New York
December __, 2003

UNITED STATES BANKRUPTCY JUDGE